

***Ability ID Association of Australia Inc.***



# **CONSTITUTION**

Adopted: 10 December 2020

Amended: No: 1, 2021

## 1. Interpretation

1. In these rules:
  1. 'The Act' means the Associations Incorporation Act 1981 (QLD).
  2. 'The Association' means Ability ID Association of Australia Inc.
  3. 'Committee' or 'Board' means the elected Management Committee of the Association.
  4. 'CEO' means the Chief Executive Officer of the Association appointed by the board.
  5. 'Client' is a person who is receiving services or support from the Association.
  6. 'Member' means any person whose name appears on the Register of Members of the Association at the relevant time.
  7. 'Qualified Member' means any current membership as listed in Rules 8.1.1 – 8.1.7.
  8. 'Carer' is a person living in our communities who currently cares for, or previously cared for a friend or family member who is living with a brain injury, mental health condition, disability, is aged, living with dementia or other impairment or need.
  9. 'Objectives' means the purpose for which the Association is established and maintained.
  10. 'Month' shall mean a calendar month.
  11. 'Year' means calendar year unless stated otherwise.
  12. 'Notice' means both written and electronic forms of communication including fax, email and letter.
  13. 'Annual General Meeting' means the Annual General Meeting of members held in accordance with this Constitution.
  14. 'General Meeting' means a general meeting of members of the Association convened in accordance with these rules.
  15. 'Ordinary Resolution' means an ordinary resolution defined in the Act.
  16. 'Special Resolution' means a special resolution defined in the Act.
  17. 'Suspension' generally refers to a period where a member cannot exercise any of their membership rights (i.e. voting) pending an investigation of their suspension.
  18. 'Termination' means membership in the Association ceases.
  19. A word or expression that is not defined in these rules, but is defined in the Act. has, if the context permits, the meaning given by the Act.

## 2. Name

1. The name of the incorporated Association shall be ***Ability ID Association of Australia Inc.***

## 3. Objectives

1. The Association's objectives shall provide benevolent relief by way of:
  1. to identify, engage and promote the capacities and abilities of those living with brain injury;
  2. to collaborate and facilitate sustainable educational and developmental programs;
  3. to promote community awareness, knowledge and appreciation of the specific needs of those living with brain injury and other disabilities;
  4. to develop and foster member based support groups and activities;
  5. to apply for, raise and receive grants, donations, devices and bequests, and to hold, administer, invest, expend or deal with the same in furtherance of the objectives of the Association;
  6. to do all such other things as may be incidental to the attainment of such objectives.

## 4. Not for Profit Body

1. Subject to Rule 4.2 and Rule 54, the Association must not distribute any income or assets directly or indirectly to its members.
2. Rule 4.1 does not prevent the Association from doing the following, provided they are done in good faith:

1. paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Association; or
2. making a payment to a member in carrying out the Association's purposes.

## 5. Powers

1. The Association has the powers of an individual.
2. The Association may, for example:
  1. enter into contracts; and
  2. acquire, hold, deal with and dispose of property; and
  3. make charges for services and facilities it supplies; and
  4. 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.

## 6. New membership

1. An application for membership of the Association must be;
  1. In accordance with the conditions of the class of membership the applicant seeks, and
  2. in writing, and
  3. signed by the applicant, and
  4. in the form decided by the management committee.

## 7. Memberships

1. Classes of memberships of the Association are;
  1. Participant Member (PM), and
  2. General Member (GM), and
  3. Associate Member (AM), and
  4. Professional Member (PrM), and
  5. Corporate Member (CM), and
  6. Life Member (LM), and
  7. Foundation Member (FM).
2. Memberships shall be renewable annually in accordance with Rule 8.

## 8. Classes of memberships – Conditions, entitlements and limitations

1. Conditions, entitlements and limitations of members of the Association are;
  1. *Foundation Member (FM)*, being;
    1. an individual founding member as named in the associations Memorandum of Understanding, and
    2. shall be granted automatic management committee nomination upon acceptance, and
    3. shall have access to and full voting entitlements at all meetings of the Association, and
    4. shall have other benefits;
      1. so listed in each class of membership, and
      2. as determined by the associations management committee, and
    5. member numbers are limited to those named in the associations Memorandum of Understanding.
  2. *Life Member (LM)*, being;
    1. an individual membership as approved by a majority of the associations management committee, and
    2. shall be a permanent member of the Association for the remainder of the members natural life, and

3. shall be eligible for automatic management committee nomination upon acceptance, and
4. shall have full voting entitlements at all meetings of the Association, and
5. shall have other benefits;
  1. so listed in each class of membership, and
  2. as determined by the associations of management, and
6. member numbers are unlimited.
3. *Professional Member (PrM)*, being;
  1. an individual membership holding professional allied health accreditation, and
  2. application shall be in accordance with the associations Professional Member Application Form, and
  3. shall be subject to majority approval of the Foundation Members and Management Committee, and
  4. shall be eligible for management committee nomination upon acceptance, and
  5. shall have full voting entitlements at annual general meetings, and
  6. shall have other benefits;
    1. so listed in each class of membership, and
    2. as determined by the associations of management, and
  7. member numbers are limited to 100 (one hundred).
4. *Associate Member (AM)*, being;
  1. an individual membership as approved by the Association, whereby
  2. qualifications shall be;
    1. must be an existing General Member or Participant Member of the Association, and
    2. must be nominated in accordance with the associations Associate Member Nomination Form, and
    3. shall be subject to majority approval of the Foundation Members and Management Committee, and only then shall;
      1. be eligible for management committee nomination upon acceptance, and
      2. shall have full voting entitlements at annual general meetings, and
      3. membership shall be subject to annual approval of a majority of the Foundation Members and Management Committee, and
  3. shall have other benefits;
    1. so listed in each class of membership, and
    2. as determined by the associations of management, and
  4. member numbers are limited to 50 (fifty).
5. *Corporate Member (CM)*, being;
  1. a corporate or business entity sponsored membership as approved by the Association, and
  2. application shall be in accordance with the associations Corporate Member Application Form, and
  3. shall nominate 1 individual as the corporate representative, and
  4. is not eligible for management committee nomination, and
  5. shall have no voting entitlements at meetings of the Association, and
  6. shall have other benefits;
    1. so listed in each class of membership, and
    2. as determined by the associations of management, and
  7. member numbers are unlimited.
6. *Participant Member (PM)*, being;
  1. a qualifying individual participant member of the Association, whereby
  2. qualification shall be endorsed by a qualified Allied Health Professional in accordance

- with the associations Participant Member Application Form, and
- 3. shall have full voting entitlements at annual general meetings, and
- 4. after a period of 12 months as a General Member of the Association may be nominated as an Associate Member, and
- 5. shall have other benefits;
  - 1. so listed in each class of membership, and
  - 2. as determined by the associations of management, and
- 6. member numbers are unlimited.
- 7. *General Member (GM)*, being;
  - 1. a qualifying individual general member of the Association, whereby
  - 2. application shall be in accordance with the associations General Member Application Form, and
  - 3. shall not have voting entitlements at meetings of the Association, and
  - 4. after a period of 12 months as a General Member of the Association may be nominated as an Associate Member of the Association, and
  - 5. shall have other benefits;
    - 1. so listed in each class of membership, and
    - 2. as determined by the associations of management, and
  - 6. member numbers are unlimited.

## 9. Membership fees

- 1. The membership fee for each general membership and for each other class of membership is;
  - 1. the amount decided by the members from time to time at a general meeting; and
  - 2. payable when, and in the way, the management committee decides.
  - 3. A member of the incorporated Association who, before becoming a member, has paid the members 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.
- 2. Life Memberships shall bear no cost to renewal of memberships.

## 10. Admission and rejection of new members

- 1. The management committee must consider an application for membership of the following classes;
  - 1. Life Member (LM), and
  - 2. Professional Member (PrM), and
  - 3. Associate Member (AM), and
  - 4. Corporate Member (CM), and
  - 5. shall do so at the next committee meeting held after it receives;
    - 1. the application for membership, and
    - 2. the appropriate membership fee for the application.
- 2. An appointed officer of the Association must consider an application for membership of the following classes;
  - 1. Participant Member (PM), and
  - 2. General Member (GM), and
  - 3. shall do so at either;
    - 1. the next business day after it receives, or
    - 2. immediately upon personal application and receipt of;
      - 1. the application for membership, and
      - 2. the appropriate membership fee for the application,
- 3. The management committee must ensure that, as soon as possible after the person or entity

applies to become a member of the Association, and before the application is considered, the person or entity is advised;

1. whether or not the Association has public liability insurance, and
2. if the Association has public liability insurance - the amount of the insurance.
4. With the only exception to this rule being Rule 9.2 above, the management committee must decide at the meeting whether to accept or reject all other applications.
5. If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
6. The secretary of the Association must, as soon as practicable after any decision to accept or reject an application, give the applicant a written notice of the decision, and
7. All rejected applications must be given a complete refund of any membership fee paid upon application.

### **11. 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 at:
  1. the time the notice is received by the secretary; or
  2. if a later time is stated in the notice - the later time.
3. The management committee may terminate a members membership if the member:
  1. is convicted of an indictable offence; or
  2. does not comply with any of the provisions of these rules; or
  3. has membership fees in arrears for at least 2 months; or
  4. conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
4. Before the management committee terminates a members membership, 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.

### **12. Appeal against rejection or termination of membership**

1. A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the persons 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 1 month after receiving the notice, call a general meeting to decide the appeal.

### **13. 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 members of the committee 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 for membership 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 membership fee paid by the person.

#### **14. Register of members**

1. The management committee must keep a register of members of the Association.
2. The register must include the following particulars for each member:
  1. the full name of the member, and
  2. the postal or residential address of the member, and
  3. the date of admission as a member, and
  4. the date of death or time of resignation of the member, and
  5. details about the termination or reinstatement of membership, and
  6. any other particulars the management committee or the members at a general meeting decide.
3. The register must be open for inspection by members of the Association at all reasonable times.
4. A member must contact the secretary to arrange an inspection of the register.
5. However, 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 the information would put the member at risk of harm.

#### **15. Prohibition on use of information on register of members**

1. A member of the Association must not:
  1. 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
  2. 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.
3. Rule 15.1.1 does not apply if the use or disclosure of the information is approved by the Association.

#### **16. Appointment or election of secretary**

1. The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
  1. a member of the Association elected by the Association as secretary; or
  2. any of the following persons appointed by the management committee as secretary; or
  3. a member of the associations management committee; or
  4. another member of the Association; or
  5. another person.
2. 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.
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 Rule 16.1.2 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 Rule 16.1.2 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 Rule 16.1.4 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.

### **17. Removal of secretary**

1. The management committee of the Association may at any time remove a person appointed by the committee as the secretary.
2. If the management committee removes a secretary who is a person mentioned in Rule 16.1.1, the person remains a member of the management committee.
3. If the management committee removes a secretary who is a person mentioned in Rule 16.1.3 and who has been appointed to a casual vacancy on the management committee under Rule 16.1.3, the person remains a member of the management committee.

### **18. Functions of secretary**

1. The secretary's functions include, but are not limited to:
  1. 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 president of the Association; and
  2. keeping minutes of each meeting; and
  3. keeping copies of all correspondence and other documents relating to the Association; and
  4. maintaining the register of members of the Association,
  5. Custody of books, documents, instruments of title and the Common Seal.

### **19. Management Committee**

1. The management committee of the Association shall comprise of three (3) elected members of the following positions:
  1. President,
  2. Treasurer,
  3. Secretary.
2. The term of members elected to the management committee is 12 months.

### **20. Membership of management committee**

1. The management committee of the Association consists of a president, treasurer, and any other members the Association members elected at a general meeting.
2. A member of the management committee, other than a secretary appointed by the management committee under Rule 16.1.5, must be a member of the Association.
3. 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.
4. A member of the Association may be appointed to a casual vacancy on the management committee under Rule 23.

### **21. Electing the management committee**



1. A member of the management committee may only be elected as follows:
  1. any 2 members of the Association may nominate another member (the candidate) to serve as a member of the management committee.
  2. The nomination must be:
    1. in writing, and
    2. signed by the candidate and the members who nominated him or her, and
    3. given to the secretary at least 14 days before the annual general meeting at which the election is to be held, and
    4. 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:
  1. is an adult, and
  2. is a member of the Association, and
  3. 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 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.
4. If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
5. The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised:
  1. whether or not the Association has public liability insurance; and
  2. if the Association has public liability insurance - the amount of the insurance.
6. Voting of the management committee shall be subject to Rule **42**.

## **22. Resignation, removal or vacation of office of CEO or management committee member**

1. The CEO or member of the management committee may resign from office by giving written notice of resignation to the secretary.
2. The resignation takes effect at:
  1. the time the notice is received by the secretary, or
  2. if a later time is stated in the notice - the later time.
3. A member may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote 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 members 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.

## **23. Vacancies on 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 Rule 26.1 as a quorum of the management committee, the continuing members may act only to:
  1. increase the number of management committee members to the number required for a

- quorum, or
2. call a general meeting of the Association.

#### **24. Functions of management committee**

1. Subject to these rules or a resolution of the members of the Association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the Association.
2. The management committee 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 regulation made under the Act.
3. The Act prevails if the associations rules are inconsistent with the Act - see section 1B of the Act.
4. The management committee may exercise the powers of the Association:
  1. to borrow, raise or secure the payment of amounts in a way the members of the Association decide, and
  2. to secure the amounts mentioned in paragraph (1) 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 associations property, both present and future, and
  3. to purchase, redeem or pay off any securities issued, and
  4. to borrow amounts from members and pay interest on the amounts borrowed; and
  5. to mortgage or charge the whole or part of its property, and
  6. to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and
  7. to provide and pay off any securities issued, and
  8. to invest in a way the members of the Association may from time to time decide.
5. For Rule 24.4.4, 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:
  1. the financial institution for the Association, or
  2. if there is more than 1 financial institution for the Association—the financial institution nominated by the management committee.

#### **25. Meetings of 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 management 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 the meeting as mentioned in Rule 25.5 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 members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
8. A member of the management committee 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 members 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.

## **26. Quorum for, and adjournment of, management committee meeting**

1. At a management committee meeting, more than 80% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
2. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
3. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee -
  1. the meeting is to be adjourned for at least 1 day; and
  2. the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
4. If, at an adjourned meeting mentioned in Rule 39.5.2, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **27. Special meeting of management committee**

1. If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
3. A request for a special meeting must state:
  1. why the special meeting is called, and
  2. the business to be conducted at the meeting.
4. A notice of a special meeting must state:
  1. the day, time and place of the meeting, and
  2. 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 the members of the management committee.

## **28. Minutes of management committee meetings**

1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in 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.

## **29. Appointment, Functions and Powers of CEO**

1. The management committee shall appoint a CEO.
  1. The CEO shall be a senior member of the Association considered appropriate by the committee to promote and further the objectives of the associations operations.
  2. The term of appointment shall be for 36 months from the effective date of appointment.
2. The functions and powers of the CEO shall be;
  1. to be the associations leading representative which will involve the presentation of the associations objectives and policies to the outside world. ,
  2. to oversee all aspects and activities of the Association,
  3. to engage the in assessing and improving its performance,

4. to sit and vote at any meeting of the Association,
  5. providing leadership to the Association,
  6. To ensure effective communication between stakeholders and the Association.
3. The CEO may be removed or resign in accordance with Rule 22.

### **30. Appointment of Directors of Subcommittees**

1. The management committee may appoint Directors of a subcommittee consisting of members of the Association considered appropriate by the committee to help with the conduct of the associations operations.
2. A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
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.
7. All findings and recommendations of subcommittees shall be presented to, and subject to management committee approval.

### **31. 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. Rule 31.1 applies even if the act was performed when:
  1. 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
  2. a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

### **32. 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 had been passed at a committee meeting that was properly called and held.
2. A resolution mentioned in Rule 30.1 may consist of several documents in like form, each signed by 1 or more members of the committee.

### **33. First annual general meeting**

1. The first annual general meeting must be held within 6 months after the end date of the Association's first reportable financial year.

### **34. Subsequent annual general meetings**

1. Each subsequent annual general meeting must be held:
  1. at least once each year, and
  2. within 6 months after the end date of the Association's reportable financial year.

### **35. Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations**

1. This rule applies only if the Association is:
  1. a level 1 incorporated Association, or
  2. a level 2 incorporated Association to which section 59 of the Act applies, or

3. a level 3 incorporated Association to which section 59 of the Act applies.
2. The following business must be conducted at each annual general meeting of the Association:
  1. receiving the Association's financial statement, and audit report, for the last reportable financial year, and
  2. presenting the financial statement and audit report to the meeting for adoption, and
  3. electing members of the management committee, and
  4. for a level 1 incorporated Association - appointing an auditor or an accountant for the present financial year, or
  5. for a level 2 incorporated Association, or a level 3 incorporated Association, to which section 59 of the Act applies - appointing an auditor, an accountant or an approved person for the present financial year.

### **36. Business to be conducted at annual general meeting of other level 2 incorporated associations**

1. This rule applies only if the Association is a level 2 incorporated Association to which section 59A of the Act applies.
2. The following business must be conducted at each annual general meeting of the Association:
  1. receiving the Association's financial statement, and signed statement, for the last reportable financial year;
  2. presenting the financial statement and signed statement to the meeting for adoption;
  3. electing members of the management committee;
3. appointing an auditor, an accountant or an approved person for the present financial year.

### **37. Business to be conducted at annual general meeting of other level 3 incorporated associations**

1. This rule applies only if the Association is a level 3 incorporated Association to which section 59B of the Act applies.
2. The following business must be conducted at each annual general meeting of the Association:
  1. receiving the Association's financial statement, and signed statement, for the last reportable financial year;
  2. presenting the financial statement and signed statement to the meeting for adoption;
  3. electing members of the management committee.

### **38. 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 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:
  1. a meeting called to hear and decide the appeal of a person against the management committee's decision, or
  2. to reject the person's application for membership of the Association, or
  3. to terminate the person's membership of the Association, or
  4. a meeting called to hear and decide a proposed special resolution of the Association.
6. A notice of a general meeting must state the business to be conducted at the meeting.

### **39. Quorum for, and adjournment of, general meeting**

1. The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the Association's last general meeting plus 1.
2. However, if all members of the Association are members of the management committee, the quorum is the total number of members less 1.
3. No business may be conducted at a general meeting unless there is a quorum of members

when the meeting proceeds to business.

4. If there is no quorum within 30 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.
5. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the Association:
  1. the meeting is to be adjourned for at least 7 days, and
  2. the management committee is to decide the day, time and place of the adjourned meeting.
6. The chairperson may, with the consent of any meeting at which there is a quorum, 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 Rule 39.6, 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.

#### **40. Procedure at general meeting**

1. A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
2. A member who participates in a meeting as mentioned in Rule 40.1 is taken to be present at the meeting.
3. At each general meeting:
  1. the president is to preside as chairperson, or
  2. if there is no president 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 be chairperson of the meeting; and
  3. the chairperson must conduct the meeting in a proper and orderly way.

#### **41. Voting at general meeting**

1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
2. Each member present and eligible to vote is entitled to 1 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. The method of voting is to be decided by the management committee.
5. However, if at least 60% of the members present demand a secret ballot, voting must be by secret ballot.
6. If a secret ballot is held, the chairperson must appoint 3 members to conduct the secret ballot in the way the chairperson decides.
7. 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.

#### **42. Voting of management committee at annual general meeting**

1. Each member of the Association present and eligible to vote at the annual general meeting may vote for 3 candidates to fill vacant positions on the management committee, and
  1. Shall vote for 3 candidates by;

1. numbering each candidate in the order of the members vote,
  1. '1',
  2. '2',
  3. '3'; and
2. in the prescribed form.
2. The chairperson must appoint 3 members to conduct the tally of votes (*scrutineers*) in the way the chairperson decides; where after,
  1. the scrutineers shall announce and introduce the newly elected members of the management committee.
3. The management committee members shall, during the annual general meeting, assign between themselves the management committee structure of;
  1. President,
  2. Treasurer, and
  3. Secretary; and may
  4. appoint a CEO of the Association.
4. The management committee members shall, during the annual general meeting,
  1. announce and introduce the management committee structure; and
  2. announce and introduce the CEO of the Association, providing a CEO was appointed during the annual general meeting.
5. The management committee shall within 7 days of the annual general meeting:
  1. call a management committee meeting, and
    1. appoint a CEO of the Association, if no CEO was appointed during the annual general meeting; and may,
    2. appoint sub-committee directors of the Association as required, and
    3. shall commence the objectives of the Association.

#### **43. Special general meeting**

1. The secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 days after:
  1. being directed to call the meeting by the management committee, or
  2. being given a written request signed by at least 60% of the number of members of the management committee when the request is signed, or
  3. at least the number of members of the Association equal to ten times the number of members of the Association on the management committee when the request is signed plus 1, or
  4. being given a written notice of an intention to appeal against the decision of the management committee:
    1. to reject an application for membership, or
    2. to terminate a person's membership.
2. A request mentioned in Rule 43.1.2 must state:
  1. why the special general meeting is being called, and
  2. the business to be conducted at the meeting.
3. A special general meeting must be held within 3 months after the secretary:
  1. is directed to call the meeting by the management committee, or
  2. is given the written request mentioned in Rule 43.1.2, or
  3. is given the written notice of an intention to appeal mentioned in Rule 13.
4. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

#### **44. Proxies**

1. An instrument appointing a proxy must be in writing and be in the following or similar form:

-----  
**Ability ID Association of Australia Inc:**

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 \_\_\_\_\_ 20\_\_\_\_ ,  
and at any adjournment of the meeting.

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

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2. The instrument appointing a proxy must:
  1. if the appointor is an individual - be signed by the appointor or the appointor's solicitor properly authorised in writing, or
  2. if the appointor is a corporation:
    1. be under seal, and
    2. be signed by a properly authorised officer or attorney of the corporation.
3. A proxy shall be a member of the Association.
4. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
5. 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.
6. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
7. If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

-----  
**Ability ID Association of Australia Inc:**

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 \_\_\_\_\_ 20\_\_\_\_ ,  
and at any adjournment of the meeting.

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

This form is to be used \*in favour of/\*against [strike out whichever is not wanted] the following resolutions—

[List relevant resolutions]

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#### 45. 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.
2. To ensure the accuracy of the minutes:
  1. the minutes of each general meeting must be signed by the chairperson of the meeting,



or

2. the chairperson of the next general meeting, verifying their accuracy, and
3. 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.
3. If asked by a member of the Association, the secretary must, within 28 days after the request is made:
  1. make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place, and
  2. give the member copies of the minutes of the meeting.
4. The Association may require the member to pay the reasonable costs of providing copies of the minutes.

#### **46. 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.

#### **47. Alteration of rules**

1. Subject to the Act, 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.

#### **48. Common seal**

1. The management committee must ensure the Association has a common seal.
2. The common seal must be:
  1. kept securely by the management committee, and
  2. 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 -
  1. the secretary; or
  2. another member of the management committee; or
  3. someone authorised by the management committee.

#### **49. 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. A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
5. If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following:
  1. the president, and or
  2. the secretary, and or
  3. the treasurer, and or
  4. any 1 of 3 other members of the Association who have been authorised by the management committee to sign cheques issued by the Association.

6. However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
7. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
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.

#### **50. Financial year**

1. The end date of the Association's financial year is 31 March in each year.

#### **51. General financial matters**

1. On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
2. The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

#### **52. Documents**

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

#### **53. Dissolution of the Association**

1. The Association may be dissolved by special resolution of not less than 75% of the Members of the Association who are entitled to vote under the rules of the Association, and who vote in person or by proxy at any General Meeting of the Association. Notice of motion to dissolve the Association shall be circulated in writing with the notice of the meeting.
2. The Association may also be dissolved under Part 9 Division 2 of the Act.
3. If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up (surplus assets), that property shall, subject to section 24 of the Act and clause 29.5, be distributed in accordance with Rule 54 of this constitution.
4. The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the Association may apply to the Supreme Court of Queensland to make this decision.

#### **54. Distribution of surplus assets to another entity**

1. If the Association 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 with similar objects, and which is charitable at law, to which income tax deductible gifts can be made:
  1. gifts of money or property for the principal purpose of the Association.
  2. contributions made in relation to an eligible fundraising event held for the principal purpose of the Association.
  3. money received by the Association because of such gifts and contributions.

## Constitution Alterations

Act:	Number and Year:	Date of Assent:
Constitution Alterations	No. 1, 2021	23 April 2021

Number and Year:	Provision Affected:	How Affected:	Authority:
No. 1, 2021	3.1	am.	SGM 2021 - A001
No. 1, 2021	8.4.2.2	rep.	
No. 1, 2021	53	rs.	
No. 1, 2021	54	rs.	

### Table of Amendments

ad. = added or inserted; am. = amended; rep. = repealed; rs. = repealed and substituted

