

CONSTITUTION AND RULES OF WHITSUNDAYS CHAMBER OF COMMERCE AND INDUSTRY INCORPORATED

1 Interpretation

1) In these rules—

Act means the *Associations Incorporation Act 1981*.

present—

(a) at a Board meeting, see rule 23(6); or

(b) at a general meeting, see rule 37(2).

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

3) Board means the elected Board of the association which shall be responsible for the governance of the association.

4) Board member means a financial member elected or appointed to the Board of the association from time to time.

5) Member means a member of the association admitted pursuant to clause 9.

6) Membership fees means the fees payable by the member to become or continue to be a member of the association as identified in clauses 8.

7) Objects means the objects of the association identified in clause 3.

8) Secretary means the secretary of the association from time to time.

9) Special Resolution means a resolution of the association that has been passed by at least sixty (60%) per cent of the votes cast by financial members entitled to vote on the issue.

10) Treasurer means the treasurer of the association from time to time.

11) Unless otherwise stated:

(a) Headings are included for convenience only and do not affect interpretation of this constitution.

(b) References to clauses and Parts are to clauses and Parts of this constitution.

(c) References to dates and times are to Queensland time.

(d) Reference to '\$' and 'dollars' are to Australian dollars.

(e) References to any legislation includes any legislative provision which amends, extends, consolidates or replaces it and any orders, regulations, instruments, proclamations or other legislation made under it.

2 Name

The name of the incorporated association is Whitsundays Chamber of Commerce and Industry (*the association*).

3 Objects

The objects of the association are—

- (a) to promote and advance in a non-politically aligned manner:
 - i. trade, small business, commerce, and industry; and
 - ii. the interests of persons engaged in trade, small business, commerce, and industry,
 - iii. in the Whitsundays region, the State of Queensland, any other State or Territory of Australia, and internationally
- (b) to promote or oppose legislative and other regulatory measures which affect the interests of members, trade, small business, commerce, and industry.
- (c) to influence government policy in the interests of members, small business, trade, commerce, and industry.
- (d) to promote public discussion of issues relating to trade, small business, commerce, and industry.
- (e) to promote and advance the interest of employers and encourage amicable relations amongst employers.
- (f) to improve relations between employers and employees.
- (g) to improve relations between persons at each level in the supply chain of production, including producers, manufacturers, distributors, retailers, and consumers.
- (h) to encourage the study of trade, small business, commerce, and industry, including the undertaking of apprenticeships and traineeships.
- (i) to assist or aid charitable, educational, or public purposes.
- (j) to encourage social exchange between members.
- (k) to discuss and deal with any subjects affecting the best interests of members and the community in the region.
- (l) to collect information on all matters of interest to trade, small business, commerce, and industry, and the community in the region.
- (m) to form a code of practice through the adoption of policy and procedures, whereby the transaction of business may be simplified and facilitated.
- (n) to affiliate with organisations as the association deem fit.
- (o) generally, to carry, do or assist in all or any matters which the association may deem fit for the encouragement of trade, small business, commerce, and industry, or the assistance of members of the association.
- (p) to support and enhance the business environment and advocate on behalf of members and the business community of the Whitsunday region.
- (q) to support and develop member aspirations and goals.
- (r) to build the capacity of the association to service the needs of members.
- (s) to watch over and protect the interests of the business community in the Whitsundays region.

4 Powers

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

5 Classes of members

The membership of the association consists of ordinary members, and any of the following classes of members —

- (a) ordinary members – individual.
- (b) ordinary members – organisation
- (c) honorary and/or life members.
- (d) affiliate members.

The number of ordinary members is unlimited.

6 Automatic membership

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, agrees in writing to become a member of the incorporated association, must be admitted by the Board —

- (a) to the equivalent class of membership of the association as the member held in the unincorporated association; or
- (b) if there is no equivalent class of membership — as an ordinary member, or a class of the member's choosing.

7 New membership

An applicant for membership of the association may be accepted from any organisation or individual.

An application for membership must —

- (a) provide relevant information of the organisation or individual (which may include registration identification)
- (b) be in writing or digitally documented; and
- (c) be in the form decided by the Board.

8 Membership fees

The membership fee for each ordinary membership and for each other class of membership (if any)—

- (a) is the amount decided by the Board from time to time; and
- (b) is payable when, and in the way, the Board decides.

9 Admission and rejection of new members

- (1) The Board must consider an application for membership at the next Board meeting held after it receives—
 - (a) the application for membership; and
 - (b) the appropriate membership fee for the application.
- (2) The Board must decide at the meeting whether to accept or reject the application.
- (3) If a majority of the members of the Board 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.
- (4) The secretary of the association must, as soon as practicable after the Board decides to accept or reject an application, give the applicant a written notice of the decision.

10 When membership ends

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

11 Appeal against rejection or termination of membership

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

12 General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) Also, the Board and the members of the Board 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.

13 Register of members

- (1) The Board must keep a register of members of the association.
- (2) The register must include the following particulars for each member—
 - (a) the full name of the member;
 - (b) the postal, residential or digital address of the member;
 - (c) the date of admission as a member;
 - (d) the date of resignation, termination, or non-renewal of the member;
 - (e) details about the termination or reinstatement of membership;
 - (f) any other particulars the Board 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 Board may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the Board has reasonable grounds for

believing the disclosure of the information would put the member at risk of harm.

14 Prohibition on use of information on register of members

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

15 Appointment or election of secretary

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

16 Removal of secretary

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

17 Functions of secretary

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

18 Membership of Board

- (1) The Board of the association consists of a president, treasurer, and any other members the association members elect at a general meeting.
- (2) A member of the Board must be a current financial member of the association.
- (3) The term of office for an elected Board member is two (2) years.
- (4) At each annual general meeting of the association, fifty (50%) per cent of members of the Board who have served a two (2) year term must retire from office, but are eligible, on nomination, for re-election for another two (2) year term.
- (5) A member of the association may be appointed to a casual vacancy on the Board under rule 21.
- (6) The Board shall have a maximum of (10) members of the association with a minimum of four (4).

19 Electing the Board

- (1) A member of the Board may only be elected as follows—
 - (a) any two (2) members of the association may nominate another member (the *candidate*) to serve as a member of the Board;
 - (b) the nomination must be—
 - (i) in writing; and

- (ii) signed by the candidate and the members who nominated them; and
 - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - (c) each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Board.
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person—
- (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (3) A list of the candidates' names in alphabetical order, with the names of the members who nominated 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 Board, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The Board must ensure that, before a candidate is elected as a member of the Board, the candidate is advised—
- (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance—the amount of the insurance.

20 Resignation, removal, or vacation of office of Board member

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

21 Vacancies on Board

- (1) If a casual vacancy happens on the Board, the continuing members of the Board may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the Board may act despite a casual vacancy on the Board.
- (3) However, if the number of Board members is less than the number fixed under rule 24(1) as a quorum of the Board, the continuing members may act only to—
 - (a) increase the number of Board members to the number required for a quorum; or
 - (b) call a general meeting of the association.

22 Functions of Board

- (1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the Board has the general control and management of the administration of the affairs, property, and funds of the association.
- (2) The Board 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.

Note—The Act prevails if the association’s rules are inconsistent with the Act—see section 1D of the Act.

- (3) The Board may exercise the powers of the association—
 - (a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee, or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association’s property, both present and future; and
 - (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the association may from time to time decide.
- (4) For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
 - (a) the financial institution for the association; or

- (b) if there is more than one financial institution for the association the financial institution nominated by the Board.

23 Meetings of Board

- (1) Subject to this rule, the Board may meet and conduct its proceedings as it considers appropriate.

Note—See also sections 70B and 70C of the Act about requirements relating to the proceedings of the Board if a member of the Board has a material personal interest in a matter being considered at a meeting of the Board.

- (2) The Board must meet at least once every four (4) months to exercise its functions.
- (3) The Board must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Board.
- (5) The Board may hold meetings, or permit a Board 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 Board member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A question arising at a Board meeting is to be decided by a majority vote of members of the Board present at the meeting and, if the votes are equal, the President or meeting Chair has the casting vote.
- (8) The president is to preside as chairperson at a Board meeting.
- (9) If there is no president or if the president is not present within 10 minutes after the time fixed for a Board meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

24 Quorum for, and adjournment of, Board meeting

- (1) At a Board meeting, a minimum of four (4) members elected to the Board 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 Board meeting called on the request of members of the Board, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a Board meeting called other than on the request of the members of the Board—
 - (a) the meeting is to be adjourned for at least 1 day; and
 - (b) the members of the Board who are present are to decide the day, time, and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

25 Special meeting of Board

- (1) If the secretary receives a written request signed by at least 33% of the members of the Board, the secretary must call a special meeting of the Board by giving

each member of the Board 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—
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state—
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (5) A special meeting of the Board must be held within 14 days after notice of the meeting is given to the members of the Board.

26. Minutes of Board meetings

- (1) The secretary or their delegate must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each Board meeting are documented.
- (2) To ensure the accuracy of the minutes, the minutes of each Board meeting must be moved and seconded at the next Board meeting, verifying their accuracy.

27 Appointment of subcommittee

- (1) The Board may appoint a subcommittee consisting of members of the association considered appropriate by the Board to help with the conduct of the association's operations.
- (2) A member of the subcommittee who is not a member of the Board is not entitled to vote at a Board 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 subcommittee chairperson has the casting vote.

28 Acts not affected by defects or disqualifications

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

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

29 Resolutions of Board without meeting

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

30 First annual general meeting

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

31 Subsequent annual general meetings

Each subsequent annual general meeting must be held—

- (a) at least once each year; and
- (b) within 6 months after the end date of the association's reportable financial year.

31A Board members to be elected at annual general meeting

The association must elect the members of the Board at each annual general meeting of the association.

32 Other business for annual general meeting

- (1) This rule applies if the association is—
 - (a) a large incorporated association to which sections 59A and 59AA of the Act apply; or
 - (b) a medium incorporated association to which sections 59A and 59AA of the Act apply; or
 - (c) a small incorporated association to which sections 59A and 59AA of the Act apply.
- (2) Depending on the classification of the association in subrule (1) the following business may need to be conducted at each annual general meeting of the association—
 - (a) receiving the association's financial statement, and audit report, for the last reportable financial year;
 - (b) presenting the financial statement and audit report to the meeting for adoption;
 - (c) appointing an auditor or an accountant for the present financial year;

- (d) appointing an auditor, an accountant or an approved person for the present financial year.

33 Other business for annual general meeting of other medium incorporated associations (omitted)

34 Other business for annual general meeting of other small incorporated associations (omitted)

35 Notice of general meeting

- (1) The secretary or their delegate may call a general meeting of the association.
- (2) The secretary must give at least 28 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 Board may decide the manner in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing—
 - (a) a meeting called to hear and decide the appeal of a person against the Board's decision—
 - (i) to reject the person's application for membership of the association; or
 - (ii) to terminate the person's membership of the association;
 - (b) 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.

36 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 Board at the close of the association's last general meeting plus one.
- (2) However, if all members of the association are members of the Board, the quorum is the total number of members less one.
- (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 Board 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 Board or the association—

- (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the Board 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 subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
 - (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
 - (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

37 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 subrule (1) is taken to be present at the meeting.
- (3) At each general meeting—
 - (a) the president is to preside as chairperson; and
 - (b) 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
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

38 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 one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the Board.
- (5) However, if at least 20% 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 two 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.

39 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—
 - (a) being directed to call the meeting by the Board; or
 - (b) being given a written request signed by—
 - (i) at least 33% of the number of members of the Board when the request is signed; or
 - (ii) at least the number of ordinary members of the association equal to double the number of members of the association on the Board when the request is signed plus one; or
 - (c) being given a written notice of an intention to appeal against the decision of the Board—
 - (i) to reject an application for membership; or
 - (ii) to terminate a person’s membership.
- (2) A request mentioned in subrule (1)(b) must state—
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within three months after the secretary—
 - (a) is directed to call the meeting by the Board; or
 - (b) is given the written request mentioned in subrule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

40 Proxies

- (1) An instrument appointing a proxy must be in writing and be in a form decided by the Board following or similar to—

[Name of association]:

I, _____ of _____ being a member of the association,
appoint _____ of _____

_____ as my proxy to vote for me on my behalf at the (annual)
general meeting of the association, to be held on the _____ day of
_____ 20____ and at any adjournment of the meeting.

Signed this _____ day of _____ 20____

_____ Signature

- (2) 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—

- (i) be under seal; or
 - (ii) be signed by a properly authorised officer or attorney of the corporation.
- (3) A proxy may be a member of the association or another person.
 - (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 a form decided by the Board following or similar to—

[Name of association]:

I, _____ of _____ being a member of the association, appoint _____ of _____ as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the _____ day of _____ 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]

41 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—
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) 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—
 - (a) make the documented minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- (4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

42 By-laws

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

43 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.

44 Omitted

45 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 Board.
- (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 \$500 or more must be made by credit or debit card or electronic funds transfer.
- (5) If a payment of \$500 or more is made it must be approved by any two (2) of the following—
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) any one (1) of three (3) other members of the association who have been authorised by the Board to approve payments by the association.
- (6) However, one (1) of the persons who approves payments must be the president, the secretary, or the treasurer.
- (7) The Board will determine authorised signatories who will be granted access and responsibility for the association's credit or debit card, digital bookkeeping account, and bank account.
- (8) A petty cash account must be kept on the imprest system, and the Board must decide the amount of petty cash to be kept in the account.
- (9) All expenditure must be approved or ratified at a Board meeting.

46 General financial matters

- (1) On behalf of the Board, 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.

47 Documents

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

48 Financial year

The end date of the association's financial year is 30 June in each year.

49 Distribution of surplus assets to another entity

- (1) This rule applies if the association—
 - (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the association.
- (3) The surplus assets must be given to another entity—
 - (a) having objects similar to the association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this rule— *surplus assets* see section 92(3) of the Act.