

Rules

of

MACKAY STREET CHAPLAINCY INC.

(Includes all amendments up to and including Special General Meeting 29 July 2019)

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1. Interpretation

- (1) In these rules:-

Act means the Associations Incorporation Act 1981.

present:-

- (a) at a management committee meeting, see rule 24(6); or
 - (b) at a general meeting, see rule 38(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 it, the meaning given by the Act.

2. Name.

The name of the incorporated association is **MACKAY STREET CHAPLAINCY INC. (the association)**.

3. Objects

- (1) The objects of the association are:-

Promote the prevention or control of human behaviour that is harmful or abusive to human beings by developing a Nightclub Chaplaincy Service in Mackay, in the State of Queensland, in order to provide care and assistance to those who might be in crisis, in need, or at risk of emotional abuse, sexual abuse, physical abuse, suicide, self-harm, substance abuse or harmful gambling.

- (2) The assets and income of the association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

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 take over the funds and other assets and liabilities of the present unincorporated association known as the Mackay Street Chaplaincy (the ***unincorporated association***).

- (4) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

5. **Classes of members**

- (1) The membership of the associations consists of –
 - (a) provisional members
 - (b) ordinary members.

- (2) The number of members in each class 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 management committee agrees in writing to become a member of the incorporated association must be admitted by the management committee:-

- (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.

7. **New membership**

An applicant for membership of the association must be proposed by 1 ordinary member of the association (the **proposer**) and seconded by another ordinary member (the **seconder**).

8. **Membership fees**

The management committee may determine a membership fee for each ordinary membership and for each other class of membership.

9. **Admission and rejection of new members**

- (1) The management committee must consider an application for membership at the next committee meeting.
- (2) The management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management committee 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.
- (3) The management committee must decide at the meeting whether to accept or reject the application.

- (4) If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (5) The President, Secretary or Treasurer of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant sufficient notice of the decision.
- (6) The management committee may delegate its powers under this rule in relation to applications for provisional membership.

10. When membership ends

- (1) A member may resign from the association by giving a written notice of resignation to the secretary. The secretary must then record in writing the resignation of that member.
- (2) The resignation takes effect at-
 - (a) the time the notice is received by the secretary; or
- (3) The management committee may terminate a members 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) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association; or
 - (d) does not respond to a request to confirm their membership within one month of the request; or
 - (e) otherwise in the opinion of the management committee is no longer actively participating in the association.
- (4) Before the management committee terminates a members' membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.
- (6) The membership of a person is automatically terminated if any membership fee payable by the person is overdue for more than 3 months. The secretary of the association must give any such person notice that their membership has been terminated.

11. Termination of provisional membership

- (1) The membership of a provisional member automatically lapses after 6 months.
- (2) A person whose provisional membership has lapsed may re apply for further provisional membership.

12. Appeal against rejection or termination of membership

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

13. General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
 - (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
 - (3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (1) An appeal must be decided by a majority vote of the ordinary members present and eligible to vote at the meeting.

14. Register of members

- (1) The management committee must keep a register of members of the association.
- (2) The register must include the following particulars for each member –
 - (a) the full name of the member;
 - (b) the postal or residential address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or time of resignation of the member;
 - (e) details about the termination or reinstatement of membership;
 - (f) any other particulars the management committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the association at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the

members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

15. Prohibition on use of information on register of members

- (1) A member of the association must not-
 - (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.

16. Appointment or election of secretary

- (1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is-
 - (a) an ordinary member of the association elected by the association as secretary; or
 - (b) any of the following persons appointed by the management committee as secretary-
 - (i) a member of the associations management committee;
 - (ii) another member of the association;
 - (iii) another person.
- (2) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- (3) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- (4) If the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- (5) However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.

- (6) If the management committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the management committee.
- (7) In this rule – ***casual vacancy***, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

17. Removal of secretary

- (1) The management committee of the association may at any time remove a person appointed by the committee as the secretary.
- (2) If the management committee removes a secretary who is a person mentioned in rule 16(1)(b)(i), the person remains a member of the management committee.
- (3) If the management committee removes a secretary who is a person mentioned in rule 16(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 16(5), the person remains a member of the management committee.

18. Functions of secretary

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 the members of the association.

19. Membership of the management committee

- (1) The management committee of the association consists of a president, vice president, treasurer, and any other members the association members elect at a general meeting. The maximum size of the management committee shall be 7 persons.
- (2) A member of the management committee, other than a secretary appointed by the management committee under rule 16(1)(b)(iii), must be an ordinary member of the association.
- (3) The management committee may invite employees or other persons who are not otherwise management committee members to attend management committee meetings. Such persons may attend in a consulting capacity only and do not –
 - (a) count as part of a quorum,
 - (b) have any voting rights on the management committee, or

- (c) have any other privileges or rights of a management committee member.
- (4) At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election. The term of office is therefore the period between each annual general meeting.
- (5) A member of the association may be appointed to a casual vacancy on the management committee under rule 22.
- (6) Before:
 - (a) a member of the management committee is employed by the association; or
 - (b) the terms of employment of a member of the management committee are varied in a way that increases the rate of pay or the total amount of pay or otherwise makes the terms of employment more favourable to the member of the management committee (other than changes to pay rates as a consequence of a change to award pay rates); or
 - (c) a member of the management committee or any entity which is directly related to them enters into a contract with the association, or the term of an existing contract is varied in a way that increases the rate or total amount paid under the contract or otherwise makes the terms of contract more favourable to the member of the management committee or other entity.

the arrangement must be approved by a general meeting of the association.

20. Electing the management committee

- (1) A member of the management committee may only be elected as follows-
 - (a) any 2 ordinary members of the association may nominate another ordinary member (the ***candidate***) to serve as a member of the management committee;
 - (b) the nomination must be-
 - (i) in writing, and
 - (ii) signed by the candidate and the ordinary members who nominated him or her and
 - (iii) include a general statement by the candidate regarding their suitability and
 - (iv) include a completed skills matrix in the form as determined by the management committee, and
 - (v) include a declaration by the candidate that if elected they will complete a management committee induction and undertake professional development relevant to the management committee, and

- (vi) given to the secretary at least 6 weeks before the annual general meeting at which the election is to be held;
 - (c) each ordinary 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 management committee;
 - (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 only be a candidate if the person-
- (a) is an adult person; 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, the candidate's statements regarding their suitability and their completed skills matrices together with a general statement to the members that they should consider the skills matrix and the need to ensure that the management committee elected has all the skills in the skills matrix, must be posted in a conspicuous place in the office of usual meeting place of meeting of the association for at least 4 weeks immediately preceding the annual general meeting or be distributed in writing to the members of the association at least 4 weeks before the annual general meeting.
- (4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised;
- (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance – the amount of the insurance.

21. Resignation, removal or vacation of office of management committee member

- (1) A member of the management committee may resign from the committee by giving written notice 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 member may be removed from office at a general meeting of the association if a majority of the ordinary members present and eligible to vote at the meeting vote in favour of removing the member.

- (4) Before a vote of ordinary members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the members removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

22. Vacancies on management committee

- (1) In this rule – ***casual vacancy***, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.
- (2) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another ordinary member of the association to fill the vacancy until the next annual general meeting.
- (3) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (4) However, if the number of committee members is less than the number fixed under rule 25(1) as a quorum of the management committee, the continuing members may act only to-
 - (a) increase the number of management committee members to the number required for a quorum; or
 - (b) call a general meeting of the association.

23. Functions of management committee

- (1) Subject to these rules or a resolution of the members of the association carried at a general meeting the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- (2) The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent but any interpretation must have regard to the Act, including any regulation made under the Act.

Note-

The Act prevails if the associations rules are inconsistent with the Act – see section 1B of the Act.

- (3) The management committee 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 associations 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 a 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 1 financial institution for the association – the financial institution nominated by the management committee.

24. Meetings of management committee

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- (2) The management committee must meet at least once every 4 months to exercise its functions.
- (3) The management committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the management committee.
- (5) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (9) The president is to preside as a chairperson at a management committee meeting.

- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

25. Quorum for, and adjournment of, management committee meeting

- (1) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of the members of the committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee-
 - (a) the meeting is to be adjourned for at least 1 day; and
 - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

26. Special meeting of management committee

- (1) If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) A request for a special meeting must state-
 - (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 management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

27. Minutes of management committee meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee are recorded.
- (2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

28. Appointment of subcommittees

- (1) The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the associations operations.
- (2) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may chose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

29. Acts not affected by defects or disqualifications

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

30. Resolutions of management committee without meeting

- (1) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

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

31. First annual general meeting

- (1) The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year which is December 2013.

32. 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.

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

- (1) This rule applies only if the association is-

- (a) a level 1 incorporated association; or
- (b) a level 2 incorporated association to which section 59 of the Act applies; or
- (c) a level 3 incorporated association to which section 59 of the Act applies.

- (2) The following business must be conducted at each annual general meeting of the association-

- (a) receive 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) receive a report:
 - (i) of any remuneration paid to management committee members,
 - (ii) of any contracts with management committee members or directly related entities,
 - (iii) of attendance by management committee members at management committee meetings,
 - (iv) of professional development of management committee members.
- (d) electing members of the management committee;
- (e) for a level 1 incorporated association – appointing an auditor or an accountant for the present financial year;
- (f) for a level 2 incorporated association, or a level 3 incorporated association to which section 59 of the Act applies – appointing an auditor, an accountant or an approved person for the present financial year.

34. Business to be conducted at annual general meeting of other level 2 incorporated associations.

- (1) This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association-
 - (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption;
 - (c) receive a report:
 - (i) of any remuneration paid to management committee members,
 - (ii) of any contracts with management committee members or directly related entities,
 - (iii) of attendance be management committee members at management committee meetings,
 - (iv) of professional development of management committee members.
 - (d) electing members of the management committee;
 - (e) appointing an auditor, an accountant or an approved person for the present financial year.

35. Business to be conducted at annual general meeting of other level 3 incorporated associations.

- (1) This rule applies only if the association is a level 3 incorporated association to which section 59A of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association-
 - (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption;
 - (c) receive a report:
 - (i) of any remuneration paid to management committee members,
 - (ii) of any contracts with management committee members or directly related entities,
 - (iii) of attendance be management committee members at management committee meetings,
 - (iv) of professional development of management committee members.
 - (d) electing members of the management committee.

36. Notice of general meeting

- (1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least 14 days notice of the meeting to each member of the association.
- (3) If the agenda of the general meeting includes the election of management committee members, the secretary must give at least 3 months notice of the meeting to each member of the association and include with the notice a nomination form for management committee positions and notice of the deadline for the submission of nominations.
- (4) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (5) The management committee may decide the way in which the notice must be given.
- (6) 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 management committee'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.
- (7) A notice of a general meeting must state the business to be conducted at the meeting.

37. Quorum for, and adjournment of, general meeting

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association's last general meeting plus 1. Provisional members do not count towards the quorum.
- (2) However, if all ordinary members of the association are members of the management committee, the quorum is the total number of ordinary members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.

- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association-
 - (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under 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.

38. Procedure at a 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.

39. 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 ordinary members present.
- (2) Each ordinary member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the management committee.
- (5) However, if at least 20% of the ordinary members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint 2 ordinary members to conduct the secret ballot in the way the chairperson decides.
- (7) The result of the secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

40. 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 management committee; or
 - (b) being given a written request signed by-
 - (i) at least 33% of the number of members of the management committee when the request is signed; or
 - (ii) at least the number of the ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus 1; or
 - (c) being given a written notice of an intention to appeal against the decision of the management committee-
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (2) A request mentioned in subrule (1)(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 3 months after the secretary-
 - (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in in subrule (1)(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.

41. Proxies

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form-

Mackay Street Chaplaincy Inc:
I, of, being
a member of the association, appoint
of
as my proxy to vote for me on my behalf at the (annual) general meeting of the
association, to be held on the day of
20
and at any adjournment of the meeting.
Signed this day of 20 .
Signature

- (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 the following or similar form-

Mackay Street Chaplaincy Inc:
I, of, being
a member of the association, appoint
of
as my proxy to vote for me on my behalf at the (annual) general meeting of the
association, to be held on the day of
20
and at any adjournment of the meeting.
Signed this day of 20 .
Signature
This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the
following resolutions-

[List relevant resolutions]

42. 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 recorded.
- (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 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.

43. By-laws

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

44. 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.

45. Common seal

- (1) The management committee must ensure the association has a common seal.
- (2) The common seal must be –
 - (a) kept securely by the management committee; and
 - (b) used only under the authority of the management committee.

- (3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by –
 - (a) the secretary; or
 - (b) another member of the management committee; or
 - (c) someone authorised by the management committee.

46. Funds and accounts

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) All financial institution accounts held by the association must require two persons to authorise transactions or sign cheques. The management committee shall determine from time to time who the authorised persons shall be. However, the association may maintain a financial institution account which can be debited by a single person provided the balance that can be drawn from that account never exceeds \$1,000.00.
- (5) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (6) All expenditure must be approved or ratified at a management committee meeting.

47. General financial matters

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

48. Documents

- (1) The management committee must ensure the safe custody of books, documents, electronic records, instruments of title and securities of the association.
- (2) Notwithstanding any other provision of these rules, any documents, records, or registers required to be maintained by the association or the management committee may be maintained in electronic form unless required by law or by an external agency to maintain those documents, records or registers in a physical form.

- (3) For the purposes of this rule, electronic form includes –
- (a) scanned copies of original paper documents, and
 - (b) records generated electronically in the first instance by application software.

49. Notices

- (1) If written notice is required to be given in these rules, that notice may be given by electronic means.

50. Financial year

- (1) The end of the association's financial year is 31 December in each year.

51. Distribution of Surplus Assets

- (1) Subject to the *Corporations Act 2001* and any other applicable Act, and any court order, any surplus assets (including 'gift funds' defined in(4)(a) below) that remain after the association is wound up must be distributed to one or more charities:
- (a) with charitable purpose(s) similar to, or inclusive of, the purposes/objects in clause 3;
 - (b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the association; and
 - (c) that is or are deductible gift recipients within the meaning of the *Income Tax Assessment Act 1997 (Cth)*.
- (2) The decision of the charity or charities to be given the surplus assets must be made by a special resolution of the members at or before the time of winding up. If the members do not make this decision, the association may apply to the Supreme Court to make this decision.
- (3) If the association's deductible gift recipient endorsement is revoked (whether or not the association is wound up) and any surplus gift funds must be transferred to one or more charities that meet the requirements of 51(1)(a), (b) and (c), as decided by the association.
- (4) For the purposes of this clause:
- (a) 'gift fund' means:-
 - (i) Gifts of money or property for the principal purpose of the association;
 - (ii) Contributions made in relation to a fund-raising event held for the principle purpose of the association;
 - (iii) Money received by the association because of such gifts and contributions.
 - (b) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the *Income Tax Assessment Act 1997 (Cth)*.

(5)

52. Establishment and Maintenance of Public Fund

- (1) The Association must establish and maintain a public fund to be called the Mackay Street Chaplaincy Gift Fund for the specific purpose of the promotion of the prevention or control of behaviour that is harmful or abusive to human beings by Mackay Street Chaplaincy. The fund is to be established to receive all gifts of money or property for this purpose and money received because of such gifts must be credited to its bank account. The fund must not receive any other money or property into its account and it must comply with Subdivision 30-EA of *Income Tax Assessment Act 1997* (Cth).
- (2) The Association must inform the Department of Families, Housing, Community Services and Indigenous Affairs as soon as possible if:
 - (a) It changes its principle activity; or
 - (b) It changes its name or the name of its public funds; or
 - (c) There is any change to the membership of the management committee of the public fund; or
 - (d) There has been any departure from the model rules for public funds located in the *Guidelines to the Register of Harm Prevention*; or
 - (e) It or its public fund, suffers any financial difficulty.
- (3) The harm prevention charity agrees to comply with any rules that the Minister for Families, Housing, Community Services and Indigenous Affairs and the Treasurer may make to ensure the gifts made to the fund are only used for its principal activity.
- (4) Any allocation of funds or property to other persons or charities will be made in accordance with the established activities of the institution and not be influenced by the preference of the donor.
- (5) The public fund will provide statistical information on donations requested by the department within four months of the end of the financial year. An audited financial statement for the harm prevention charity and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of the public fund monies and the management of public fund assets.