

# RULES OF THE RETIRED FIREFIGHTERS' ASSOCIATION OF QUEENSLAND INC.

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## 1. NAME

The name of the association shall be “Retired Firefighters’ Association of Queensland Inc.”.

## 2. INTERPRETATION

(a) For the purpose of these Rules:

- (i) headings shall not be read as part of the Rules;
- (ii) words importing the singular or plural number shall include the plural and singular number respectively;
- (iii) words importing the masculine, feminine or neuter gender shall include every other gender;
- (iv) a reference to a “Sub-rule” within the body of a Rule shall, unless the Rule expresses otherwise, be a reference to a Sub-rule within that Rule;
- (v) a reference to a “Part” within the body of a Sub-rule shall, unless the Sub-rule expresses otherwise, be a reference to a Part within that Sub-rule.

(b) In these Rules, unless the contrary intention appears:

"Act"	means the Associations Incorporation Act (Qld) 1981 and any amendments thereto;
"Annual subscription fee"	means the amount of membership fees to be paid in relation to the financial year as may be determined by the Management Committee from time to time;
"Association"	means "Retired Firefighters’ Association of Queensland Inc.";
"Association Journal"	means the journal published by the Association from time to time and which is provided to members of the Association free of charge;
“Auditor”	means the person appointed pursuant to Rule 29;
"Executive"	means the:  President;  Secretary;  Vice-President;

Treasurer;

"Financial member"	means a member who at any relevant time is a member who is not, pursuant to these Rules, then indebted to the Association in respect of annual subscriptions, fees or other payment whatsoever;
"Financial year"	means the year commencing on the 1st of July in one year and concluding on the 30th of June in the next year;
"Fire Authority"	means a Fire Authority, Board, Commission or equivalent established in an Australian State or Territory;
"Management Committee"	means the persons provided for in Rule 11(b);
"Surplus assets"	means, in relation to the Association, the assets, whether real or personal, which remain after payment of the debts and liabilities of the Association and the costs, charges and expenses of a winding-up;
"Website"	means the website from time to time approved by the Management Committee as the website of the Association;
"Year of election"	means a year in which an election for members of the Management Committee occurs.

### **3. OBJECTS**

- (a) The objects of the Association are -:
- (i) To promote friendly intercourse and a spirit of good fellowship amongst its members by arranging periodical meetings for conversation and social enjoyment.
  - (ii) By every legitimate effort to protect and advance the interests of its members.
  - (iii) To show consideration and compassion to each other at all times, particularly in cases of sickness or bereavement.
  - (iv) To visit members when they are sick and to render them such kindly office as may be practicable.
  - (v) The show respect by attending the funeral of any deceased member where the internment of such member is within reasonable distance; and to tender kindly sympathy and consolation to the bereaved relatives.
  - (vi) To render assistance to the active Service when necessary.

- (vii) To protect and defend members, their rights and privileges and to provide legal assistance where the interests of the Association are likely to be affected.
  - (viii) To raise funds for carrying out the objects of the Association.
- (b) Without limiting the objects provided in Sub-rule (a) of this Rule, the Association also has the following objects as provided for in this Sub-rule which are ancillary to the objects provided for in Sub-rule (a):
- (i) to provide education and training to members;
  - (ii) to provide support services for members;
  - (iii) to publish newsletters and other publications;
  - (iv) to co-operate, become members of or affiliate with any incorporated or unincorporated association or organisation which, in any way, assists to promote the objects of the Association;
  - (v) to watch over, improve, foster and protect the interests of its members;
  - (vi) to improve the social and economic position of members;
  - (vii) to make arrangements with any persons engaged in any trade, business, or profession for the provision to the members of the Association of any special benefits, privileges, and advantages and in particular in relation to goods and services;
  - (viii) to do any things incidental to, or conducive to carrying out, any of the objects that are considered necessary, convenient, expedient, desirable or advisable, including but not limited to, incorporating, holding shares or interests and supporting other entities;
  - (ix) to amalgamate with other organisations.
- (c) No object in Sub-rule (b) of this Rule limits the operation of any other object in Sub-rule (b).
- (d) 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**

- (a) The Association has, in the exercise of its affairs, all the powers of an individual.
- (b) Without limiting the powers provided in Sub-rule (a) of this Rule the Association may exercise the following powers:

- (i) enter into contracts;
- (ii) acquire, hold, deal with and dispose of property;
- (iii) make reasonable charges for services and facilities it supplies;
- (iv) borrow, raise or secure the payment of money in a way determined, by resolution, at any general meeting;
- (v) secure the payment or performance of any debt, liability, contract, guarantee or other arrangement incurred or to be entered into by the Association in any way including the issue of debentures, perpetual or otherwise, charged upon any of the Association's property, both present and future;
- (vi) purchase, redeem or pay off any securities of the Association;
- (vii) borrow amounts from members and pay interest on the amounts borrowed, provided that the rate of interest shall not be more than the rate for the time being charged on overdrawn accounts on money lent (whatever the sum) by:
  - A. the financial institution for the Association; or
  - B. if there is more than 1 financial institution for the Association - the financial institution decided by the Management Committee;
- (viii) mortgage or charge the Association's property or any part of the property;
- (ix) issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Association;
- (x) provide and pay off any such securities;
- (xi) invest in a way determined, by resolution, at any meeting of the Management Committee;
- (xii) appoint, employ, remove or suspend any servant, agent or volunteer of the Association;
- (xiii) enter into and obtain from any Local, State or Federal Government or Local, State or Federal Authority any rights, privileges, grants and/or concessions;
- (xiv) construct, improve, maintain, develop or alter any buildings or grounds of the Association;
- (xv) take any gift of property bequeathed to the Association whether subject to any special trust and utilize and/or dispose of it;
- (xvi) encourage by personal or written appeals, public meetings or any other method the procuring of contributions to the funds of the Association, in the form of donations, annual subscriptions, bequests, gifts or otherwise;

- (xvii) print newspapers, periodicals, books or leaflets;
  - (xviii) become a member of any one or more incorporated associations having objects altogether or in part similar to those of the Association but which shall prohibit the distribution of its income and property among its members;
  - (xix) make donations for charitable or community purposes;
  - (xx) invest and deal with the money of the Association not immediately required in such a manner as may from time to time be thought fit, subject where applicable to Regulation 32(14) of the Collections Regulations 1975;
  - (xxi) make by laws pursuant to and in accordance with those Rules;
  - (xxii) grant indemnities;
  - (xxiii) act as a guarantor;
  - (xxiv) do any other thing necessary or convenient to be done in carrying out its affairs;
  - (xxv) do all things which are necessary or desirable for the attainment of any of the Association's objects.
- (c) No power provided for in Sub-rule (b) of this Rule limits the operation of any other power provided for in Sub-rule (b) of this Rule or a power that may be otherwise provided for in the Rules of the Association.

## 5. MEMBERSHIP

- (a) The membership of the Association shall consist of any of the following classes of members:
- (i) **Ordinary Member:** An ex-firefighter of a Fire Authority who has retired or resigned from such Fire Authority, shall be eligible to apply for membership of the Association, provided that the applicant for Ordinary Membership provides satisfactory proof of service, retirement or resignation.
  - (ii) **Life Members:** Any member who having made application in writing to the Management Committee to be appointed as a life member, and whose application, after being endorsed by the Management Committee, is accepted by a general meeting of the Association, shall be granted Life Membership, provided that a Life Member shall retain all the privileges of a financial member of the class of membership of which they were a member on the day immediately preceding their appointment as a Life Member but shall not be required to pay annual subscription fees.
  - (iii) **Veteran Members:** Any member who has attained the age of eighty (80) years, and who has been a financial member for the previous five years, shall be granted

lifetime membership of the Association, provided that a Veteran Member shall retain all the privileges of a financial member of the class of membership of which they were a member on the day immediately preceding their appointment as a Veteran Member but shall not be required to pay annual subscription fees.

(iv) **Associate Members:** Any person who is:

- A. the spouse or partner, widow or widower of an Ordinary Member, Life Member or Veteran Member;
- B. an ex-employee, other than an ex-firefighter, of a Fire Authority who has retired or resigned from a Fire Authority and their spouse or partner, widow or widower;
- C. a serving firefighter and/or serving employee of a Fire Authority and their spouse or partner, widow or widower;
- D. any person with affiliation to a Fire Authority or to any service directed at the prevention and suppression of fire whether in Australia or elsewhere who is approved by the Management Committee,

shall be eligible for membership of the Association.

(iv) **Honorary Member:** Being membership which is conferred upon any person under such conditions as the members may determine from time to time in general meetings.

- (b) The number of members in each class shall be unlimited.
- (c) Every applicant for any class of membership of the Association shall be proposed by a financial member of the Association and seconded by another financial member of the Association.
- (d) An application for membership shall be made in writing, signed by the applicant and shall be in such form as the Management Committee may from time to time determine.
- (e) The Management Committee shall, in its absolute discretion and subject to these Rules, accept or reject an application for membership.
- (f) Upon application for membership being accepted, and payment of the prescribed fee (if any), the member shall be entitled to all the rights of membership of the class to which the member has been admitted and shall be liable to pay all contributions, and meet all obligations, required of the class to which the member has been appointed.
- (g) The different classes of membership may, in accordance with these Rules, have different rights as members.



## **6. FEES**

- (a) The annual subscription fees shall be the fee paid for membership of the Association for the period of the financial year.
- (b) The date for payment of the annual subscription fees shall be at such time as the Management Committee may determine from time to time and failing any such determination shall fall due for payment at the commencement of the financial year.
- (c) The amount of annual subscription fees may vary as between classes of membership, provided that Life Members and Veteran Members shall not be required to pay an annual subscription fee.
- (d) The subscription fee payable to join the Association at any time after 6 months of the financial year has expired shall only be 1/2 of the annual subscription fee for which the member would otherwise be liable to pay in the respective financial year, and upon payment such member shall be accorded all the rights and shall have all the liabilities of membership.
- (e) The Management Committee may exercise its discretion, upon receipt and consideration of an application by a person, where it considers it desirable that the person should be admitted to membership of the Association and where there exists any of the following:
  - (i) the person is suffering from financial hardship;
  - (ii) other extenuating circumstances exist in relation to the person,to waive the payment of the annual subscription fee or reduce the amount of the annual subscription fee to be paid by the person.
- (f) Despite the provisions of Sub-Rules (a) to (e) the Management Committee may determine a Lifetime Subscription Fee, which an ordinary or associate member may elect to pay and where so electing the member concerned shall:
  - (i) be a financial ordinary or associate, as the case may be, member of the Association from that time;
  - (ii) shall be entitled to all the benefits of a financial member;
  - (iii) shall not be liable for the payment of any annual subscription fee,provided that the Management Committee may set the Lifetime Subscription Fee and set a different fee for ordinary and associate members.”
- (g) All membership fees shall be payable to the Treasurer.

## **7. RIGHTS OF MEMBERS**

- (a) Only financial ordinary members shall be entitled, subject to these Rules, to:

- (i) propose or second a motion;
  - (ii) attend any general meeting of the Association;
  - (iii) speak to, or vote upon, any motion at any general meeting of the Association;
  - (iv) nominate for, or stand for, any office in the Association;
  - (v) nominate or second a nomination;
  - (vi) vote in any ballot for elections for any office in the Association held pursuant to these Rules.
- (b) Associate members shall be entitled, subject to these Rules, to:
- (i) attend any general meeting of the Association;
  - (ii) speak to any motion at any general meeting of the Association;
  - (iii) be nominated for a position on the Management Committee, other than to an Executive office of the Association.
- (c) Honorary members shall be entitled, subject to these Rules, to:
- (i) attend any general meeting of the Association;
  - (ii) speak, if invited by the Chairperson, to any motion at any general meeting of the Association.

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

- (a) At the meeting of the Management Committee next following the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, which shall thereupon determine upon the admission or rejection of the applicant, provided that the Management Committee can, should it consider appropriate to do so, call upon any applicant for membership to provide evidence of their eligibility.
- (b) Where an application is considered pursuant to Sub-rule (a) and the applicant receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is considered, then such applicant shall be accepted as a member to the class of membership applied for.
- (c) Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

## **9. TERMINATION OF MEMBERSHIP**

- (a) A member may resign from the Association at any time by giving notice in writing to the Secretary.
- (b) Such resignation shall take effect at the time such notice is received by the Secretary, unless a later date is specified in the notice when it shall take effect on that later date.
- (c) If a member -
  - (i) is convicted of any indictable offence;
  - (ii) fails to comply with any of the provisions of these Rules;
  - (iii) has membership fees in arrears for period of four (4) months or more;
  - (iv) conducts himself in a manner considered to be injurious or prejudicial to the objects or interests of the Association,

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

- (d) The member concerned shall be given a full and fair opportunity of presenting the member's case and if the Management Committee resolves to terminate their membership it shall instruct the Secretary to forthwith advise the member in writing accordingly.
- (e) Any member who is in arrears of the annual subscription fee for a period of more than 1e2 calendar months shall have their membership terminated without right of appeal pursuant to the provisions of this Rule.

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

- (a) A person whose application for membership has been rejected or whose membership has been terminated may, subject to these Rules within one month of receiving written notification thereof, lodge with the Secretary written notice of the members intention to appeal against the decision of the Management Committee.
- (b) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within 2 months of the date of receipt of such notice, a general meeting to determine the appeal.
- (c) At any such meeting the applicant shall be given the opportunity to fully present their case and the Management Committee, shall likewise have the opportunity of presenting its case.
- (d) The applicant shall be entitled to make written submissions, appear in person or to be represented by a financial member but shall not otherwise have a right of appearance or representation.
- (e) The appeal shall be determined by the vote of the members present at such meeting.

- (f) Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the Secretary shall in the case of applicants for membership forthwith refund the amount of any fee paid and in the case of members whose membership is being terminated forthwith refund to the member an amount being the sum that bears the same proportion to the full membership fee as the period of the membership year that has not elapsed bears to 12 months.

## **11. REGISTER OF MEMBERS**

- (a) The Secretary shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association, the dates of their admission and the class to which they are being admitted.
- (b) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- (c) The Register shall be made available during usual business hours by the Secretary for inspection by a financial member, who on reasonable notice, applies to the Secretary for such inspection.
- (d) The Register as maintained pursuant to Sub-rule (a) shall be determinative of financial membership.

## **12. MANAGEMENT COMMITTEE**

- (a) The affairs of the Association shall be administered, between general meetings of the Association, by the Management Committee.
- (b) The Management Committee shall comprise of:
  - (i) President;
  - (ii) Vice-President;
  - (iii) Treasurer;
  - (iv) Secretary;

together with not less than three nor more than eight Management Committee members, with the number of Management Committee members to hold office during the next succeeding term of office to be determined by the Management Committee at least one month prior to the holding of the annual general meeting, and failing any such determination there shall be five Management Committee members.

- (c) A retiring President, who does not stand for election for any other office on the Management Committee, shall be entitled to attend, as an ex officio officer of the Management Committee, all Management Committee meetings held during the next succeeding term of office immediately following their retirement and shall be entitled at Management Committee meetings to speak to any motion, but shall not be entitled to propose or second any motion or to vote on any motion.
- (d) Any member of the Management Committee may:
- (i) resign from membership of the Management Committee at any time by giving notice in writing to the Secretary;
  - (ii) a resignation provided for in Part (i) shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date; or
  - (iii) be removed from office at a general meeting of the Association where the general meeting considers that the member of the Management Committee:
    - A. is not substantially fulfilling the objects of the Association and/or;
    - B. is guilty of conduct detrimental to the interests of the members of the Association and/or;
    - C. has ceased to function in their office as a member of the Management Committee as provided for by these Rules,provided that such member of the Management Committee shall be given the opportunity to fully present their case and that the question of removal shall be determined by the vote of the members present in person at such general meeting.
- (e) Any member of the Management Committee who, without reasonable excuse or who has not been granted a leave of absence pursuant to this Rule, fails to attend 3 consecutive meetings may be removed from the Management Committee by a majority of two-thirds of the members present at a Management Committee meeting, provided that a Management Committee member so removed shall be informed in writing forthwith and may appeal in the manner specified by Rule 9 of these Rules.
- (f) The Management Committee may co-opt persons, whether financial members or not, onto the Management Committee for such purposes and for such period of time as the Management Committee may in its absolute discretion determine, provided that any persons so co-opted shall have a right to speak but not to propose, second or vote on motions before the Management Committee.
- (g) The Management Committee may give leave of absence to any of the members of the Management Committee for periods of up to 3 months, during which time the Management Committee may, if the circumstances require, appoint one of its number or other financial member of the Association to act in the place of the Management Committee member who has been given the leave of absence.

- (h) Any member of the Management Committee who ceases to be a financial member of the Association shall cease to be a member of the Management Committee.

### **13. MEETINGS OF THE MANAGEMENT COMMITTEE**

- (a) Subject to these Rules, the Management Committee may meet together and regulate its proceedings as it thinks fit.
- (b) The Management Committee shall meet at least once every second calendar month, on such dates and times and at such places as the Management Committee determines, to exercise its functions.
- (c) The Management Committee may, in relation to the meetings referred to in Sub-rule (a), conduct such meeting by telephone, radio, video-conferencing or any other method by which members of the Management Committee are able to communicate with each other without being physically present.
- (d) The President shall preside as chairperson at every meeting of the Management Committee.
- (e) At every meeting of the Management Committee a quorum shall be constituted by the attendance in person, or as this Rule may otherwise provide, of the number of members of the Management Committee equal to half the number of members presently elected or appointed to the Management Committee plus one.
- (f) If within 15 minutes from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse, in any other case the meeting of the Management Committee shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and as shall then be advised by the Secretary to the members of the Management Committee and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall proceed and shall be deemed quorate.
- (g) A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (h) Not less than 7 days notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee convened on the requisition of members of the Management Committee.
- (i)

- (i) A notice of a special meeting shall clearly state the nature of the business to be conducted at the meeting, and no other business may be dealt with at the special meeting.
  - (ii) In the event of a special meeting being adjourned the only business that may be dealt with at the adjourned meeting shall be the business that remains unfinished from the business specified in the original notice of the special meeting.
- (j) If the President is not present at a meeting of the Management Committee within 15 minutes after the time appointed for holding the meeting, or if present is not willing to act, the Vice-President shall be Chairperson or if the Vice-President is not present at the meeting, or if present is not willing to act, then the members of the Management Committee may choose 1 of their number to be Chairperson of the meeting.
- (k) A special meeting of the Management Committee may:
- (i) be called by the President or the Secretary who shall give such notice of the meeting as is practicable in the circumstances and such special meeting may be conducted by telephone, radio, video-conferencing or any other method by which members of the Management Committee are able to communicate with each other without being physically present; or
  - (ii) be conducted by a ballot of the members of the Management Committee on the subject matter of the special meeting by means of registered post, facsimile transfer, E-mail or by such other electronic or telegraphic means as may be available, provided that:
    - A. in any such ballot of the Management Committee, a majority of the members of the Management Committee entitled to vote and so voting, shall constitute a quorum; and
    - B. in any such ballot of the Management Committee, decisions shall be by simple majority of the votes cast;
    - C. in any such ballot no votes shall be cast by proxy; and
    - D. in any such ballot the means exists by which the Secretary can confirm the identity of the person voting.
- (l) A member of the Management Committee not present at a meeting or part thereof may, subject to these Rules, appoint in writing a member of the Management Committee as proxy to exercise such vote. Provided that no member shall hold more than one proxy at any meeting of the Management Committee.

## **14. EXECUTIVE**

- (a) The affairs of the Association shall be administered, between meetings of the Management Committee, by the Executive.

- (b) The Executive shall comprise of the President, the Vice-President, the Treasurer and the Secretary.
- (c) All members of the Executive shall have voting rights and the President shall also have a casting vote.
- (d) Any member of the Executive may be removed from office at a general meeting of the Association where the general meeting considers that the member of the Executive:
  - (i) is not substantially fulfilling the objects of the Association;
  - (ii) is guilty of conduct detrimental to the interests of the members of the Association;
  - (iii) has ceased to function in their office as a member of the Executive as provided for by these Rules,

provided that such member of the Executive shall be given the opportunity to fully present their case and that the question of removal shall be determined by the vote of the members present in person at such general meeting.

- (e) Any member of the Executive who ceases to be a financial member of the Association shall cease to be a member of the Executive.

## **15. MEETINGS OF THE EXECUTIVE**

- (a) Subject to these Rules, the Executive may meet together and regulate its proceedings as it thinks fit.
- (b) The Executive shall meet on such dates and times and at such places as the Executive determines, to exercise its functions.
- (c) The Executive may, in relation to the meetings referred to in Sub-rule (g) conduct such meeting by telephone, radio, video-conferencing or any other method by which members of the Executive are able to communicate with each other without being physically present.
- (d) The President shall preside as Chairperson at every meeting of the Executive.
- (e) At every meeting of the Executive a quorum shall be constituted by attendance in person of 2 members of the Executive.
- (f) If within 15 minutes from the time appointed for the commencement of an Executive meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Executive, shall lapse, in any other case the meeting of the Executive shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- (g) A special meeting of the Executive shall be convened by the Secretary on the requisition in writing signed by not less than 2 members of the Executive, which requisition shall clearly



state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

- (h) Not less than 3 days notice shall be given by the Secretary to members of the Executive of any special meeting of the Executive convened on the requisition of members of the Executive.
- (i)
  - (i) A notice of a special meeting shall clearly state the nature of the business to be conducted at the meeting and no other business may be dealt with at the special meeting.
  - (ii) In the event of a special meeting being adjourned the only business that may be dealt with at the adjourned meeting shall be the business that remains unfinished from the business specified on the original notice of the special meeting.
- (j) If the President is not present at a meeting of the Executive within 10 minutes after the time appointed for holding the meeting, or if present is not willing to act, the Vice-President shall be Chairperson or if the Vice-President is not present at the meeting, or if present is not willing to act, then the members of the Executive may choose 1 of their number to be Chairperson of the meeting.
- (k) If all the members entitled to attend a special meeting of the Executive have signed a document containing a statement that they are in favour of a resolution of the Executive in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a special meeting of the Executive held on the day on which the document was signed and at the time at which the document was last signed by a member of the Executive or, if the members of the Executive signed the document on different days, on the day on which, and at the time at which, the document was last signed by a member of the Executive.
- (l) For the purposes of Sub-rule (k), 2 or more separate documents containing statements in identical terms each of which is signed by one or more members of the Executive shall together be deemed to constitute one document containing a statement in those terms signed by those members of the Executive on the respective days on which they signed the separate documents.
- (m) A special meeting of the Executive may be called by the President or the Secretary who shall:
  - (i) give such notice of the meeting as is practicable in the circumstances and such meeting may be conducted by telephone, radio, video-conferencing or any other method by which members of the Executive are able to communicate with each other without being physically present; or
  - (ii) by a ballot of the members of the Executive on the subject matter by the means of registered post, facsimile transfer, E-mail or by such other electronic or telegraphic means as may be available, provided that:

- A. in any such ballot of the Executive, a majority of the members of the Executive entitled to vote and so voting, shall constitute a quorum; and
  - B. in any such ballot of the Executive, decisions shall be by simple majority of the votes cast; and
  - C. in any such ballot no votes shall be cast by proxy.
- (n) A member of the Executive not present at a meeting or part thereof may, subject to these Rules, appoint in writing a member of the Executive as proxy to exercise such vote provided that no member shall hold more than one proxy at any meeting of the Executive.

## **16. ELECTIONS**

- (a) At the annual general meeting of the Association, commencing on and from the annual general meeting in the year 2006, all the members of the Management Committee, shall retire from office, but shall be eligible upon nomination for re-election.
- (b) No member shall be eligible for election to the Management Committee unless the member:
  - (i) has been a financial member of the Association for a continuous period of six (6) consecutive months or has served, for a period that the Management Committee considers appropriate, as a member of the Management Committee in a casual vacancy on the Management Committee;
  - (ii) is not an undischarged bankrupt;
  - (iii) has not been convicted of an indictable criminal offence or sentenced to imprisonment;
  - (iv) is not a member of any other entity, body or association, incorporated or not incorporated, that operates in competition with the Association;
  - (v) is not of unsound mind or liable to be dealt with in any way under the law relating to mental health;
  - (vi) has been nominated and seconded by two financial members who are entitled to stand for election to office on the Management Committee.
- (c) The members of the Management Committee shall be elected by secret ballot, conducted in accordance with this Rule.
- (d) Nominations for the offices of President, Vice-President, Secretary, Treasurer and for ordinary membership of the Management Committee shall be received by the Secretary 28 days before the day of the annual general meeting in the year of election.
- (e) Nominations shall be in the prescribed form as provided for in the by laws.

- (f) A member nominating for office shall state on the nomination form the office for which the member is nominating.
- (g) A member nominating for more than one office at any election, shall complete separate nomination forms for each such office.
- (h) The AGM shall appoint a person, not a member of the Association, as the returning officer for the conduct of the election at the annual general meeting.
- (i) The returning officer shall, where there is any contest for offices:
  - (i) within 3 days of the close of nominations prepare voting papers for each contested office (the “Ballot Paper”), listing the candidates for election in alphabetical order;
  - (ii) within 3 days of the close of nominations establish a locked bag postal address for the purposes of the election (the “Locked Bag”);
  - (iii) throughout the period of the election ensure that no other person, other than the Returning Officer’s duly appointed agents and the employees of Australia Post, have access to the Locked Bag;
  - (iv) prepare voting instructions for financial members entitled to vote in accordance with this Rule as to the method of voting, marking of the Ballot Paper and returning the Ballot Paper(s) (the “Voting Instructions”);
  - (v) within 7 days of the close of nominations issue to all financial members entitled to vote:
    - A. an initialled Ballot Paper for each contested office;
    - B. Voting Instructions;
    - C. a stamped envelope addressed to the Locked Bag; and
    - D. a declaration envelope in the form prescribed by the Management Committee.
  - (vi) at the close of business on the seventh day preceding the AGM, collect the Locked Bag and all Ballot Papers contained therein (the “Close of the Ballot”);
  - (vii) as soon as practicable after the Close of the Ballot, count the ballot in the presence of scrutineers appointed by the candidates for election;
  - (viii) do all such things as are reasonable and necessary to ensure the secrecy of the ballot;
  - (ix) determine the ballot on the basis of the candidates with the greatest number of ballots in their favour being declared elected, provided that any candidate nominating for more than one office shall, if elected to a higher office, be excluded from the ballot in relation to all other offices and for the purposes of this Rule:

- A. the office of President is higher than the office of Vice-President, Secretary, Treasurer and Management Committee member;
  - B. the office of Vice-President is higher than the office of Secretary, Treasurer and Management Committee member;
  - C. the office of Secretary is higher than the office of Treasurer and Management Committee member;
  - D. the office of Treasurer is higher than the office of Management Committee member;
- (x) prepare a report to be given at the AGM declaring which candidates were elected, and the giving of such a report to the AGM constitutes the declaration of the ballot;
  - (xi) the returning officer shall, in relation to any uncontested positions, prepare a report to be given at the AGM, or include any report prepare pursuant to sub rule (i) (x) a statement, declaring the successful candidates elected.
- (j) Candidates elected to office shall hold office, subject to these Rules, from the declaration of the ballot until the declaration of the ballot for the next election held in accordance with these Rules.
  - (k) Only financial members who were financial members for a continuous period of at least 3 months immediately following the commencement of the financial year in the year of the election shall be entitled to vote in elections held pursuant to Rule 16.
  - (l) Financial members entitled to vote in any election held pursuant to Rule 16 shall vote by:
    - (i) completing each Ballot Paper in accordance with the Voting Instructions;
    - (ii) completing and signing the Declaration Envelope;
    - (iii) enclosing each Ballot Paper inside the completed and signed Declaration Envelope; and
    - (iv) returning the Declaration Envelope to the Locked Bag.
  - (m) Any Ballot Paper not received by the Close of the Ballot shall not be validly case and shall not be included in the court of the Ballot.
  - (n) Notwithstanding any other provision in these Rules, a member may only exercise only one vote for each position elected pursuant to Rule 16.

## **17. VACANCIES ON THE MANAGEMENT COMMITTEE**

- (a) The Management Committee shall have power at any time to appoint any financial member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.

- (b) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed pursuant to Rule 13 (e) as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

## **18. ADVISORY COMMITTEES**

- (a) The Management Committee may, from time to time, establish Advisory Committees as it sees fit to further the work of the Association.
- (b) An Advisory Committee shall be comprised of such members of the Management Committee as the Management Committee shall determine provided that the Secretary shall be a member of any Advisory Committee and shall, unless otherwise provided in these Rules, be entitled to participate and vote.
- (c) An Advisory Committee of the Association shall have the power to co-opt financial members of the Association and such other persons as may contribute to the deliberations of the Advisory Committee.
- (d) The Management Committee shall have the power to delegate to an Advisory Committee such of its powers for so long and for such purpose as it sees fit.
- (e) An Advisory Committee is responsible to and under the control of the Management Committee.
- (f) Any Advisory Committee formed pursuant to this Rule (a) shall meet regularly, or as otherwise required by the Management Committee, and report to the Management Committee on its deliberations.
- (g) The Management Committee may from time to time dissolve Advisory Committees as it sees fit.
- (h) The Advisory Committees of the Association will meet in accordance with the requirements of the by laws.

## **19. ANNUAL GENERAL MEETING**

- (a) The annual general meeting of the Association shall be called by the Secretary on the direction of the Management Committee and shall be held within 6 months of the close of the financial year.
- (b) Notice of the annual general meeting shall be provided in accordance with these Rules to all financial members of the Association not less than 14 days prior to the date of the meeting.
- (c) The notice of the annual general meeting shall include an agenda for the meeting.

## **20. SPECIAL GENERAL MEETING**

- (a) In addition to the annual general meeting a special general meeting may be convened by the Secretary on the direction of the Management Committee or on the written requisition of 50 financial members.
- (b) The Secretary shall within 28 days of being so directed or receiving such a written request convene a special general meeting of the Association.
- (c) Written notice of a special general meeting shall be circulated to all members of the Association not less than 14 days prior to the date of the meeting.
- (d) A notice of a special general meeting shall clearly state the nature of the business to be conducted at the meeting and no other business may be dealt with at the special meeting.
- (e) In the event of a special general meeting being adjourned the only business that may be dealt with at the adjourned meeting shall be the business that remains unfinished from the business specified in the original notice of the special general meeting.

## **21. NON-RECEIPT OF NOTICE OF MEETING**

Should a person fail to receive notice of any meeting of the Management Committee or of the Association's annual general meeting or of a special general meeting, that was duly sent in accordance with these Rules, such failure shall not invalidate the meeting or the proceedings of that meeting.

## **22. QUORUM**

- (a) A quorum at an annual general meeting or special general meeting of the Association shall be 10 financial members, who are present in person.
- (b) Proxies shall be counted for the purpose of quorum at an annual general meeting or special general meeting of the Association.

## **23. VOTING-RIGHTS**

- (a) Subject to Rule 16(1) only financial members who have been continuously financial for a period of three months prior to the date of a meeting shall be entitled to move and second resolutions and vote at meetings of the Association.
- (b) Every financial member shall be entitled to one vote on any matter that is to be voted on at a meeting of the Association.
- (c) Each resolution shall be decided by a majority of votes, which shall be on a show of hands, unless the meeting determines to conduct a ballot by means of a secret ballot.
- (d) A financial member having an entitlement pursuant to Sub-rule (a) may subject to these Rules, when unable to attend a meeting of the Association, give their vote by proxy to

another financial member of the Association who has an entitlement pursuant to Sub-rule (a).

- (e) A proxy shall be in writing, signed by the financial member who is giving the proxy and shall be in the form provided in the by laws to these Rules and is to be provided to the Secretary 7 days prior to the commencement of the meeting at which the proxy is to be exercised.
- (f) Financial members entitled in accordance with this Rule to hold a proxy may only hold 5 proxy votes at any one time.

## **24. MINUTES**

- (a) The Secretary shall cause minutes of the proceedings of every Management Committee meeting, Executive meeting and general meeting of the Association to be entered in the minutes of the Association.
- (b) The minutes of the Association shall be held by the Secretary and are to be open for inspection by financial members on request to the Secretary.
- (c) For the purpose of accuracy of the recording of such minutes, the minutes of every Management Committee meeting and every general meeting shall be signed by the Chairperson of that meeting verifying their accuracy.
- (d) Minutes of meetings of the Management Committee shall be circulated to all members of the Management Committee within 14 days of the Management Committee meeting.
- (e) Minutes of meetings of the Executive shall be circulated to all members of the Executive within 14 days of the Executive meeting.

## **25. CHAIRPERSON**

- (a) The President shall preside as Chairperson at all meetings of the Association and if the President is not present at a meeting within 15 minutes after the time appointed for holding the meeting, or if present is not willing to act, the Vice-President shall be Chairperson or if the Vice-President is not present at the meeting, or if present is not willing to act, then the members entitled to be at the meeting in accordance with these Rules may choose 1 of their number to be Chairperson of the meeting.
- (b) The Chairperson of any meeting shall, when so acting, act with all the powers of the President.
- (c) Notwithstanding any other provision of these Rules, the Chairperson, at any meeting shall have a casting as well as a deliberative vote in the event of an equality of votes.

## **26. PRESIDENT**

- (a) The President and the Secretary shall prepare the agenda for meetings of the Management Committee, the Executive and general meetings of the Association and shall in respect of Management Committee and Executive meetings, circulate the agenda to members of the Management Committee or the Executive (as the case may be) at least 3 days prior to the holding of a Management Committee or Executive meeting, as the case may be.
- (b)
  - (i) The President shall encourage participation in general meetings by all financial members of the Association entitled pursuant to these Rules to participate;
  - (ii) The President shall encourage participation in Management Committee meetings by all members of the Management Committee.
- (c) The President shall ensure at all meetings of the Association the observance of the standing orders, rules of debate and these Rules.
- (d) The President shall act as the spokesperson for the Association on matters of policy, however the Association may proscribe the President's right to make public statements on particular subject matter 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 Management Committee.
- (e) If the President ceases to be a Management Committee member, the President ceases to hold office as President.

## **27. VICE-PRESIDENT**

- (a) The Vice-President shall act for the President in the President's absence.
- (b) If the Vice-President ceases to be a Management Committee member, the Vice-President ceases to hold office as Vice-President.

## **28. TREASURER**

- (a) The Treasurer shall be responsible for and shall cause records to be kept of all receipts and payments and other financial transactions.
- (b) The Treasurer shall cause to be prepared financial budgets and statements.
- (c) The Treasurer shall on at least a quarterly basis submit a report on the finances of the Association to the Management Committee.
- (d) As soon as practicable after the close of the financial year the Treasurer shall cause to be prepared a statement containing the particulars of:



- (i) the income and expenditure of the Association for the financial year just ended;
  - (ii) the assets, liabilities, mortgages, charges and securities affecting the property of the Association at the close of the financial year just ended.
- (e) If the Treasurer ceases to be a Management Committee member, the Treasurer ceases to hold office as Treasurer.

## **29. SECRETARY**

- (a) The Secretary shall be the public officer of the Association and shall implement the Association's policies and decisions.
- (b) The Secretary shall be responsible for and shall cause the following matters to be attended to:
  - (i) the preparation and presentation of reports, other than financial reports which are to be prepared by the Treasurer, to the Management Committee and to the Association;
  - (ii) the issuing and receipt of correspondence between the Association and other persons;
  - (iii) shall manage the Association's affairs on a day to day basis, subject always to:
    - A. these Rules;
    - B. directions of the Management Committee;
    - C. directions of the Executive;
    - D. directions of the Association in general meeting;
    - E. policy of the Association made pursuant to these Rules.
  - (iv) managing and co-ordinating the activities of the employees, contractors and/or agents to or of the Association;
  - (v) ensuring records of the minutes of general meetings of the Association, the Management Committee meetings and the Executive meetings are maintained;
  - (vi) ensuring that notices of meetings are forwarded to members in accordance with the provisions of these Rules;
  - (vii) such other duties as may be provided by these Rules or as may be directed by the Management Committee or a general meeting of the membership.
- (c) The Secretary has all the powers necessary for performing the Secretary's role.

- (d) The Association may appoint a person to act as its Secretary during:
  - (i) any period in which there is no person appointed to the position of Secretary;
  - (ii) any period when the Secretary is absent from duty or cannot, for another reason, perform the duties of the Secretary.

### **30. AUDITOR**

- (a) The Auditor shall be appointed by the annual general meeting of the Association.
- (b) The Auditor shall audit the annual statement of accounts and shall certify that annual statement of accounts.
- (c) The Auditor shall have the power at any time to call for the production of all books, accounts, vouchers, financial records and other documents relating to the financial affairs of the Association.
- (d) The Auditor shall not:
  - (i) hold an office in the Association;
  - (ii) be an employee of the Association;
  - (iii) be a member of the Management Committee.

### **31. ASSOCIATION EMPLOYEES**

- (a) The Association may employ or engage such persons for the purposes of carrying out these Rules as necessary.
- (b) Such employees shall be employed upon such terms and conditions as the Association may prescribe from time to time.
- (c) The allocation of duties and responsibilities to, and the daily operational management of, employees shall be the responsibility of the Secretary.
- (d) Employees shall report to the Secretary.

### **32. AMENDING THE RULES**

- (a) 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 a general meeting.
- (b) The special resolution referred to in Sub-rule (a) must be passed by a three-quarters majority of the financial members present in person and entitled to vote at a general meeting.

- (c) Written notice of not less than 14 days of the general meeting at which the amendment to the Rules is to be considered shall be given to all financial members and such written notice shall:
  - (i) set out the nature of the proposed amendment to the Rules;
  - (ii) advise financial members that a copy of the proposed amended Rules can be obtained on request and at no cost from the Secretary.
- (d) An amendment, repeal or addition is valid only if it is registered by the Chief Executive.

### **33. COMMON SEAL**

- (a) There shall be a common seal, circular in shape and bearing the full name of the Association.
- (b) The common seal shall be held in safe custody by the Secretary.
- (c) The common seal shall only be used by the authority of the Management Committee.
- (d) Every instrument to which the common seal is affixed shall be signed by the President or the Vice-President and one other member of the Management Committee.

### **34. DOCUMENTS**

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

### **35. FUNDS OF THE ASSOCIATION**

The Association's funds shall be used for the payment of the expenses of the administration and management of the Association and for any purpose that the Management Committee may from time to time direct towards the attainment of any of the objects of the Association.

### **36. FINANCES AND PROPERTY**

- (a) The registers, accounts and other financial records of the Association shall be kept and maintained either in electronic, written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in such accounts and other financial records.
- (b) All money received by the Association is to be paid into an account in such financial institution as the Management Committee determines held in the name of the Association, provided that there may be more than one account opened in the name of the Association.

- (c) All accounts held in the name of the Association shall be opened in the following name - "Retired Firefighters' Association of Queensland Inc. - [detail of account purpose]"
- (d) All moneys shall be deposited as soon as practicable after receipt thereof.
- (e) The Treasurer shall cause payments to be by petty cash, cheque or by electronic fund transfer.
- (f) All amounts of one hundred dollars or over shall be paid by cheque or by electronic fund transfer.
- (g) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment's which may be open.
- (h) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (i) The assets and income of the Association shall be applied solely in furtherance of its above mentioned objectives 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.
- (j) All cheques and all electronic fund transfers are to be signed or authorised, as the case may be, by any 2 of the President, Treasurer, Secretary or another member of the Association authorised by the Management Committee for that purpose.
- (k) Expenditure which is not endorsed in the Association's Budget or is not recurrent and is in excess of \$100, or such other sum as the Management Committee may from time to time determine, is to be approved by the Management Committee for expenditure before being expended.
- (l) The Management Committee may in relation to any particular item of expenditure place such limitations on the Secretary as it considers appropriate.
- (m) No loans shall be made by the Association without there being, to the satisfaction of the Management Committee, adequate security provided in relation to any such loan, and any such loan made shall be reported to the membership of the Association at the next general meeting of the Association.
- (n) All such statements as are referred to in Rule 28 of these Rules shall be examined by the Auditor who shall present a report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.

### **37. REIMBURSEMENTS**

Reasonable out-of-pocket expenses may be allowed to officers or members engaged on the Association's business.

### **38. ASSOCIATION LIABILITY FOR AUTHORISED ACTS**

The Association shall be responsible for the authorised acts of its employees, officers and agents provided that the Association shall indemnify its employees, officers and agents in respect of payments made and liabilities incurred by them, if, and only if, the acts, payments or liabilities were performed, made or incurred by them:

- (a) within the scope of their authority;
- (b) in the ordinary and proper conduct of the Association's business;
- (c) in the honest and reasonable discharge of their employment, agency or office;
- (d) in good faith.

### **39. INDEMNITY**

The Association shall subject to the provisions of Rule 38 indemnify any of the persons mentioned in Rule 38 against liability for any loss or damage though the loss or damage may have occurred by reason of negligence, a reasonable mistake, error, oversight or omission on their part.

### **40. CONFLICT OF INTEREST**

- (a) Officers, members of the Management Committee and/or employees of the Association shall not engage in any contractual relations with the Association for the supply of goods or services to the Association without the express consent of the Management Committee.
- (b) A member of the Management Committee shall not, without the express consent of the Management Committee, take part in the deliberations nor vote in respect of any contract or proposed contract with the Association in which the member or one of the member's family is interested nor participate in any part of a meeting in which any contract or proposed contract with the Association in which the member or one of the member's family is interested is dealt with, or any matter arising as a result of any contract or proposed contract, and if the member does so vote or so participate any, resolution shall be void ab initio.
- (c) Nothing in this Rule shall prevent:
  - (i) an employee of the Association from seeking election to and becoming a member of the Management Committee whilst remaining in the employment of the Association;

- (ii) a member of the Management Committee from becoming an employee of the Association whilst remaining as a member of the Management Committee.
- (d) For the purposes of this Rule a member's family shall include siblings, spouses, de facto partners of 6 or more months standing, parents, parents-in-law, grandparents, grandparents-in-law, children, grandchildren, stepchildren and children of defacto partners of 6 or more months standing.

#### **41. GIVING NOTICE TO MEMBERS**

- (a) Any document required or authorised to be given to a member of the Association pursuant to these Rules may be given 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 shall be deemed to have been given to the member at the time at which the letter would be delivered in the ordinary course by ordinary post.
- (b) Any notice required or authorised to be given to a member of the Association pursuant to these Rules may be given by:
  - (i) addressing to the postal address of the member a letter containing the notice and sending such letter prepaid by ordinary post and unless the contrary is proved the notice shall be deemed to have been given to the member at the time at which the letter would be delivered in the ordinary course by ordinary post; and/or
  - (ii) publishing the notice in the Association Journal and such notice shall be deemed to have been given to the member 7 days following the publication of the Association Journal; and/or
  - (iii) publishing the notice in the Courier-Mail or other daily newspaper having distribution throughout Queensland and such notice shall be deemed to have been given to the member 7 days following the publication of the Courier-Mail or other daily newspaper having distribution throughout Queensland; and/or
  - (iv) publishing the notice on the Association's web site and such notice shall be deemed to have been given to the member 7 days following the publication.
- (c) Where any document or notice is required or authorised to be given by registered letter or certified mail to a member of the Association the provisions of this Rule shall apply with necessary modifications.

#### **42. DISSOLUTION OF ASSOCIATION BY MEMBERS**

- (a) The Association shall be dissolved if:
  - (i) the membership is less than 7 persons; or

- (ii) a resolution to dissolve the Association is carried by a vote of a  $\frac{3}{4}$  majority of the financial members present at a general meeting convened to consider the question.
- (b) The surplus assets shall not be distributed amongst the members but shall be transferred to a body:
  - (i) being an Association, incorporated or otherwise, formed for promoting similar objects or for charitable objects similar to the Association's objects;
  - (ii) the Rules of which prohibit the distribution of the body's income and assets to its members;
  - (iii) that is, if the Association be deemed approved pursuant to Item 81(1) of the Income Tax Assessment Act, so approved.

#### **43. WINDING UP OF ASSOCIATION**

- (a) This section applies if the Association is wound-up under Part 10 of the Act and there are surplus assets.
- (b) In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects and which is approved by the Commissioner of Taxation for the purposes of sub section 78(4) of the Income Tax Assessment Act 1936.

#### **44. AMALGAMATION**

Where it furthers the objects of the organisation to amalgamate with any one or more other organisations having similar objects, the other organisation(s) must have Rules prohibiting the distribution of its (their) assets and income to members and must be approved by the Commissioner of Taxation for the purposes of subsection 78(4) of the Income Tax Assessment Act 1936.

#### **45. STANDING ORDERS**

- (a) The order of procedure provided for by this Rule shall be adhered to as far as practicable at all meetings of the Association.
- (b) The Chairperson shall take the chair for the meeting and upon ascertaining that a quorum is present shall then declare the meeting open for the transaction of business and in the event of no quorum being present within the time prescribed, the Chairperson shall proceed in accordance with the appropriate Rule.
- (c) The order of procedure shall be as follows:
  - (i) attendance and apologies;

- (ii) minutes shall be presented for confirmation, but no discussion shall be allowed except as to their accuracy as a record of the proceedings;
  - (iii) business arising out of minutes;
  - (iv) correspondence;
  - (v) financial statements and accounts;
  - (vi) reports;
  - (vii) general business.
- (d) Notices of motion shall be required for rescission or alteration of standing orders, Rules of debate, or some previous resolution.
  - (e) A member on giving a notice of motion shall provide the Secretary with a copy of such notice.
  - (f) No notice entered on the notice paper shall be proceeded with unless the member who has given such notice or some person authorised by the member in writing to move the motion be present when the business is called to its order.
  - (g) Notices not proceeded with shall be struck out.
  - (h) No new business shall be taken later than 10 p.m. unless an extension of time be granted by the meeting prior to that hour.
  - (i) Any member engaging in misconduct during a meeting or in any way making an annoyance to or obstructing the business of the meeting shall be called to order by the Chairperson and, if after being so called to order, the member refuses or fails to obey the Chairperson, that member shall be excluded from taking any further part in the business of the meeting if, upon taking a vote forthwith for that purpose, a majority of the members present at such meeting so decide.

#### **46. RULES OF DEBATE**

- (a) No discussion shall be allowed except on motion or amendment duly proposed and seconded.
- (b) Any member desiring to propose a motion or amendment or to discuss any matter under consideration must address the Chairperson and no member shall address the meeting unless called by the Chairperson.
- (c) When the Chairperson speaks during a debate, the member then speaking or offering to speak shall cease so that the Chairperson may be heard without interruption.
- (d) The Chairperson shall call to order any speaker who departs from the question or who violates the courtesies or rules of debate.



- (e) Should the Chairperson desire to take part in a debate at any meeting then the Chairperson shall vacate the chair for the time being and another Chairperson shall be appointed in accordance with these Rules.
- (f) All questions shall be determined in the following manner:
  - (i) the mover of the motion shall have 5 minutes at the time of moving the motion to present argument in support of the motion and 5 minutes to reply, which must be limited to the answering of arguments advanced against the motion;
  - (ii) the seconder of such motion and all other speakers shall be limited to 5 minutes;
  - (iii) the meeting, on motion without debate, may extend the time of any speaker but such extension of time shall not exceed 5 minutes - the meeting may agree to further extensions on the same basis;
  - (iv) the Chairperson shall call attention to the time of all speakers 1 minute before such time expires and motions for extensions may be made when the Chairperson so calls, but not later;
  - (v) after the motion has been moved and seconded, no more than 2 members shall speak in succession on one side, either for or against any question before the meeting and if at the conclusion of the second speaker's remarks no member rises to speak on the other side, the motion or amendment shall at once be put to the meeting, subject to part (i);
  - (vi) all votes at meetings shall be subject to the following:
    - (A) the Chairperson shall read the motion and determine the question on the voices, provided that the Chairperson may call for a show of hands; and
    - (B) the Chairperson shall then declare the question carried or lost;
  - (vii) in the event of a motion being carried or lost by a narrow majority, any 3 members may demand a division and on a division being called for, those in favour shall go to the side of the room on the Chairperson's right and those against to the Chairperson's left and the number on each side shall be counted and the number of voters each - for and against - shall be recorded in the minutes;
  - (viii) provided always that any 3 members may call for a poll to be conducted in relation to any motion if the request for the poll is made prior to motion being voted upon and the request for the poll is carried by the meeting.
- (g) At any time during debate on any motion it shall be competent for any member who has not spoken to the motion to move an amendment, which shall be subject to the following:
  - (i) all amendments must be seconded;
  - (ii) motions may be amended by adding words, by deleting words, or by deleting words and inserting others in their place;

- (iii) the effect of any proposed amendment shall not be such as to establish a direct negative to the question contained in the motion;
  - (iv) only one amendment shall be received at a time and such amendment must be disposed of before any further amendment is moved and all amendments shall be put before the original motion;
  - (v) the mover of an amendment shall not have the right of reply;
  - (vi) should an amendment be carried it becomes the substantive motion and thereon an amendment may be proposed, if however, no further amendment be proposed the amendment which has become the substantive motion shall be put without further debate subject to the mover of the original question having the right of reply.
- (h) Where a motion is considered by a meeting without any amendments being proposed no member except for the mover of the motion shall speak more than once on the motion unless by way of personal explanation or with the consent of the meeting except where an amendment or amendments are proposed then a member may speak for or against the motion and for or against any amendment which is proposed.
- (i) Any member who thinks they have been misrepresented by a speaker may, with the indulgence of the meeting, interrupt the speaker to correct the misstatement, but the member must not enter into argument.
- (j) It shall be competent at any time during a debate for a member who has not spoken to the motion to rise and move "that the question be now put" but no discussion shall be allowed thereon and if this motion be duly seconded and carried, the Chairperson shall forthwith call upon the member (if any) who may have the right of reply, and immediately following such reply the Chairperson shall put the motion, which shall include the amendments (if any) which have been moved, or of which notice has been given.
- (k) No motion upon any other subject shall be submitted until the one before the chair is disposed of as prescribed in Sub-rule (m).
- (l) Should any question have occupied the attention of the meeting for 20 minutes, the discussion on such question shall be deemed to have closed and the Chairperson shall forthwith call on the mover to reply, unless the meeting decides by resolution to continue the discussion of the matter in question.
- (m) A motion may be dealt with by:
- (i) adoption as moved;
  - (ii) rejection as moved;
  - (iii) adoption after amendment of the subject matter;
  - (iv) any of the following motions which will be in order whether a motion or motion with amendments, shall be before the meeting:

- (A) "the order of the day", i.e., that the next business in order be now taken;
  - (B) postponement of the question, either to a definite time or a time to be fixed;
  - (C) reference to a committee;
- (v) Adjournment:
- (A) of the debate;
  - (B) of the meeting.
- (n) A motion for adjournment may be moved and seconded at any time during the meeting and the motion may be debated provided that not more than 2 speakers be allowed both for and against the motion (including the mover and seconder).
- (o) There shall be no right of reply for the mover of the motion for adjournment and such adjournment shall occur if carried by a majority of members present.
- (p) A second motion for adjournment shall not be moved until the subject under discussion at the time of the first motion for adjournment has been disposed of.
- (q) A member may at a meeting give a notice of motion to be moved at a future meeting by handing a copy thereof to the chief executive officer and such notice of motion shall take precedence in the order in which it stands in the minute book, in relation to other similar notices, and it shall lapse if the member or some other member authorised in writing to move the motion on the member's behalf be not present when the order of the day for such notice is read.
- (r) Questions of order shall be decided by the Chairperson, whose ruling shall be final unless challenged by a formal motion submitted to the meeting.
- (s) Any member may rise to a point of order when the member considers the rules of debate to have been violated and the member must submit the "point of order" to the Chairperson, who shall decide the question as prescribed in Sub-rule (t).
- (t) Upon the question of the order being raised, the member addressing the meeting at the time shall take their seat and shall remain seated until the "point of order" has been decided.
- (u) A report of a committee officially presented shall be received without motion, but the adoption of such report either absolutely or by clauses shall be moved and seconded.
- (v) It shall be competent for any member to move the reconsideration of a resolution that has been passed by a meeting, provided that the member shall have given notice at a previous meeting.
- (w) It shall be competent for any member to propose that any subject shall be considered in a committee of the whole meeting and the vote on such proposition when seconded shall then be taken without discussion.

- (x) Any standing orders or rule of debate contained in this Rule may be suspended by the vote of the majority of the members present at the meeting.
- (y) Rulings given by the Chairperson on any question may be subject to a motion calling to disagree with any ruling. On the motion becoming seconded, the Chairperson shall vacate the chair which shall be taken by the Vice-President or otherwise in accordance with these Rules.
- (z) No motion to dissent from the Chairperson's ruling shall be permitted unless it be made before any other business or speech has intervened.
- (aa) The procedure to determine the motion shall be as follows:
  - (i) the member moving the motion shall be given 5 minutes to support the motion;
  - (ii) the Chairperson shall be given 5 minutes to defend their ruling;
  - (iii) the acting Chairperson shall then put the question and on the question being determined the Chairperson shall resume the chair.

#### **47. ADVISORY COMMITTEES**

- (a) The Management Committee may establish and appoint, from amongst the members, such Advisory Committees as it considers necessary.
- (b) No Advisory Committee shall exist to perform its functions for longer than the term of office of the Management Committee during which the Advisory Committee is appointed.
- (c) The President shall be deemed to be an ex-officio member of all Advisory Committees and shall have voting rights, but shall not be counted for the purpose of determining the number of members of the Advisory Committee.
- (d) Membership of each Advisory Committee shall consist of an Advisory Committee Chairperson, and not less than 3 or more than 5 committee members as the Management Committee shall determine, provided that for the purpose of determining the number of members on the Advisory Committee the Advisory Committee Chairperson shall be counted as a member of the Advisory Committee but the Secretary shall not be counted.
- (e) The Management Committee may authorise the appointment of external members to any Advisory Committee provided that not more than 2 external persons shall be appointed at any one time to an Advisory Committee.
- (f) The Chairperson of any Advisory Committee shall report on the business of the Advisory Committee to each meeting of the Management Committee.
- (g) Any decision of an Advisory Committee shall not bind the Association or the Management Committee, as the case may be, but shall take the form of a recommendation to the Association or the Management Committee, as the case may be.
- (h) The Secretary shall maintain a register of Advisory Committees and their membership.

(i) Meetings of Advisory Committees

- (i) The Advisory Committee shall, subject to these Rules and to the authority of the Management Committee, do all such things as are necessary for the control and management of its affairs.
- (ii) The Advisory Committee Chairperson shall Chair all meetings of the Advisory Committee in conformity with the standing orders of the Association for the conduct of meetings.
- (iii) In the absence of the Advisory Committee Chairperson or if the Advisory Committee Chairperson is present but unable or unwilling to act as Advisory Committee Chairperson, the Advisory Committee shall appoint one of its number to act as Advisory Committee Chairperson for the purposes of the meeting and such member shall so act with all the powers of the Advisory Committee Chairperson.
- (iv) The Advisory Committee shall meet at such times as its members may determine, provided that the Secretary shall upon the request of the Advisory Committee Chairperson, or any 2 members of the Advisory Committee, summon a meeting of the Advisory Committee.
- (v) The Secretary shall give at least 24 hours notice when summoning members to meetings of the Advisory Committee.
- (vi) The Advisory Committee shall, through its Advisory Committee Chairperson submit reports of its business or such other reports as the Management Committee requires.
- (vii) Meetings of the Advisory Committee may be conducted by telephone, radio, videolink or any other method by which members of the Advisory Committee are able to communicate with each other without being physically present.
- (viii) The Advisory Committee shall at its first meeting immediately following appointment, elect a member of the Advisory Committee to act in the capacity of minute secretary.
- (ix) No proxies shall be permitted at meetings of the Advisory Committee.
- (x) At any meeting of the Advisory Committee a majority of the total membership for the time being of the Advisory Committee shall constitute a quorum.
- (xi) If at any meeting of the Advisory Committee no quorum be present at the expiry of 30 minutes after the time fixed for the commencement of the meeting such meeting shall be adjourned for not less than 7 days nor more than 14 days. Members of the Advisory Committee shall be given 2 clear days notice of the date, time and place to which the meeting has been adjourned. If at such adjourned meeting no quorum be present, those present shall be deemed to be a quorum for the purpose of the business to be determined.
- (xii) At meetings of the Advisory Committee each member shall have one vote.

- (xiii) Voting shall be by show of hands, except in such cases as the Advisory Committee shall decide otherwise.
- (xiv) A member of the Advisory Committee absent from 2 consecutive meetings of the Advisory Committee without satisfactory explanation may be removed from the Advisory Committee by the Management Committee.
- (xv) The Advisory Committee Chairperson shall have a deliberative vote and in the event of a tied vote shall have a casting vote.
- (xvi) Decisions shall be by simple majority of the votes of those present.
- (xvii) The minutes of the Advisory Committee meeting shall be prepared by the minute secretary who shall, at the conclusion of the meeting, provide a copy of the minutes to the Secretary who shall ensure:
  - A. that a copy of the minutes be forwarded to each member of the Advisory Committee; and
  - B. a copy is retained for the Association's records;
  - C. a copy of the Advisory Committee's minutes are provided to the Management Committee at its next meeting;
- (xviii) A copy of the minutes of each Advisory Committee meeting shall be available for inspection by ordinary members of the Association during the ordinary office hours of the Association.
- (xix) The Advisory Committee shall not hold any funds or property and shall to the extent necessary and considered expedient for the meeting of the objects of the Association, have its operating costs (if any) met by the Association, subject always to the express approval of any such operating costs by the Management Committee.
- (xx) The Advisory Committee shall, with the necessary changes being made, adopt the rules of debate as provided for in these Rules.

#### **48. BY-LAWS**

- (a) The Management Committee may make By-Laws not inconsistent with the Act or these Rules, for the carrying into effect of any or all of the provisions and objects of these Rules.
- (b) The Management Committee may rescind in full or in part or amend any By-Law or part of a By-Law.
- (c) Members of the Management Committee shall be given not less than 7 days notice of motion before any By-Law for adoption or amendment may be considered by a meeting of the Management Committee.
- (d) The Secretary shall cause to be kept an up to date copy of all By-Laws adopted pursuant to this Rule, which shall be available for perusal by members on request to the Secretary.

- (e) Any By-Law which is inconsistent with the provisions of the Act and these Rules shall be void to the extent of such inconsistency, but so far as it is possible the By-Law shall be given meaning, and so far as it is possible effect shall be given to such parts of a By-Law which are not void.