

Rules of Association Carers Queensland Inc

Table of Contents

- 1. The Association 4**
 - 1.1 Name..... 4
 - 1.2 Definitions 4
 - 1.3 Interpretation 5
 - 1.4 Objects 5
 - 1.5 Not for Profit 6
 - 1.6 Powers 6
- 2. Membership..... 6**
 - 2.1 Membership Eligibility and Categories 6
 - 2.2 Membership Fees..... 7
 - 2.3 Membership Entitlements 8
 - 2.4 Automatic membership 9
 - 2.5 Becoming a Member 9
 - 2.6 When Membership Ends 10
 - 2.7 Appeal against termination of Membership 10
 - 2.8 Register of Members 11
 - 2.9 Giving notice to Members 11
- 3. Member's Meetings..... 12**
 - 3.1 Notice of General Meeting 12
 - 3.2 Annual General Meeting 12
 - 3.3 Special General Meeting 13
 - 3.4 Quorum at General Meeting 13
 - 3.5 Procedure at General Meeting 14
 - 3.6 General meeting minutes..... 15
 - 3.7 Returning Officer 15
- 4. Board of Governance..... 16**
 - 4.1 Board of Governance 16
 - 4.2 Elections to Board of Governance 16
 - 4.3 Resignation or removal from Board of Governance 18
 - 4.4 Vacancies on the Board of Governance 18
 - 4.5 Functions of the Board of Governance 19
 - 4.6 Meetings of Board of Governance 20
 - 4.7 Voting at Board of Governance meetings 20
 - 4.8 Board of Governance minutes 21
 - 4.9 Appointment to Executive 21
 - 4.10 Vacancies on the Executive 22
 - 4.11 Resignation or removal from office of a Member of the Executive 22
 - 4.12 Functions of the Executive..... 23
 - 4.13 Tasks of the Executive (Office Holders) 23
 - 4.14 Meetings of the Executive..... 24
 - 4.15 Sub Committees 24
- 5. Administration 24**
 - 5.1 Conflict of interest..... 24
 - 5.2 Acts not affected by defects or disqualification 24
 - 5.3 By-laws..... 24
 - 5.4 Alterations, Amalgamations, Investigations & Cancellations 24
 - 5.5 Common seal 26

Carers Queensland Inc. Rules of Association - 3 October 2011

5.6 Funds and accounts 26
5.7 General financial matters..... 26
5.8 Documents 27
5.9 Financial year 27
5.10 Indemnity..... 27
5.11 Policies..... 27
5.12 Distribution of surplus assets 28

Rules of Association

Carers Queensland Inc.

1. The Association

1.1 Name

The name of the incorporated association will be Carers Queensland Inc.

1.2 Definitions

Act means the Associations Incorporation Act 1981(Qld), as amended from time to time.

Annual General Meeting is as defined in Rule 3.2(a).

Association means Carers Queensland Inc.

Board of Governance means the committee in charge of the management of the Association and is intended to be the body referred to as the management committee in the Act.

Business Hours means the hours between 8.30 am and 5 pm Monday to Friday, excluding public holidays.

Carer means a person who is providing or who has provided unpaid care and support to family members or friends who have a disability, mental illness, chronic condition, terminal illness or who are frail aged. **Caring** has a corresponding meaning.

Chief Executive means the chief executive of the government department in charge of administering the Act.

Chief Executive Officer means the chief executive officer employed by the Association and appointed by the Board of Governance in accordance with Rule 4.5(a)(ii). **Director** means a member of the Board of Governance who was elected or appointed to the Board of Governance in accordance with these Rules.

Employee Member (non-voting) is as defined in Rule 2.1(c)(ii).

Executive means the committee comprised of each Office Holder as appointed under Rule 4.9 or 4.10.

Funding Body means an organization, inclusive of government, external to the Association, which provides funding to the Association for the purpose of the Association furthering its objects.

General Meeting means a meeting of Members called in accordance with Rule 3 and includes an Annual General Meeting and a Special General Meeting.

Honorary Member (non-voting) is as defined in Rule 2.1(c)(iii).

Individual Member (voting) is as defined in Rule 2.1(b)(i).

Life Member (voting) is as defined in Rule 2.1(b)(iii).

Member means a member of the Association admitted to membership under Rule 2.4 or 2.5(c) and whose membership has not ended under rule 2.6.

Non-Voting Member is as defined in Rule 2.1(c).

Office Holder means any one of the:

- (a) President;
- (b) Vice President;
- (c) Treasurer;
- (d) Secretary.

as appointed under Rule 4.9 or 4.10.

Organisational Member (voting) is as defined in Rule 2.1(b)(ii).

Organisational Representative is as defined in Rule 2.1(b)(ii).

Present when used in reference to a meeting, refers to being physically present as well as present by permissible electronic means and by proxy or attorney where permitted.

Registered Office means the Association's office at 15 Abbott Street, Camp Hill, Brisbane or a location determined, from time to time by the Board of Governance and in accordance with the Act.

Returning Officer is as defined in Rule 3.7(a).

Rules will mean these Rules of Association and a reference to a "rule" will be a reference to a particular rule contained within these rules.

Special General Meeting means a meeting called in accordance with Rule 3.3.

Special Resolution means a resolution of an issue described in the Act as requiring a special resolution or any other resolution determined by the Board of Governance to require a Special Resolution.

Sub-Committee is as defined in Rule 4.15.

Voting Member is as defined in Rule 2.1(b).

Young Member (non-voting) is as defined in Rule 2.1(c)(i).

1.3 Interpretation

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.

1.4 Objects

- (a) The objects of the Association are:
 - (i) to improve the health, wellbeing, resilience and financial security of Carers; and
 - (ii) to promote the recognition of caring as a shared responsibility of family, community, business and government.
- (b) The Association will achieve its purposes by leading action and change in:

- (i) Carer representation and advocacy;
- (ii) research and policy development; and
- (iii) Carer services and programs.

1.5 Not for Profit

The assets and income of the Association will be applied solely in furtherance of its above mentioned objects and no portion will be distributed directly or indirectly to the Members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

1.6 Powers

- (a) The Association has, in the exercise of its affairs, all the powers of an individual.
- (b) The Association may, for example, and without limiting the generality of Rule 1.6(a):
 - (i) enter into contracts;
 - (ii) acquire, hold, deal with and dispose of property;
 - (iii) make charges for services and facilities it supplies;
 - (iv) engage, suspend or terminate the engagement of such employees or agents as may be required from time to time in the furtherance of the Association's objects; and
 - (v) do such other things that are necessary or convenient to be done in carrying out its affairs and in furtherance of its objects.

2. Membership

2.1 Membership Eligibility and Categories

- (a) General Eligibility

Any individual or organisation must support the objects of the Association to be eligible for membership.

- (b) Voting Members

The following categories of membership are **Voting Members** and have the rights set out in Rule 2.3(a):

- (i) Individual Member

A natural person over the age of 18 who is not an employee of the Association may become an individual Member subject to the requirements of these Rules (**Individual Member**).

- (ii) Organisational Member

A. A group of people, whether unincorporated or incorporated may become an organisational Member subject to the requirements of these Rules (**Organisational Member**).

- B. Organisational Members must nominate an individual to be the representative of the Member (**Organisational Representative**). The nominated representative must not be an employee of the Association.
- C. Organisational Members may change their Organisational Representative by notifying the Association in writing in the form prescribed by the Board of Governance by regulation.

(iii) Life Member

Any Individual Member who has been approved by the Board of Governance for their significant contribution as a Member of the Association may become a life Member subject to the requirements of these Rules (**Life Member**). Employees of the Association cannot become Life Members. If a Life Member becomes an employee of the Association, their Life Membership is suspended during the term of their employment.

(c) Non-Voting Members

The following categories of membership are **Non-Voting Members** and have the rights set out in Rule 2.3(b).

(i) Young Member

A natural person under the age of 18 may become a young Member subject to the requirements of these Rules (**Young Member**).

(ii) Employee Member

Being an employee authorised, from time to time, by the Board of Governance to be a member. No employee of the Association is entitled to be a member of any class of membership other than the class of employee members.

(iii) Honorary Member

A natural person who:

- A. has made a special contribution to the Association; and
- B. has been approved by the Board of Governance;

may become an honorary Member subject to the requirements of these Rules (**Honorary Member**).

- (d) The number of members in each class shall be unlimited, excepting the class of employee members which shall be limited to 4.

2.2 Membership Fees

- (a) Each Voting Member is required to pay the membership fee to the Treasurer with the exception of Life Members.
- (b) The membership fee will be the fee paid for membership of the Association for the period of 365 days.

- (c) The membership fee for each class of membership will be the amount determined by the Members from time to time, at any General Meeting and may vary between the categories of membership. The Board of Governance has the authority to place a moratorium on the payment of membership fees for a pre-determined period of time.
- (d) The date for payment of the membership fee will be at such time in each year as the Board of Governance may, from time to time, determine and failing any such determination will fall due for payment on each anniversary of the day the Member joined the Association.
- (e) When the Board of Governance considers it desirable that an applicant should be admitted as a Member and any of the following exist:
 - (i) the applicant is suffering from financial hardship; or
 - (ii) other extenuating circumstances exist in relation to the applicant,then the Board of Governance may on application by the applicant for membership waive the payment of the annual membership fee or reduce the amount of the annual membership fee to be paid by the applicant.
- (f) The rights and liabilities of a Member come into effect after the person has been admitted under Rule 2.4 or 2.5 and the person has paid the membership fee (or had the membership fee waived).

2.3 Membership Entitlements

- (a) Voting Members will be entitled, subject to these Rules, to:
 - (i) attend any meeting of Members of the Association;
 - (ii) be counted, at any meeting of Members of the Association in which they are in attendance, for the purposes of quorum;
 - (iii) propose or second a motion at a meeting of Members of the Association;
 - (iv) speak at any meeting of Members of the Association;
 - (v) vote on any motion at any meeting of Members of the Association;
 - (vi) nominate for, or stand for, any office on the Board of Governance in the Association;
 - (vii) hold, or continue to hold, any office on the Board of Governance in the Association;
 - (viii) vote in any ballot, including ballots for office, conducted at a meeting of Members by or in relation to the Association.
- (b) Non-Voting Members will not be entitled to vote on any motion and only be entitled, subject to these Rules, to:
 - (i) attend any meeting of Members of the Association;
 - (ii) speak to any motion at any meeting of Members of the Association.
- (c) Employee members shall only be entitled, subject to these rules, to:

- (i) attend any general meeting of the Association;
- (ii) attend any Executive or Board of Governance meeting at the direction and/or invitation of the Executive or Board of Governance, as the case may be;
- (iii) such entitlements as may from time to time be granted by the Board of Governance or members in general meeting.

2.4 Automatic membership

- (a) A person who, on the day the Association is incorporated, was a member of the unincorporated Association and who, on or before a day fixed by the Board of Governance, agrees in writing to become a Member of the incorporated Association, must be admitted by the Board of Governance
 - (i) to the equivalent category of membership of the Association as the member held in the unincorporated association; or
 - (ii) if there is no equivalent category of membership—as an Individual Member.

2.5 Becoming a Member

- (a) Applications for membership (other than Life Members and Honorary Members) must be:
 - (i) signed and completed in the form prescribed by the Board of Governance by regulation, stating that the applicant:
 - A. wishes to become a Member of the Association;
 - B. supports the objects of the Association; and
 - C. agrees to comply with the Rules and regulations of the Association;
 - (ii) accompanied by the first membership fee (if required); and
 - (iii) sent or given to the Association.
- (b) Insurance notification to applicant
 - (i) The Board of Governance must ensure that, as soon as possible after the person applies to become a Member, and before the Board of Governance considers the persons application, the person is advised—
 - A. whether or not the Association has public liability insurance; and
 - B. if the Association has public liability insurance—the amount of the insurance.
- (c) Admission and Rejection of Members
 - (i) At the next meeting of the Board of Governance after the receipt of any application and receipt of the fee applicable for any category of membership (or a request for waiver of fee), the application will be

considered by the Board of Governance who will determine the admission or rejection of the applicant.

- (ii) Any applicant who receives a majority of the votes of the Directors present at the meeting at which such application is being considered will be accepted as a Member.
- (iii) The applicant will be admitted to the category of membership to which they applied, subject to eligibility.
- (iv) On the rejection of an application for any category of membership the Secretary will immediately give the applicant notice in writing of such rejection. No reason needs to be given for the rejection of an application and there is no appeal process.

2.6 When Membership Ends

- (a) A Member may resign from the Association at any time by giving notice in writing to the Secretary.
- (b) Such resignation will take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it will take effect on that later date.
- (c) If a Member:
 - (i) is convicted of an indictable offence; or
 - (ii) fails to comply with any of the provisions of these Rules; or
 - (iii) has membership fees in arrears for a period of two months or more; or
 - (iv) conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association,the Board of Governance will consider whether the Member's membership will be terminated.
- (d) The Member concerned will be given a full and fair opportunity of presenting the Member's case and if the Board of Governance resolves to terminate the Member's membership it will instruct the Secretary to advise the Member in writing accordingly.

2.7 Appeal against termination of Membership

- (a) A person or organisation whose membership has been terminated may within 1 month of receiving written notification of that termination, as the case may be, lodge with the Secretary written notice of their intention to appeal against the decision of the Board of Governance.
- (b) Within 28 days of receiving the notification under 2.7(a), the Secretary will call a General Meeting to determine the appeal and this meeting will be held within three months of receiving the notification under 2.7(a).
- (c) At the General Meeting under 2.7(b) the terminated Member will be given the opportunity to fully present their case and the Board of Governance or those

Directors who terminated the membership subsequently will also have the opportunity of presenting its or their case.

- (d) The appeal will be determined by a vote of the Members Present at the meeting.

2.8 Register of Members

- (a) The Board of Governance will cause a membership register to be kept in which will be entered:
- (i) the full name of the Member;
 - (ii) the postal or residential address of the Member;
 - (iii) the date of admission as a Member;
 - (iv) the date of cessation of the membership;
 - (v) details about the termination or reinstatement of membership;
 - (vi) the category of membership to which the Member is admitted;
 - (vii) the category or categories of care field that the Member is involved in e.g. frail aged, disability or mental illness, if provided; and
 - (viii) any other particulars the Board of Governance or the members at a general meeting decide;
 - (ix) in the case of Organisational Members, the name of the Organisational Representative last given by the Member.
- (b) The register is not open for general inspection by Members, instead a Member who wishes to have a membership verified for bona fide purposes (such as confirmation of voting rights) may apply to the Board of Governance in writing. The Board of Governance will respond to the application at the next scheduled Board of Governance meeting.
- (c) A Member must not, unless approved by the Association
- (i) 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
 - (ii) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another Member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

2.9 Giving notice to Members

- (a) Any document or notice required or authorised to be given to a Member pursuant to these Rules may be given:
- (i) by addressing to the postal address of the Member a letter containing the document or notice and sending such letter prepaid by ordinary post and unless the contrary is proved the document will be deemed to have been given to the Member after 5 Business Days from when it was posted; or

- (ii) by sending by email, to the email address of the Member an electronic copy of the document and unless the contrary is proved the document will be deemed to have been given to the Member.
- (b) Where any document or notice is required or authorised to be given by registered letter or certified mail to a Member the provisions of this Rule will apply with necessary modifications.

3. Member's Meetings

3.1 Notice of General Meeting

- (a) The Secretary will convene all General Meetings by giving not less than 28 days notice of any such meeting to the Members.
- (b) The manner by which such notice will be given will be determined by the Board of Governance.
- (c) However, notice of any meeting convened for the purpose of hearing and determining the appeal of a Member against the termination of the Member's membership by the Board of Governance will be given in writing.
- (d) Notice of a General Meeting will clearly state the nature of the business to be discussed at the General Meeting.

3.2 Annual General Meeting

- (a) The annual General Meeting will be held within six months of the close of the financial year (**Annual General Meeting**).
- (b) The business to be transacted at every Annual General Meeting will be at least, but is not restricted to:
 - (i) ratification of minutes of previous Annual General Meeting;
 - (ii) ratification of minutes of any Special General Meeting held since the last Annual General Meeting;
 - (iii) the appointment of a Returning Officer;
 - (iv) receiving of the Board of Governance's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the last reportable financial year;
 - (v) receiving the Association's financial statement, and audit report, for the last reportable financial year;
 - (vi) presenting the financial statement and audit report to the meeting for adoption;
 - (vii) the appointment of an independent auditor or an independent accountant for the present financial year; and
 - (viii) electing members of the Board of Governance in accordance with these Rules.

- (c) The Annual General Meeting may only consider other business of which notice has been given in accordance with Rule 3.1(d).
- (d) The President, Secretary and Treasurer are responsible for lodging with the Chief Executive within 1 month of the Annual General Meeting:
 - (i) a copy of the financial statement for the reportable financial year signed and dated by the President or Treasurer;
 - (ii) a copy of the signed audit report;
 - (iii) a return in the approved form; and
 - (iv) the fee prescribed under a regulation.

3.3 Special General Meeting

- (a) The Secretary will convene a Special General Meeting by sending out notice of the meeting within 28 days of:
 - (i) being directed to do so by the Board of Governance; or
 - (ii) being given a requisition in writing signed by not less than one-third of the current Directors plus 1; or
 - (iii) being given a requisition in writing signed by
 - A. 5% or more of Voting Members or
 - B. 100 Voting Members, whichever is fewer
 - (iv) being given a notice in writing of an intention to appeal against the decision of the Board of Governance to terminate the membership of any person.
- (b) A requisition mentioned in sub-Rule 3.3(a)(ii) will clearly state the reasons why such Special General Meeting is being convened and the nature of the business to be transacted at that Special General Meeting and no other business may be dealt with.

3.4 Quorum at General Meeting

- (a) At any General Meeting the number of Voting Members Present required to constitute a quorum will be double the current number of Directors plus 1.
- (b) No business will be transacted at any General Meeting unless a quorum of Members is Present at the time when the meeting proceeds to business.
- (c) If within 30 minutes from the time appointed for the commencement of a General Meeting a quorum is not Present, the meeting, if convened on the requisition of Directors or the Association, will lapse.
- (d) In any other case the meeting will stand adjourned to the same day of the next week at the same time and place, or to such other day and at such other time and place as the Board of Governance may determine and notify to the Members.
- (e) If at the adjourned meeting under Sub-Rule 3.4(d) a quorum is not Present within half an hour from the time appointed for the meeting, if the General Meeting is an

Annual General Meeting, those Members Present will constitute a quorum but in any other case the General Meeting will lapse.

- (f) The Chairperson may, with the consent of any meeting at which a quorum is Present (and will, if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business will be dealt with at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (g) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting will be given as in the case of an original meeting.
- (h) Apart from as provided for in Sub-Rule 3.4(g) it will not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

3.5 Procedure at General Meeting

- (a) Chairperson
 - (i) the President will preside as Chairperson; or
 - (ii) 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 if Present is unwilling to act, the Vice-President will be the Chairperson; or
 - (iii) if the Vice-President is not Present within 15 minutes after the time appointed for the holding of the meeting or if Present is unwilling to act then the Members Present will elect one of their number to be Chairperson of the meeting;
 - (iv) the Chairperson will maintain order and conduct the meeting in a proper and orderly manner;
- (b) Decision-making thresholds
 - (i) every ordinary question and resolution will be decided by a majority of votes of the Members Present;
 - (ii) every Special Resolution will be decided by a $\frac{3}{4}$ of the votes of the Members Present;
- (c) Voting entitlements
 - (i) each Voting Member Present will be entitled to 1 vote on a motion and in the case of an equality of votes the question will be deemed to be decided in the negative;
 - (ii) voting will be by show of hands or secret ballot as determined by the Chairperson. If voting by secret ballot the Chairperson will appoint two Members to conduct the ballot in such a manner as the Chairperson will determine and the result of the ballot as declared by the Chairperson will be deemed to be the resolution of the meeting at which the ballot was demanded;

- (iii) at a General Meeting (inclusive of an Annual or a Special General Meeting), a Voting Member may vote in person or by proxy or by attorney;
- (d) Proxy
 - (i) An instrument appointing a proxy must be in writing and be in the form prescribed by the Board of Governance by regulation
 - (ii) The instrument appointing a proxy must—
 - A. if the appointor is an individual, be signed by the appointor or the appointor's attorney properly authorised in writing; or
 - B. if the appointor is a corporation—
 - 1) be under seal; or
 - 2) be signed by a properly authorised officer or attorney of the corporation.
 - (iii) A proxy must be a voting Member.
 - (iv) Each instrument appointing a proxy must be received at the registered address of the Association at least 48 hours before the date of the meeting at which the person named in the instrument proposes to vote.
 - (v) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
 - (vi) If a Member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must indicate that preference.
 - (vii) All proxy votes must be distributed to voting Members present.
 - (viii) Any voting Member present can hold more than one proxy.

3.6 General meeting minutes

- (a) For the purposes of ensuring the accuracy of the recording of minutes, the minutes of every General Meeting will be signed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting verifying their accuracy.
- (b) The minutes of any Annual General Meeting will be signed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting or Annual General Meeting.
- (c) The Secretary will cause accurate minutes of the proceedings of every General Meeting to be available for inspection during Business Hours at the Registered Office by any Member who previously applies in writing to the Secretary for that inspection.

3.7 Returning Officer

- (a) The Association, will at its Annual General Meeting, prior to conducting any other business, appoint on the recommendation of the Board of Governance, a person of good repute and character who is not a Member or employee (**Returning Officer**) and who will take office immediately and hold office for a period of 1 year or for

such further period as the Association at its Annual General Meeting may direct for the purpose of scrutineering voting.

- (b) In the event that the Returning Officer resigns then the Board of Governance will appoint another Returning Officer, who will act in the position until the next Annual General Meeting.
- (c) If there is no Returning Officer appointed then the person from time to time appointed as the auditor for the Association will act as the Returning Officer until such appointment occurs.

4. Board of Governance

4.1 Board of Governance

- (a) There will be a Board of Governance comprised of a minimum of 7 and a maximum of 9 Voting Members.
- (b) A Director will hold office for a period of 3 years, or until the Director resigns, is removed or is replaced in accordance with these Rules.
- (c) The Board of Governance, at its discretion, has the power to co-opt an additional 3 Voting Members to the Board of Governance.
- (d) The Board of Governance will, by resolution, decide when the term of office of a co-opted Director will begin and end, with a maximum term of three (3) years. Upon completion of their appointed term, the Board of Governance can appoint them for another term.
- (e) The Board of Governance may remove a person co-opted to the Board of Governance at any time.
- (f) A majority of the Board of Governance must be Carers.

4.2 Elections to Board of Governance

- (a) General

The Members must before the Annual General Meeting each year elect 3 Directors for a 3 year term.

- (b) Eligibility

To be eligible to be elected as a Director, an individual must:

- (i) be a Voting Member;
 - (ii) be entitled to vote at the time nominations close and eligible to be elected as Directors; and
 - (iii) meet the bankruptcy and criminal history criteria set out in section 61A of the Act.
 - (iv) to be eligible to be a co-opted Director, Rule 4.2(b)(i) and Rule 4.2(b)(iii) above must be met.
- (c) Nominations

- (i) Any two Voting Members may nominate someone who is eligible under 4.2(b) other than a member of their family to be elected as a Director.
 - (ii) At least 8 weeks before the Annual General Meeting, the Association must give notice in writing of the close of nominations to each Voting Member, including a copy of the nomination form.
 - (iii) Nominations must be:
 - A. in writing in the form prescribed by the Board by regulation; and
 - B. received at the Association no later than 5.00 p.m. on the last business day 5 weeks before the Annual General Meeting.
 - (iv) For the purpose of Rule 4.2(c)(iii) a faxed copy or an email will suffice.
 - (v) The Board must by regulation provide for candidate statements to be submitted before the close of nominations and published to Members before the ballot opens.
 - (vi) If the number of nominations received is less than or equal to the number of positions to be elected, those candidates must be declared elected, subject to Sub-Rule 4.2(b).
 - (vii) If the number of nominations received is more than the number of positions to be elected, a ballot must be held in accordance with Sub-Rule 4.2(d).
- (d) Ballot
- (i) If required under Sub-Rule 4.2(c)(vii), the Returning Officer must conduct a secret ballot.
 - (ii) The Returning Officer must give notice in writing of the ballot and instructions to all Members entitled to vote before the ballot opens.
 - (iii) The ballot may be conducted by post, or by any other means approved by the Board by regulation.
 - (iv) Only Voting Members entitled to vote at the time the ballot is held may vote in the ballot and each has 1 vote in respect of each capacity in which they are entitled to vote.
 - (v) The ballot must remain open for at least 2 weeks.
 - (vi) The voting system is first past the post.
 - (vii) Members may vote for as many candidates as there are positions to be elected.
 - (viii) The ballot must close at 5.00 pm on the last business day 1 week before the Annual General Meeting.
 - (ix) The Returning Officer must count the ballot and declare elected the 3 candidates who receive the most votes.

- (x) If 2 or more candidates receive the same number of votes, and 1 or some but not all of those candidates must be elected, the returning officer must decide by lot which is to be elected.
- (e) Term of Office
 - (i) Elected Directors take office from the end of the Annual General Meeting after they are elected and hold office for 3 years, or until they resign, are removed, or are replaced in accordance with the Rules;
 - (ii) Directors may, at the expiration of their term, stand for re-election provided that they remain otherwise eligible for election to the Board of Governance pursuant to these Rules.

4.3 Resignation or removal from Board of Governance

- (a) Any Director may resign from the Board of Governance at any time by giving notice in writing to the Secretary.
- (b) The resignation will take effect at the time such notice is received by the Secretary or a later date is specified in the notice.
- (c) Resignation from the Board of Governance also effects resignation from the Executive if the Director resigning also holds office as an Office Holder.
- (d) Any Director may be removed from office at a General Meeting if the General Meeting considers that the Director:
 - (i) is not substantially fulfilling the objects of the Association;
 - (ii) is guilty of conduct detrimental to the interests of the Members;
 - (iii) has ceased to function in their office as a Director as provided for by these Rules,provided that such Director will be given the opportunity to fully present their case.
- (e) The question of removal will be determined by the vote of the Members Present at such a General Meeting.
- (f) There is no right of appeal against a Director's removal from office under this section.

4.4 Vacancies on the Board of Governance

- (a) The Board of Governance will have power at any time to appoint a Voting Member to fill a casual vacancy on the Board of Governance until the end of the term of the person they have replaced.
- (b) The continuing Directors may act notwithstanding any casual vacancy in the Board of Governance, but if and so long as their number is reduced below the number fixed pursuant to these Rules as the necessary quorum of the Board of Governance the continuing Director or Directors may act for the purpose of summoning a General Meeting, but for no other purpose.
- (c) The office of a Director may be deemed to be vacant by the Board of Governance if any Director does not, without first having obtained the approval of the Board of Governance, attend 2 consecutive Board of Governance meetings.

4.5 Functions of the Board of Governance

- (a) Except as otherwise provided by these Rules and subject to resolutions of the Members carried at any General Meeting the Board of Governance:
 - (i) will have the general control and management of the administration of the affairs, property and funds of the Association;
 - (ii) have the authority to employ, on behalf of the Association, and carry out a performance management process in respect of, the Chief Executive Officer; and
 - (iii) will, subject to the Act, have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- (b) The Board of Governance may exercise all the powers of the Association.
- (c) Without limiting the generality of sub-Rule 4.5(b), the Board of Governance will have the power to:
 - (i) borrow or raise or secure the payment of money in such manner as the Board may think fit;
 - (ii) secure 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 charged on all or any of the Association's property, both present and future;
 - (iii) purchase, redeem or pay off any such securities entered into by the Association;
 - (iv) borrow amounts 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, (whatever the term of the loan);
 - (v) 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;
 - (vi) invest in such manner as the Board may from time to time determine.
- (d) The Board of Governance must:
 - (i) ensure that the Association takes out and maintains public liability insurance in relation to any land in which the Association holds an interest;
 - (ii) at least annually, consider the adequacy of any public liability insurance held by the Association;
 - (iii) ensure that the Association complies with its Rules about calling and holding meetings; and
 - (iv) approve or ratify the Association's expenditure (and record the approval or ratification in the minutes of the Board of Governance meeting).

4.6 Meetings of Board of Governance

- (a) The Board of Governance will meet at least 6 times per calendar year, on such dates and times and at such places as the Board of Governance determines, to exercise its functions.
- (b) At every meeting of the Board of Governance a simple majority of a number equal to the number of current Directors, will constitute a quorum.
- (c) Subject to these Rules, the Board of Governance may meet together and regulate its proceedings as it sees fit.
- (d) Questions arising at any meeting of the Board of Governance will be decided by a majority of votes, and in the case of an equality of votes, the question will be deemed to be decided in the negative.
- (e) The President will preside as Chairperson at every meeting of the Board of Governance or if there is no President, or if at any meeting the President is not Present within 10 minutes after the time appointed for holding the meeting or if Present is unwilling to act, the Vice-President will act as Chairperson or if the Vice-President is not Present at the meeting within ten minutes after the time appointed for holding the meeting, or if Present is unwilling to act, then the Directors may choose one of their number to act as Chairperson of the meeting.
- (f) If within 30 mins from the time appointed for the commencement of a Board of Governance meeting a quorum is not Present the meeting will 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 Board of Governance 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 will lapse.
- (g) A special meeting of the Board of Governance will be convened by the Secretary on the requisition in writing signed by not less than one-third of the Directors which requisition will clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted.
- (h) Not less than 28 days notice will be given by the Secretary to Directors of any special meeting of the Board of Governance unless the President or the Secretary determines that the meeting is urgent in which case the President or the Secretary may give less than 28 days notice, but as much notice as is reasonably possible, to all Directors. In this situation, no resolution can be passed without a simple majority of the current Board of Governance membership.
- (i) Such notice will clearly state the nature of the business to be discussed at the special meeting of the Board of Governance and no other business may be dealt with.
- (j) If within 30 mins from the time appointed for the commencement of a special meeting a quorum is not Present, the meeting will lapse.

4.7 Voting at Board of Governance meetings

- (a) A ballot of Directors may occur:
 - (i) at a meeting in person assembled;

- (ii) at a meeting by telephone, radio, email, video-conferencing or any other method by which Directors are able to communicate with each other without being physically present.
- (b) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board of Governance in terms set out in the document, a resolution in those terms will be deemed to have been passed by the Board of Governance on the day on which the document was signed and at the time at which the document was last signed by a Director;
- (c) for the purposes of Sub-Rule 4.7(b) one or more separate documents containing statements in identical terms each of which is signed by one or more Directors will together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.

4.8 Board of Governance minutes

For the purposes of ensuring the accuracy of the recording of minutes, the minutes of every Board of Governance meeting will be signed by the chairperson of that meeting or the next succeeding Board of Governance meeting verifying their accuracy.

4.9 Appointment to Executive

- (a) Eligibility
 - (i) The Secretary must be:
 - A. an individual residing in Queensland or in another State but not more than 65 km from the Queensland border who is;
 - B. a Voting Member who is a Director; and
 - C. elected by the Board of Governance,
 - (ii) The President, Vice President and Treasurer must be:
 - A. Voting Members who are Directors; and
 - B. elected by the Board of Governance,
 - (iii) No person may hold more than one of the positions of President, Secretary, Vice President or Treasurer simultaneously.
- (b) Elections by Board of Governance
 - (i) All Directors will be entitled to vote in the elections for the Executive.
 - (ii) However, if there are fewer Directors than is required to form a quorum of the Board of Governance under these Rules, an election for the Executive will not be held until sufficient of the casual vacancies on the Board of Governance have been filled in accordance with these Rules so that there are sufficient Directors to form such a quorum.
 - (iii) The elections required for the Executive will
 - A. be conducted by the Returning Officer at a meeting of the Board of Governance convened for that purpose, which

meeting will be held during or immediately subsequent to the Annual General Meeting;

- B. be conducted by show of hands; and
 - C. be conducted on a "first past the post" basis.
- (iv) The Board of Governance will notify the Members of the results of the elections for the Executive at the earliest opportunity.
 - (v) Office Holders will take office on their election and will hold office until the next Annual General meeting, or unless they resign, are replaced, or otherwise cease to hold office in accordance with these Rules.

4.10 Vacancies on the Executive

- (a) The Board of Governance will have power at any time to appoint a Director to fill a casual vacancy on the Executive until the next Annual General Meeting.
- (b) The continuing Office Holders may act notwithstanding any casual vacancy in the Executive, but if and so long as their number is reduced below the number fixed pursuant to these Rules as the necessary quorum of the Executive the continuing Member or Members may act for the purpose of summoning a meeting of the Board of Governance, but for no other purpose.
- (c) The office held on the Executive by an Office Holder may be deemed to be vacant if the Office Holder does not, without first having obtained the approval of the Executive, attend 2 consecutive Executive meetings.

4.11 Resignation or removal from office of a Member of the Executive

- (a) Any Office Holder may resign from membership of the Executive at any time by giving notice in writing to the Secretary.
- (b) Resignation from the Executive is not, unless expressly stated in the notice of resignation, also resignation from the Board of Governance.
- (c) Any Office Holder may be removed from office at a meeting of the Board of Governance where the Board of Governance considers that the Office Holder:
 - (i) is not substantially fulfilling the objects of the Association;
 - (ii) is guilty of conduct detrimental to the interests of the Members;
 - (iii) has ceased to function in their office as an Office Holder as provided for by these Rules,

provided that such Office Holder will be given the opportunity to fully present their case.

- (d) The question of removal will be determined by the majority vote of the Directors Present at such a meeting of the Board of Governance, however, for the avoidance of doubt, the Office Holder who is the subject of the vote shall be excluded from voting. .
- (e) There is no right of appeal against the removal of an Office Holder from office under this section.

- (f) Any person removed from an Office Holder office may maintain whatever status they held in the Association prior to being appointed to that office.

4.12 Functions of the Executive

- (a) The affairs of the Association will be administered by the Executive (and the Executive will exercise all the powers of the Board of Governance) subject to:
 - (i) these Rules;
 - (ii) the resolutions of the Board of Governance; and
 - (iii) the resolutions of the Members carried at any General Meeting.

4.13 Tasks of the Executive (Office Holders)

- (a) President
 - (i) The President, in conjunction with the Secretary, will:
 - A. prepare the agenda for meetings of the Board of Governance, of the Executive and General Meetings of the Association; and
 - B. will circulate the agenda for Board of Governance and Executive meetings to Directors or Office Holders at least 3 days prior to the holding of a Board of Governance or Executive meeting.
 - (ii) The President will encourage participation in:
 - A. General Meetings by all Members entitled pursuant to these Rules to participate;
 - B. Board of Governance meetings by all Directors; and
 - C. Executive meetings by all Office Holders.
 - (iii) The President will ensure observance of these Rules at all meetings of the Association.
 - (iv) The President will act as the spokesperson (unless specifically delegated to another person by authority of the Board of Governance) for the Association on matters of policy, however the Association may fetter the President's right to make public statements on particular subject matters, such that any statements made by the President are in accordance with the agreed policy of either the Association or, in the absence of a policy of the Association, of the Board of Governance.
- (b) Vice-President

The Vice-President will act as President, with all the powers of the President, in the President's absence.
- (c) Treasurer

The Treasurer will be responsible for the oversight of the Association's financial records and ensure they are kept in accordance with the Act and these Rules.

- (d) Secretary
 - (i) The Secretary will be responsible for the oversight of the Association's administrative matters and this will be done in accordance with the Act and these Rules.
 - (ii) The Secretary has all the powers necessary for performing the Secretary's role.
 - (iii) If a vacancy arises in the office of Secretary, the Directors must appoint or elect a Secretary within 1 month after the vacancy arises.

4.14 Meetings of the Executive

Protocols for Meeting of the Executive are to be consistent with the protocols for Board of Governance Meetings under Rule 4.6.

4.15 Sub Committees

The Board of Governance may establish Sub Committees with such membership and terms of reference as it considers appropriate and delegate its powers as it deems appropriate.

5. Administration

5.1 Conflict of interest

- (a) Members and employees of the Association are prohibited from engaging in any contractual relations with the Association for the supply of goods or services to the Association without the express approval of the Board of Governance.
- (b) In respect of a contract or proposed contract with the Association in which the Member or one of the Member's family is interested, a Member will not become involved in any discussions, deliberations and voting. If a Member does vote, the resolution will be void from the beginning.

5.2 Acts not affected by defects or disqualification

All acts done by any meeting of the Executive, the Board of Governance, or by any person acting as a Office Holder or Director will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Office Holder or the Director or person acting as a Office Holder or the Board of Governance participant, or that the Office Holders or the Director or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Office Holder or Director, as the case may be.

5.3 By-laws

- (a) The Board of Governance may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association.
- (b) Any by-law may be set aside by a General Meeting.

5.4 Alterations, Amalgamations, Investigations & Cancellations

- (a) Alterations to Rules

- (i) Subject to the provisions of the Act these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting.
 - (ii) The Association must give the application to register the amendment to the rules to the Chief Executive within 3 months after the special resolution in 5.4(a)(i) is passed.
 - (iii) The amendment, repeal or addition only becomes valid after it is registered.
- (b) Amalgamations
- (i) Where it furthers the objects of the Association to amalgamate with one or more organisations having similar objects, the Association may decide to amalgamate with one or more other incorporated association by a special resolution carried at any General Meeting.
 - (ii) The proposed organisations for amalgamation must have:
 - A. Rules prohibiting the distribution of the organisation's assets and income to members; and
 - B. be approved by the Commissioner of Taxation for the purposes of subsection 30-15 of the Income Tax Assessment Act 1997.
 - (iii) Application for amalgamation must be given to the Chief Executive within 3 months of the resolution being passed.
 - (iv) The amalgamation only becomes valid after it is registered.
 - (v) The Secretary must comply with any request that the Chief Executive makes regarding creditors.
- (c) Investigations
- (i) If the Chief Executive requests information from a Director about a suspected contravention of the Act, the Director must comply with the request unless they have a reasonable excuse.
 - (ii) For the purposes of 5.4(c)(i), the fact that responding to the request may incriminate the individual is a reasonable excuse.
- (d) Cancellations
- (i) If the Chief Executive serves a notice on the Association proposing cancellation of the Association, the Secretary must show cause as to why the Association should not be cancelled within 1 month of the date of the notice;
 - (ii) If the Association is cancelled, within 2 months of receiving a notice from the Chief Executive to that effect, the Secretary must provide the Association's certificate of incorporation (or a statutory declaration stating that it has been lost or destroyed) to the Chief Executive.

5.5 Common seal

- (a) The Board of Governance will provide for a common seal and for its safe custody.
- (b) The common seal will only be used by the authority of the Board of Governance and every instrument to which the seal is affixed will be signed by a Director and will be countersigned by the Secretary or by a second Director or by some other person appointed by the Board of Governance for the purpose.
- (c) The Secretary will cause all affixations of the common seal to any document or for any purpose, to be entered into a register to be provided for that purpose.

5.6 Funds and accounts

- (a) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Board of Governance.
- (b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (c) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (d) A payment by the Association of \$100 or more must be made by cheque, bPay or electronic funds transfer.
- (e) If a payment of \$100 or more is required by cheque, the cheque must be signed by 2 persons, at least one of whom must be any of the following—
 - (i) the President;
 - (ii) the Secretary;
 - (iii) the Treasurer; andthe other may be any 1 of the persons in (i), (ii) or (iii) above, or
 - (iv) any other Member who has been authorised by the Board of Governance to sign cheques issued by the Association.
- (f) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (g) A petty cash account must be kept on the imprest system, and the Chief Executive Officer must decide the amount of petty cash to be kept in each account.
- (h) All expenditure must be approved or ratified at a Board of Governance Meeting, being presented as part of progressive financial reporting to the Board of Governance.

5.7 General financial matters

- (a) On behalf of the Board of Governance, the Treasurer must cause, as soon as practicable after the end date of each financial year, a financial statement for its last reportable financial year to be prepared.
- (b) The financial statements and other relevant records of the Association will be examined by the auditor who will present a report on such audit to the Secretary

before the next Annual General Meeting following the financial year for which the audit was made.

- (c) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.
- (d) No portion of the Association's income and property will be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members except for:
 - (i) the payment in good faith of interest to any such Member in respect of moneys advanced by the Member to the Association or otherwise owing by the Association to the Member; or
 - (ii) the remuneration to any officer or servants of the Association or to any Member or other person in return for any services actually provided to the Association;
 - (iii) 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.

5.8 Documents

The Board of Governance will provide for the safe custody of books, documents, instruments of title and securities of the Association.

5.9 Financial year

The financial year of the Association will close on the 30th June in each year.

5.10 Indemnity

The Association will indemnify and save harmless, in all respects including but not limited to incurring of legal costs whether on an ordinary or indemnity basis:

- (a) the Directors;
- (b) the Returning Officer;
- (c) all other persons elected or appointed pursuant to these Rules,

for acts and omissions, whether beyond the authority of the officer concerned or not, committed by that officer in good faith whilst honestly intending to discharge their office.

5.11 Policies

- (a) The Board of Governance may consistently with the objects of the Association, make policy for the governance of the Association in relation to any matters.
- (b) Where the Board of Governance has made a policy then that policy may be amended:
 - (i) at a meeting of the Board of Governance convened in accordance with Rule 4.7(a) by a simple majority of the Board of Governance voting in favour of the amendment;

- (ii) by a unanimous resolution of the Board of Governance in accordance with Rule 4.7(b) where 24 hours notice of the proposed amendment has been given to all Directors.
- (c) The Secretary will keep a register of all policies made or amended by the Board of Governance which will include:
 - (i) the name of the policy;
 - (ii) the date of the policy being made;
 - (iii) the date of the policy being amended;
 - (iv) the terms of the policy.

5.12 Distribution of surplus assets

If the Association is wound up in accordance with the provisions of the Act, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, that remaining property will not be paid to or distributed among the Members, but will be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, gifts to which are allowable deductions under the 30-15 of the Income Tax Assessment Act 1997, and the Rules of which prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Rule 1.5, such institution or institutions to be determined by the Members.

It is certified by the below Directors of Carers Queensland Inc. that this copy of the constitution is true and correct.

Signed: _____

Name: _____

Dated: _____

Signed: _____

Name: _____

Dated: _____