



CONSTITUTION OF QUEENSLAND JUSTICES ASSOCIATION

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ADMINISTRATION

1. The Company

- (a) The name of the company is the Queensland Justices Association.
- (b) The QJA is registered as a public company limited by guarantee.
- (c) The registered office of the QJA is 8A/108 Wilkie Street, Yeerongpilly in the State of Queensland.

2. Interpretation

- (a) In this Constitution, unless the context otherwise requires, the words in column A have the meaning set out opposite in column B:

A	B
Act	the <i>Corporations Act 2001</i> (Cth)
Admin Regulation	an administrative regulation made under this Constitution
Annual General Meeting	a meeting held under rule 28
ASIC	the Australian Securities and Investments Commission
Board	the Directors acting together
Board Meeting	an Ordinary Board Meeting or a Special Board Meeting
Board Member	a member of the Board of Directors other than: <ul style="list-style-type: none">• President;• Vice President; and• Immediate Past President
Board of Directors	being the governing body comprised of the: <ul style="list-style-type: none">• President;• Vice President;• Immediate Past President; and• the Board Members
Branch	a branch of the QJA
Commissioner for Declarations	a Commissioner for Declarations as defined in the <i>Justices of the Peace and Commissioners for Declarations Act 1991</i> (Qld)
Constitution	these rules that provide for the operation of the QJA
Contact Group	a group established under rule 59
Corporate Member	a person granted corporate membership
Financial Year	the year under rule 64
General Meeting	the Annual General Meeting or a Special General Meeting

Immediate Past President	the Voting Member holding the office of Immediate Past President
Justice of the Peace	a Justice of the Peace as defined in the <i>Justices of the Peace and Commissioners for Declarations Act 1991</i> (Qld)
Life Member	a person granted life membership
Life Subscription Member	an Ordinary Member who has paid the life subscription fee
Membership Privileges	the rights and privileges under rule 12
Membership Register	the register of members of the QJA required to be kept under this Constitution
Objects	are those objects set out in rule 8
Office	severally, the office of: <ul style="list-style-type: none"> • the President; • the Vice President; • the Immediate Past President; and • a Board Member
Officer	a member elected to, and holding, an office
Officers Register	the register provided for by rule 51
Ordinary Board Meeting	a meeting held under rule 39
Ordinary Member	a member who is: <ul style="list-style-type: none"> • a person who is a Justice of the Peace or Commissioner for Declarations for the State of Queensland; or • any other person or class of persons determined by the Board
Ordinary Resolution	a resolution passed by a simple majority
President	the Voting Member elected to the office of President
Principal Office	8A/108 Wilkie Street, Yeerongpilly in the State of Queensland
Proof of Entitlement	a copy of a: <ul style="list-style-type: none"> • letter of verification of appointment from the Department of Justice and Attorney-General; or • certificate of registration as a Justice of the Peace or Commissioner for Declarations, in the form, and accompanied by the declarations, that the Board considers appropriate
QJA	the Queensland Justices Association
Qualified Member	a:

	<ul style="list-style-type: none"> • member who is designated as a Qualified Member under rule 12; and • a Voting Member
Registrar	the person appointed under rule 50
Replaceable Rule	a replaceable rule as defined in the Act
Representative	a representative appointed under sub-rule 12(f)(i)
Special Board Meeting	a meeting held under rule 40
Special General Meeting	a meeting held under rule 29
Special Resolution	a special resolution as defined in the Act
Subordinate Regulation	severally, a: <ul style="list-style-type: none"> • code of conduct; • by-law; • regulation; and/or • standard, made under this Constitution
Subscription Fee	has the meaning provided by rule 18
Vice President	a Voting Member elected to the office of Vice President
Voting Member	a member who is designated as a Voting Member under rule 12
Website	the website maintained by the QJA

- (b) Unless the context or subject matter otherwise requires, in this Constitution:
- (i) singular words include the plural and vice versa;
 - (ii) any gender includes every gender;
 - (iii) rule is a reference to a rule of this Constitution;
 - (iv) sub-rule means a sub-rule of the rule in which the reference to the sub-rule is made;
 - (v) part means a part of the sub-rule in which the reference to the part is made;
 - (vi) sub-part means a sub-part of the part in which the reference to the sub-part is made;
 - (vii) schedule is a reference to a schedule to, and which forms part of, this Constitution;
 - (viii) persons include a natural person, corporations, trusts, associations, partnerships, government authorities, and other legal entities, and where necessary, include successors and assigns;
 - (ix) writing includes printing, typing, facsimile and other means of representing or reproducing words, figures, drawings or symbols in a visible and tangible or electronic form, in English;
 - (x) signature and signing mean the execution of a document by a person, corporation or other relevant entity and include signing by an agent or attorney or representative (if a body corporate);
 - (xi) months mean calendar months;
 - (xii) statutes include statutes amending, consolidating or replacing the statutes referred to and all regulations, orders-in-council, rules, by-laws and ordinances made under those statutes;
 - (xiii) sections of statutes or terms defined in statutes refer to corresponding sections or defined terms in amended, consolidated or replacement statutes;

- (xiv) an agreement or document means that agreement or document as amended, novated or supplemented;
- (xv) sell or sold includes transfer, lease, assign, grant options and/or any other form of disposing of or creating an interest in the thing being considered and buy or purchase will be interpreted correspondingly;
- (xvi) headings and the table of contents are for convenience only and will be disregarded in the interpretation of this Constitution;
- (xvii) where a word or phrase is given a defined meaning, another grammatical form of that word or phrase in this Constitution has a corresponding meaning;
- (xviii) each part or sub-part in a list is to be read independently from the others in the list;
- (xix) attending in person at a meeting includes attending by phone, video link or such other means that allows a person to participate in the meeting without being physically present; and
- (xx) where the day prescribed by this Constitution for the doing of anything falls on a Saturday or a Sunday or on a day which is a public holiday in the place in which the thing is to be or may be done, the thing may be done on the first day following which is not a Saturday, Sunday or a public holiday in that place;
- (xxi) where a rule provides for the giving of a period of notice then time runs from when the notice is provided under this Constitution and expires at the conclusion of the respective period; and
- (xxii) a reference to ‘PDF’ is a reference to portable document format.

3. Actions Authorised Under the Act

- (a) Subject to rule 8, where the Act authorises or permits a company to do a thing if authorised by its constitution, the QJA is authorised or permitted to do that thing despite another provision of this Constitution.

4. The Act Prevails

- (a) Where a provision in this Constitution is invalid, unenforceable or conflicts with a provision of any law (including, but not limited to, the Act), it will be read and interpreted as being subject to the provisions of the relevant law and will be ineffective, but only to the extent of an:
 - (i) invalidity;
 - (ii) unenforceability; or
 - (iii) conflict.

5. No Limit on Exercise of Powers

- (a) In this rule the word in column A has the meaning set out opposite in column B:

A	B
Action	severally: <ul style="list-style-type: none"> • power; • right; and • discretion

- (b) Subject to rule 8, where the QJA, the Board or another person may exercise an Action under this Constitution, then:
 - (i) the Action may be exercised absolutely without restriction unless the Action is expressly limited; and
 - (ii) an exercise of an Action will not restrict another exercise of the Action on another occasion.

6. Effect Of Constitution

- (a) This Constitution has effect as a contract:
 - (i) between the QJA and each member;
 - (ii) between the QJA and each Officer and the Registrar; and
 - (iii) between a member and each other member,under which each member, Officer or the Registrar agrees to observe and perform this Constitution to the extent the clauses respectively apply to that member, Officer or the Registrar.

7. Constitution Prevails Over Replaceable Rules

- (a) If a provision in this Constitution is inconsistent with a Replaceable Rule, the provision in this Constitution prevails.
- (b) To the extent permitted by law, the Replaceable Rules do not apply to the QJA.

8. Objects

- (a) The QJA has as its main purpose the advancement of the law and legal administration, promote efficiencies in the legal system and directly support the courts, Justices of the Peace and Commissioners for Declaration and the public in need of document witnessing services by:
 - (i) providing document witnessing, attestation and certification services to the public in Queensland;
 - (ii) improving the law and efficiency of legal administration by advocating for law and legal administration reform benefitting the legal system and the community;
 - (iii) providing support to vulnerable persons including children, indigenous persons and adults with cognitive, physical or mental impairments when they are required to be interviewed by police;
 - (iv) carrying out judicial duties and exercising discretion when issuing search and arrest warrants and summons and dealing with bail application matters;
 - (v) providing support, information, training, resources and tools and a forum for exchange of information for Justices of the Peace and Commissioners for Declaration to ensure compliance with the law and efficiency in legal administration;
 - (vi) providing opportunities where independent, trusted and respected honourable persons can serve to support law and efficiency in legal administration and improve services for the public in Queensland.
- (b) In furtherance of the Objects, the Association may:
 - (i) to raise funds in support of attaining the Objects; and
 - (ii) 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.

9. Powers

- (a) The QJA may, by Ordinary Resolution or Special Resolution as the Act requires, exercise a power which under the Act a company limited by guarantee may exercise if authorised by its constitution.
- (b) The QJA has the power to do any, and all, things necessary to carry out its objects, including the powers of a natural person.
- (c) Without limiting sub-rule (b), the QJA may:
 - (i) expend and invest its income;
 - (ii) operate banking accounts;
 - (iii) borrow money;

- (iv) lend money to its members;
 - (v) enter into contracts;
 - (vi) acquire, dispose and in any way deal with any property whether real or personal;
 - (vii) sue for and recover money or property owing to the QJA;
 - (viii) operate and administer facilities and services for the benefit of members;
 - (ix) engage and terminate employees;
 - (x) publish any publication;
 - (xi) hold licences under legislation;
 - (xii) receive and distribute grants;
 - (xiii) discipline members under this Constitution;
 - (xiv) make policy; and
 - (xv) conduct campaigns and make representations on behalf of members.
- (d) The QJA may only exercise its powers in the furtherance of the Objects.

MEMBERSHIP

10. Membership

- (a) The members will be made up of persons admitted to membership under this Constitution.
- (b) The QJA has determined to divide the member of the QJA into the following classes:
 - (i) Ordinary Members;
 - (ii) Life Subscriptions Members;
 - (iii) Associate Members;
 - (iv) Life Members;
 - (v) Honorary Members; and
 - (vi) Corporate Members.
- (c) The rights, and duties, of each class of members and of the members of each class are as provided by this Constitution.
- (d) Despite sub-rule (b), the Board may determine to divide the membership into further classes.
- (e) Where the Board has determined under sub-rule (d) to divide the membership into further classes, the Board will determine the initial rights and duties of each further class of members and of the members of each further class.

11. Classes Of Membership

- (a) An Ordinary Member is:
 - (i) a person who is a Justice of the Peace or Commissioner for Declarations for the State of Queensland; or
 - (ii) any other person or class of persons determined by the Board.
- (b) A Life Subscription Member is an Ordinary Member who has paid a life subscription.
- (c) An Associate Member is:
 - (i) a person who:
 - (A) has undertaken a preparatory training course with QJA; and
 - (B) is not a Justice of the Peace or Commissioner for Declarations; or

- (ii) any other person or class of persons determined by the Board.
- (d) A Life Member is a person who has been appointed a life member under rule 16.
- (e) An Honorary Member is a person who:
 - (i) in the opinion of the Board is worthy of recognition by the QJA; and
 - (ii) is appointed as an Honorary Member by the Board, for the period the Board determines.
- (f) A Corporate Member is a corporation, government department, statutory body, local authority, or incorporated association:
 - (i) which the Board, in its absolute discretion, considers to be a fit and proper body; and
 - (ii) who:
 - (A) agrees to abide by this Constitution;
 - (B) agrees to support and facilitate the achieving of the Objects; and
 - (C) employs two (2) or more persons who are a Justice of the Peace or Commissioner for Declarations.
- (g) The Board may, by Admin Regulation, provide for different classes of Corporate Members based on:
 - (i) size; and/or
 - (ii) the number of employed Justices of the Peace and/or Commissioner of Declarations.
- (h) A person referred to in this rule may seek admission to membership of the QJA in the relevant class of membership.
- (i) The number of members to be admitted to each class of membership is unlimited.

12. Privileges Of Membership

- (a) Subject to this rule, a member may enjoy the following rights and privileges of membership, to:
 - (i) attend any General Meeting;
 - (ii) propose or second a motion for a General Meeting;
 - (iii) speak to a motion before a General Meeting;
 - (iv) vote on any motion at any General Meeting;
 - (v) vote on the election of a member to life membership;
 - (vi) nominate a candidate for an Office;
 - (vii) nominate, subject to this Constitution, for an Office;
 - (viii) if a candidate in an election for an Office appoint a scrutineer;
 - (ix) vote in any ballot for elections for an Office;
 - (x) inspect the Membership Register;
 - (xi) inspect the Officers Register;
 - (xii) inspect the minutes of a General Meeting and/or a Board Meeting;
 - (xiii) in relation to a branch to which they are attached:
 - (A) vote in ballot of the branch; and
 - (B) nominate to hold an office in the branch;
 - (xiv) requisition a Special General Meeting;
 - (xv) receive the QJA's publications;
 - (xvi) access the QJA's library;

- (xvii) attend public lectures hosted by the QJA;
 - (xviii) access the QJA's services; and
 - (xix) any other privileges provided by this Constitution.
- (b) The classes of membership will be afforded the rights of Voting Members, Qualified Members or Restricted Members and, subject to this Constitution, a:
- (i) Voting Member has all Membership Rights; and
 - (ii) Qualified Member has all Membership Rights, other than the right to:
 - (A) nominate a candidate for an Office under sub-rule (a)(vi);
 - (B) nominate for an Office under sub-rule (a)(vii);
 - (iii) Restricted Member has only the right to:
 - (A) attend any General Meeting under sub-rule (a)(i);
 - (B) receive the QJA's publications under sub-rule (a)(xv);
 - (C) access the QJA's library under sub-rule (a)(xvi); and
 - (D) access the QJA's services under sub-rule (a)(xviii).
- (c) Despite sub-rule (b), an Honorary Member is only entitled to receive the QJA's publications under sub-rule (a)(xv).
- (d) Subject to a determination under sub-rule 11(a)(ii), classes of membership afforded the rights of Voting Members are restricted to Justices of the Peace and Commissioners of Declarations.
- (e) The class of membership set out in Column A is, subject to this Constitution, afforded the rights set out immediately opposite in Column B:

A	B
financial Ordinary Member	Voting Member
Life Member	Voting Member
financial Life Subscription Member	Voting Member
financial Corporate Member	Qualified Member
financial Associate Member	Restricted Member

- (f) Without limitation to sub-rule (e), a Corporate Member is entitled, subject to this Constitution, to:
- (i) appoint an individual, who is a Justice of the Peace or Commissioner for Declarations, as a representative to perform the functions, and exercise the power, of a Qualified Member provided that:
 - (A) a Corporate Member may only appoint one (1) Representative;
 - (B) a Corporate Member must notify the Registrar in writing of the appointment of a Representative and the appointment will not be effective, and the Representative will not be able to act as the representative, until the Registrar is notified;
 - (C) the appointment of a Representative will be a standing appointment and a Corporate Member may replace their representative provided that written notification of the replacement is given under sub-part (B); and
 - (D) a Representative may only exercise one (1) vote at meetings of the QJA;
 - (ii) use the QJA's logo as recognition of professional affiliation on websites and in publications, subject to the QJA Trademark Policy; and
 - (iii) nominate its' employees, who are Justices of the Peace or Commissioners for Declarations, to:
 - (A) receive the QJA's publications;

- (B) access the QJA's library;
 - (C) access the QJA's services;
 - (D) attend public lectures hosted by the QJA; and
 - (E) attend branch meetings.
- (g) Membership of the QJA is not transferable by operation of law or otherwise.
- (h) All rights and privileges of membership of the QJA will cease immediately upon a person ceasing to be a member.

13. Varying Privileges Of Membership

- (a) The rights and privileges attached to a class of membership may be varied with the:
- (i) written consent of 75% of the members in that class; or
 - (ii) sanction of a Special Resolution passed at a meeting of the members of that class.

APPLICATIONS FOR MEMBERSHIP

14. Application For Membership

- (a) An application for membership must be:
- (i) in writing;
 - (ii) signed by the applicant;
 - (iii) accompanied by Proof of Entitlement; and
 - (iv) in the form decided by the Board.
- (b) An applicant must provide in writing any other information requested, in writing, by the Board.
- (c) The QJA may, despite sub-rule (a), publish and accept, applications for membership by means of the internet, and in relation to any applications received by means of the internet the provisions of the *Electronic Transactions (Queensland) Act 2001* (Qld) apply and an applicant will be taken to have signed the application form if the requirements of section 14 of the *Electronic Transactions (Queensland) Act 2001* (Qld) are met.
- (d) The Board may publish the application form, determined under sub-rule (a), by the means it considers appropriate.
- (e) No omission, irregularity or absence of form will invalidate an application for membership provided that the:
- (i) applicant intended the document they submitted to the QJA to be an application for membership; and
 - (ii) the QJA treated the document submitted as an application form for membership.

15. Acceptance to Membership

- (a) Upon receipt by the Registrar of:
- (i) an application form; and
 - (ii) Proof of Entitlement,
- the applicant will, subject to this rule, become a member of the QJA from:
- (iii) the date of receipt by the Registrar; or
 - (iv) if the application form and the Proof of Entitlement are provided at different times or by different means, the date of receipt by the Registrar of the last document.
- (b) Despite sub-rule (a):

- (i) the President; or
- (ii) the Board;

may direct the Registrar to refer an application for membership by an applicant to the Board for its determination and the Registrar must do so within five (5) days of being required to do so by the President or the Board.

- (c) The Board must determine, at the meeting to which an application for membership is referred under sub-rule (b), whether to accept or reject the application.
- (d) If the Board determines:
 - (i) to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for and membership will commence on, and from, the date of that determination; or
 - (ii) to reject an application for membership, the rejected applicant for membership has a right to appeal the rejection to a General Meeting.
- (e) Applicants will, when admitted to membership under this rule, enjoy the privileges of membership of the QJA for the class of membership applied for so long as they comply with this Constitution.
- (f) The Registrar must, as soon as practicable after an application for membership has been received and considered, give the applicant a written notice of whether the application has been accepted or rejected.
- (g) On admission to membership the member will be attached, if a Branch has been established for the area in which they reside, to that Branch.

16. Life Membership

- (a) A member, who has demonstrated significant and exemplary service to the QJA, may be appointed as a Life Member by the Board or a General Meeting.
- (b) A member may nominate another member, who the nominating member believes meets the qualifications provided by this Constitution, to the Board to be considered for appointment as a life member.

MEMBERSHIP FEES

17. Entrance Fee

- (a) The Board may determine the entrance fee in relation to a class of membership that is to be paid by a person applying for membership.
- (b) The Board may determine different entrance fees in relation to the different classes of membership.
- (c) The Board may alter the entrance fee payable for a class of membership under sub-rule (a).
- (d) Until the Board makes a determination under this rule in relation to a class of membership, no entrance fee is payable in respect of that class.
- (e) There is no entrance fee payable on becoming a Life Member.

18. Subscription Fees

- (a) The Board may determine the membership subscription in relation to a class of membership that is to be paid by a member of that class to the QJA.
- (b) The Board may determine a different Subscription Fee in relation to:
 - (i) the different classes of membership; and
 - (ii) the different classes of Corporate Members.
- (c) The date for payment of a Subscription Fee will be the time determined by the Board.
- (d) The Board will publish the Subscription Fee.

- (e) The Board may, where:
 - (i) a member is suffering from financial hardship; or
 - (ii) other extenuating circumstances exist in relation to the member,waive the payment of the Subscription Fee or reduce the amount of the Subscription Fee to be paid by that member.
- (f) Upon:
 - (i) payment of the Subscription Fee; or
 - (ii) waiver or payment of the reduced Subscription Fee, as the case may be, under sub-rule (e), a member is to be treated as financial in their respective class of membership.

19. Levies

- (a) A General Meeting may, for expenditure that is related to administrative purposes, determine that a levy may be imposed on members and may fix the amount and date of payment of the levy.
- (b) If any matter arises that, in the opinion of the Board affects the interests of the QJA or its members and which involves any extraordinary expenditure not related to administrative purposes, then the Board may determine that a levy may be imposed on members and may fix the amount and date of payment of the levy.
- (c) Despite sub-rule (b), the Board cannot levy a member an amount that would total more than 50% of the Subscription Fee in a Financial Year.
- (d) In determining levies under this rule, the Board may differentiate between classes of members as to the amounts and timing of levies payable and may waive or reduce the payment of levies for any member who pays Subscription Fees under rule 18(e).

MEMBERSHIP REGISTER

20. Membership Register

- (a) The Registrar must keep a register of members of the QJA as required by the Act.
- (b) The Membership Register may be kept in electronic form.
- (c) The Membership Register must, subject to the Act, include the following particulars for each member:
 - (i) the full name of the member;
 - (ii) the postal or residential address of the member;
 - (iii) the contact phone numbers of the member;
 - (iv) the email address of the member;
 - (v) the date of admission as a member;
 - (vi) the class of membership to which they are admitted;
 - (vii) the Branch to which the member is attached;
 - (viii) the time of resignation or date of death of the member;
 - (ix) details about termination or reinstatement of membership;
 - (x) the member's financial status with the QJA; and
 - (xi) any other particulars the Board, or a General Meeting, may determine.
- (d) Subject to sub-rules (e) and (f), the Membership Register must, be open for inspection by a member, who are entitled to inspect the Membership Register under rule 12, during business hours.
- (e) A member must contact the Registrar to arrange an inspection of the Membership Register.

- (f) The Board may, on the application of a member, withhold information about the member (other than the member's full name) from the Membership Register if the Board has reasonable grounds for believing the disclosure of the information would put the member concerned at risk of harm.

21. Prohibition On Use of Information on Register of Members

- (a) A member must not:
- (i) use information obtained from the Membership Register to contact, or send material to, another member for the purpose of advertising for political, religious, charitable, or commercial purposes; or
 - (ii) disclose information obtained from the Membership Register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the QJA for the purpose of advertising for political, religious, charitable, or commercial purposes.
- (b) Sub-rule (a) does not apply if the use, or disclosure, of the information is approved by the Board.

CESSATION OF MEMBERSHIP

22. Non-Payment Of Fees or Levies

- (a) If any fees or levies payable by a member remain unpaid for a period of two (2) months following the due date for payment:
- (i) the member's Membership Privileges are suspended; and
 - (ii) the Board may determine that the member ceases to be a member of the QJA.
- (b) Upon payment of all arrears:
- (i) a member's Membership Privileges are restored; or
 - (ii) the Board may, if it considers it appropriate, reinstate a member removed under sub-rule (a)(ii).

23. Cessation Of Membership

- (a) A member may resign by written notice addressed and delivered to the Registrar.
- (b) A resignation of a member takes effect on the day:
- (i) the time the notice is received by the Registrar; or
 - (ii) if a later time is stated in the notice, the later time.
- (c) A member ceases to be a member of the QJA:
- (i) if the member's membership is terminated under this Constitution; or
 - (ii) if the Member:
 - (A) dies;
 - (B) is found to be of unsound mind;
 - (C) has the member's personal estate administered;
 - (D) becomes liable to be dealt with under the law relating to mental health;
 - (E) commits an act of bankruptcy, is declared bankrupt or makes any arrangement or enters into a composition with creditors generally;
 - (F) is no longer permitted to be a Justice of the Peace or a Commissioner for Declarations; or
 - (G) ceases to be a person eligible for membership.
- (d) Despite sub-rule (a), an Associate Member ceases to be a member of the QJA on 30 June in the year immediately following the member becoming an Associate Member.

- (e) A member who holds an office and ceases to be a member of the QJA under this rule immediately ceases to hold their respective office.

24. Continuing Rights, Liabilities and Obligations

- (a) A Subscription Fee paid by a member prior to the member's notice of resignation taking effect will not be remitted to the member.
- (b) A member ceasing to be a member of the QJA does not:
 - (i) affect the liabilities and obligations of the respective member whether they:
 - (A) arise under this Constitution or otherwise; or
 - (B) exist at the date of the termination; or
 - (C) arise or crystallise after that date; and
 - (ii) relieve that respective member from an obligation to:
 - (A) pay an entrance fee and/or Subscription Fee owing to the QJA; or
 - (B) account for any money or asset of the QJA in the possession or control of the respective member, at the time of termination.

MEMBERS' OBLIGATIONS

25. Members' Obligations

- (a) A member must:
 - (i) support the Objects;
 - (ii) comply with, and uphold, this Constitution;
 - (iii) upon becoming aware of the death of another member, notify the Registrar;
 - (iv) comply with their respective obligations under this Constitution; and
 - (v) abide by a determination of the Board or a General Meeting.

26. Removal From Membership

- (a) If a member:
 - (i) wilfully refuses or neglects to comply with the member's obligation under rule 25;
 - (ii) wilfully refuses or neglects to comply with, or uphold, this Constitution;
 - (iii) does or fails to do an act or thing which, in the opinion of the Board, is unacceptable or prejudicial to the interests of the QJA;

the Board may, subject to this rule, suspend or terminate the respective membership.
- (b) Prior to a determination made under sub-rule (a), the Board must ensure that a member is provided appropriate procedural fairness, including an opportunity to:
 - (i) appear before the Board to make submissions as to why the member's membership should not be terminated or suspended; or
 - (ii) make written submissions to the Board as to why the member's membership should not be terminated or suspended.
- (c) A member, appearing in person before the Board, is only entitled to:
 - (i) represent themselves; or
 - (ii) be represented by another member.

- (d) A member who holds an office and is removed from membership under sub-rule (a) immediately ceases to hold their respective office.

GENERAL MEETINGS

27. General Meetings

- (a) A General Meeting has all the powers of the QJA.

28. The Annual General Meeting of the QJA

- (a) The Board will hold an Annual General Meeting within six (6) months of end of the Financial Year.
- (b) At the Annual General Meeting, the Board will report to the Qualified Members on the finances and other affairs of the QJA.
- (c) The Annual General Meeting may only be convened by the Board directing the Registrar to give each Qualified Member notice of the meeting.
- (d) A notice of the Annual General Meeting must:
 - (i) be given at least 15 days before the date of the meeting unless otherwise agreed by all Qualified Members;
 - (ii) specify the:
 - (A) place;
 - (B) day; and
 - (C) time of the meeting;
 - (iii) describe the nature of the business to be transacted at the meeting; and
 - (iv) contain any other information required by the Act.
- (e) The Board may postpone the Annual General Meeting or change the venue by giving written notice to all Qualified Members at least 48 hours' before the appointed time.
- (f) The notice required by sub-rule (e) must specify the time and place for the meeting postponed under sub-rule (e).
- (g) If a Qualified Member does not receive a meeting notice as provided by this rule or the Registrar omits to give the member a meeting notice, that omission will not invalidate the proceedings, or any resolution passed at the General Meeting.
- (h) No motion can be dealt with at the Annual General Meeting unless notice of the Annual General Meeting has been given under this Constitution.
- (i) The determination of the Annual General Meeting is, subject to this Constitution, binding on the Board.

29. A Special General Meeting of the QJA

- (a) A Special General Meeting may, subject to the Act, only be convened by:
 - (i) 75% of the Board directing the Registrar, by written requisition, to convene a Special General Meeting;
 - (ii) 100 Qualified Members directing the Registrar, by written requisition, to convene a Special General Meeting; or
 - (iii) as otherwise provided by this Constitution,provided that a written requisition must set out the business proposed to be dealt with at the Special General Meeting and be signed by each Qualified Member.
- (b) A notice of a Special General Meeting must:

- (i) be given to Qualified Members within 10 days of the receipt by the Registrar of the written requisition to hold a Special General Meeting;
 - (ii) be given at least 15 days before the date of the meeting unless otherwise agreed by all Qualified Members;
 - (iii) specify the:
 - (A) place;
 - (B) day; and
 - (C) time of the meeting;
 - (iv) describe the nature of the business to be transacted at the meeting; and
 - (v) contain any other information required by the Act.
- (c) The Special General Meeting:
- (i) requisitioned under sub-rule (a)(i), must be held within 20 days of the Registrar receiving the requisition; or
 - (ii) requisitioned under sub-rule (a)(ii), must be held within 60 days of the Registrar receiving the requisition.
- (d) The Board may, subject to this rule, postpone a Special General Meeting or change the venue by giving written notice to all Qualified Members at least 48 hours before the appointed time.
- (e) The notice required by sub-rule (d) must specify the time and place for the meeting postponed under sub-rule (d).
- (f) If a Qualified Member does not receive a meeting notice as provided by this rule or the Registrar accidentally omits to give the member a meeting notice, that omission will not invalidate the proceedings, or any resolution passed at the Special General Meeting.
- (g) No business is to be transacted at any Special General Meeting, or any adjournment of a Special General Meeting, except that contained in the notice under sub-rule (b).
- (h) The determination of a Special General Meeting is, subject to this Constitution, binding on the Board.

30. Quorum of a General Meeting

- (a) A quorum for a General Meeting will be 10 Qualified Members, provided that proxies will be counted for the purposes of quorum.
- (b) If no quorum is present at a General Meeting within 30 minutes after the time fixed for the commencement of the meeting, the meeting will be adjourned.
- (c) A meeting adjourned under sub-rule (b) will take place on the same day and at the same time and place as originally notified in the next succeeding week.
- (d) If, at a meeting adjourned under sub-rule (b), no quorum is present within 30 minutes from the time fixed for the adjourned meeting, then the meeting fails.

31. Chair of a General Meeting

- (a) The chair of a General Meeting will be the President.
- (b) Despite sub-rule (a), if the President is either not present within 15 minutes after the time fixed for the commencement of the General Meeting, or if present is unable or unwilling to chair, then the Vice-President if present, and able and willing to chair, will chair the meeting.
- (c) Despite sub-rule (b), if the Vice President is either not present within 15 minutes after the time fixed for the commencement of the General Meeting, or if present is unable or unwilling to chair, then the meeting will elect a Qualified Member to chair the meeting
- (d) The chair of the General Meeting does not have a casting vote.

32. Adjournment Of Meeting

- (a) The chair of the General Meeting must adjourn the meeting if directed by the meeting to do so.
- (b) A direction to adjourn a General Meeting may change the:
 - (i) time; or
 - (ii) venue,for the meeting.
- (c) Only the business left unfinished from the General Meeting can be transacted at the meeting adjourned under sub-rule (a).
- (d) A notice of the meeting adjourned under sub-rule (a):
 - (i) where the adjournment is for less than 30 days, must be given to those who were in attendance at the meeting which was adjourned;
 - (ii) where the adjournment is for 30 days or more, must be given:
 - (A) for the Annual General Meeting, under rule 28;
 - (B) for a Special General Meeting, under rule 29.

33. Voting

- (a) Each Qualified Member is entitled to one (1) vote at a General Meeting.
- (b) An objection to the entitlement of a member to vote at a General Meeting must be made at the time at which that person's vote is tendered.
- (c) An objection must be referred to the chair of the General Meeting whose decision is final and:
 - (i) a vote approved will be valid for all purposes; or
 - (ii) a vote disallowed will be invalid and must be disregarded.
- (d) A vote taken at a General Meeting is decided on a show of hands unless a poll is demanded:
 - (i) by the chair of the General Meeting; or
 - (ii) by at least five (5) Qualified Members present in person or by proxy.
- (e) A poll must be taken immediately if one is demanded, provided that a demand for a poll may be withdrawn at any time
- (f) The result of the poll will be recorded as the resolution of the General Meeting at which the poll was demanded.
- (g) If a poll is not demanded, the chair's declaration of the result, with an entry to that effect in the minutes, is conclusive evidence of that fact.
- (h) It is not necessary to record the number or proportion of votes recorded for or against a resolution, unless the meeting directs, by resolution, the Registrar to do so.

34. Proxy

- (a) A Qualified Member is entitled to appoint another Qualified Member as their proxy to attend a General Meeting by:
 - (i) preparing an instrument of appointment in writing and signed by:
 - (A) the Qualified Member; and
 - (B) the Qualified Member exercising the proxy; and
 - (ii) providing the instrument of appoint to the Registrar no less than 48 hours before the time specified in the notice of General Meeting.

- (b) The instrument of appointment to be given under sub-rule (a) must be substantially in the form determined by the Board and published to Qualified Members.
- (c) The appointment of a proxy:
 - (i) is not valid unless received by the Registrar;
 - (ii) may be revoked at any time before the vote to which the proxy relates is exercised by written notice delivered to the Registrar; and
 - (iii) will be revoked after the expiration of 12 months from the date of its execution.
- (d) No Qualified Member can exercise, at a General Meeting, more than 20 proxies, other than the Chair who may exercise up to 100 proxies.
- (e) If the instrument of appointment given under sub-rule (a) specifies how the proxy is to vote in relation to a resolution:
 - (i) the proxy must vote as specified in the document; and
 - (ii) a vote that is inconsistent with the instrument of appoint is invalid and must be disregarded.
- (f) A document appointing a proxy confers the authority to demand a poll.
- (g) A vote tendered under a proxy is valid even if:
 - (i) the appointor or principal dies or becomes mentally incapacitated; or
 - (ii) the proxy is revoked in any way,
 provided that the QJA had no written notice of any defect before any authority is exercised.

35. Third Party Attendance at a General Meeting or a Special General Meeting

- (a) The following persons are able to attend a General Meeting, and, if requested by the Board, to speak:
 - (i) the Registrar;
 - (ii) a person invited by the Board; and
 - (iii) a person invited by an earlier resolution of a General Meeting.

36. Minutes

- (a) The Registrar must ensure that proper minutes are made of:
 - (i) the proceedings of a General Meetings; and
 - (ii) the attendance, and business transacted, at General Meetings.
- (b) The minutes of a General Meeting, if signed by the chair of the meeting or by the chair of the next succeeding meeting, will be conclusive evidence of the matters recorded in them without any further proof.

THE BOARD

37. The Board

- (a) The Board will, subject to rule 49, consist of:
 - (i) the President;
 - (ii) the Vice President;
 - (iii) the Immediate Past President; and
 - (iv) eight (8) Board Members.
- (b) Despite sub-rule (a), a General Meeting, subject to this Constitution, may increase or reduce the number of Board Members under sub-rule (a).

38. Powers And Duties of The Board

- (a) The Board, subject to this Constitution or a resolution of the Qualified Members carried at a General Meeting, has the general control and management of the administration of the affairs, property and funds of the QJA.
- (b) The Board may exercise all of the powers of the QJA.
- (c) Despite sub-rule (b), the Board cannot exercise power:
 - (i) where that power must be exercised by a General Meeting under the Act or under this Constitution; and
 - (ii) to amalgamate which must not be exercised unless approved by a General Meeting.

BOARD MEETINGS

39. Ordinary Meetings of the Board

- (a) The Board may meet and conduct its proceedings as it considers appropriate.
- (b) Meetings of the Board will be held as often as may be necessary for properly managing the affairs of the QJA, with the Board to determine, at the last meeting of a financial year, the number of Ordinary Board Meetings for the following financial year.
- (c) A written notice of an Ordinary Board Meeting must be sent by the Registrar to each Officer giving 10 days' notice of the meeting, which must specify:
 - (i) the date and time for the proposed meeting; and
 - (ii) the venue or the method for conducting the meeting; and
 - (iii) the nature of the business to be transacted at the meeting.
- (d) The Board may hold an Ordinary Board Meeting by using any technology that gives each member of the Board a reasonable opportunity to participate in the meeting and permits each member of the Board present to hear and be heard by each other member of the Board present.
- (e) A question arising at an Ordinary Board Meeting is to be decided by a majority vote of members of the Board present at the meeting and, if the votes are equal, the question is decided in the negative.

40. Special Meetings of the Board

- (a) The President or the Vice-President may determine to cause the Registrar to convene a Special Board Meeting, in relation to any matter, where they consider that there is a need to do so.
- (b) The Registrar must convene a Special Board Meeting at the request of any three (3) Officers in relation to any matter.
- (c) The President and Vice-President or the Officers, as the case may be, must state the matters to be dealt with at the Special Board Meeting and only those matters may be dealt with at the meeting.
- (d) A Special Board Meeting must be held within 10 days of a determination under sub-rule (a) or a request under sub-rule (b).
- (e) A written notice of a special meeting of the Board must be sent to each Officer of a determination under sub-rule (a) or a request under sub-rule (b), which must specify:
 - (i) the date and time for the proposed meeting; and
 - (ii) the venue for the meeting, unless a determination has been made under sub-rule (f); and
 - (iii) a determination has been made under sub-rule (f), the method for conducting the meeting; and
 - (iv) the nature of the business to be transacted at the Special Meeting.

- (f) The President may determine to hold a Special Board Meeting by using any technology that gives each member of the Board a reasonable opportunity to participate in the meeting and permits each member of the Board present to hear and be heard by each other member of the Board present.
- (g) A question arising at a Special Board Meeting is to be decided by a majority vote of members of the Board present at the meeting and, if the votes are equal, the question is decided in the negative.

41. Quorum of a Board Meeting

- (a) A quorum for a Board Meeting will be a simple majority of the members of the Board.
- (b) If no quorum is present at a Board Meeting within 30 minutes from the time fixed for the commencement of the meeting, the meeting will be adjourned.
- (c) A meeting adjourned under sub-rule (b), will take place on the same day at the same time and place as notified in the next succeeding week or to such other day and at such other time and place as the Board may determine.
- (d) If, at meeting adjourned under sub-rule (b), no quorum is present within 30 minutes from the time fixed for the adjourned meeting, those in attendance will form quorum.

42. Chair of a Board Meeting

- (a) The chair of a Board Meeting will be the President.
- (b) Despite sub-rule (a), if the President is either not present within 15 minutes after the time fixed for the commencement of the Board Meeting, or if present is unable or unwilling to chair, then the Vice-President if present, and able and willing to chair, will chair the meeting.
- (c) Despite sub-rule (b), if the Vice President is either not present within 15 minutes after the time fixed for the commencement of the Board Meeting, or if present is unable or unwilling to chair, then the meeting will elect a member of the Board to chair the meeting.
- (d) The chair of the Board Meeting does not have a casting vote.

43. Out of Session Ballots

- (a) An out of session ballot of the Board may be conducted where the President considers that a matter needs to be dealt with expeditiously by a ballot of the Board.
- (b) Without limitation to sub-rule (a), the Board may direct that the President conduct an out of session ballot of the Board, where it determines that a matter needs to be dealt with expeditiously by a ballot of the Board.
- (c) An out of session ballot is to be conducted by means of:
 - (i) post;
 - (ii) e-mail;
 - (iii) text message;
 - (iv) other electronic communication; and/or
 - (v) a mixture of those means.
- (d) Where an out of session ballot of the Board is conducted:
 - (i) the President will determine a time limit within which the ballots must be received, but which is no less than 14 days, provided that the President may determine a shorter time limit for e-mail/text message/electronic ballots;
 - (ii) in a ballot 50% of the members of the Board plus one (1) who have casted a ballot in the time limited under paragraph (i) constitutes a quorum; and
 - (iii) determination of the ballot will, unless this Constitution otherwise require, be by simple majority of the votes cast.

44. Circular Resolution

- (a) The Board may pass a resolution without a Board Meeting if all of the Officers entitled to vote on the resolution sign a document stating that they are in favour of the resolution.
- (b) The resolution is deemed to be passed when the last Officer signs.
- (c) The document may be provided by post, facsimile, email, or PDF and may be executed in counterpart.

45. Minutes Of Board Meeting

- (a) The Registrar will cause proper minutes to be made of:
 - (i) the proceedings of a Board Meeting; and
 - (ii) the attendance, and business transacted, at Board Meetings,and any minutes purporting to be signed by the chair of the meeting or by the chair of the next succeeding meeting, will be conclusive evidence of the matters recorded in them without any further proof.

46. Conflict

- (a) If an Officer has a material personal interest in any matter that relates to the affairs of the QJA, the Officer must disclose that interest to the other Officers provided that the Officer is not required to disclose the interest in the circumstances listed in Section 191(2) of the Act.
- (b) The notice disclosing the Officer's material personal interest must:
 - (i) give details of the nature and extent of the interest and how it relates to the affairs of the QJA;
 - (ii) be given at a Board meeting as soon as practicable after the Officer becomes aware of the interest; and
 - (iii) be recorded in the minutes of the Board meeting at which the notice is given.
- (c) An Officer who has a material personal interest in any matter being considered at a Board Meeting must not be present while the matter is being considered and must not vote on the matter.
- (d) Despite sub-rule (c), if:
 - (i) the Officer is not required to disclose the interest under Section 191 of the Act; or
 - (ii) the Officer has disclosed the interest under Section 191 of the Act and:
 - (A) the other Officers not having a material personal interest in the matter pass a resolution that:
 - A identifies the Officer, the nature and extent of the Officer's interest in the matter and its relation to the affairs of the QJA; and
 - B states that those Officers are satisfied that the interest should not disqualify the Officer from voting on the matter or being present; or
 - (B) ASIC has determined that the Officer may be present and vote under Section 196 of the Act,then the Officer may be present at the meeting considering the matter and may vote in relation to it.
- (e) If a quorum of Officers is not present at any meeting because of the operation of sub-rule (c), any Officer may call a general meeting and the general meeting may pass a resolution to deal with the matter.
- (f) If an Officer is permitted to be present and to vote under sub-rule (d):
 - (i) that Officer will not be disqualified by the office from contracting with the QJA either as vendor, purchaser or otherwise; and
 - (ii) no contract made by that Officer with the QJA and no contract or arrangement entered into by or on behalf of the QJA in which that Officer is in any way interested may be voided by reason only of that Officer holding that office or of the fiduciary relationship established by it; and

- (iii) that Officer will not be liable to account to the QJA for any profit realised under any contract or arrangement by reason only of that Officer holding the office or of the fiduciary relationship established by it; and
- (iv) that Officer may:
 - (A) execute any agreement or document on behalf of the QJA; and
 - (B) count in a quorum.
- (g) An Officer may give the other Officers a standing notice that:
 - (i) the Officer is an Officer or member of any specified company or firm and is to be regarded as interested in all subsequent transactions with that company or firm; or
 - (ii) the Officer has any other interest in any matter,
 - at any time and whether or not the matter relates to the QJA's affairs at the time.
- (h) The notice under sub-rule (g) must comply with Section 192 of the Act and will only be effective if it has not expired at a relevant time.
- (i) If a notice is given in accordance with sub-rule (g) and the notice is effective at the relevant time, the notice will be sufficient disclosure under this Constitution in relation to any contract, proposed contract or arrangement to be made by the QJA.

OFFICES AND POSITIONS

47. President

- (a) The President will:
 - (i) exercise a watching brief over the whole of the administration of the QJA;
 - (ii) be responsible, and accountable, for the good order and discipline of the Board;
 - (iii) if present, preside at all meetings of the QJA; and
 - (iv) act in conjunction with the Registrar, and the Vice-President, to ensure the QJA is managed between meetings of the Board.
- (b) The office of President is honorary.

48. Vice-President

- (a) There will be one (1) Vice-President of the QJA.
- (b) The office of Vice-President is honorary.
- (c) The Vice-President will assist the President in performing the President's duties.
- (d) In the event of the Board granting the President a leave of absence, the Vice-President will, during the leave of absence, act as the President
- (e) The Vice-President, when acting as the President, will act with all the powers of the President.

49. Immediate Past President

- (a) Subject to sub-rule (b), the Voting Member who held the office of President for the term of office immediately past will hold the office of Immediate Past President.
- (b) The Immediate Past President will perform the functions and duties assigned to that position by the Board.
- (c) The term of the Immediate Past President will be limited to one two-year term;
- (d) If the Voting Member entitled to be the Immediate Past President:
 - (i) holds another office in the QJA; or

(ii) is unable or unwilling to take up the office of Immediate Past President, that person will not hold the office of Immediate Past President, and the Board will treat this as a casual vacancy in the office of Immediate Past President.

50. The Registrar

- (a) There will be one (1) Registrar of the QJA who is to be an appropriately qualified person appointed by the Board.
- (b) The Registrar will be an employee of the QJA.
- (c) The Registrar will perform the functions and duties assigned to that position by the Board.
- (d) The Registrar will implement the QJA's policies and decisions.

51. Officers Register

- (a) The Registrar will keep a register of Officers.
- (b) The Officers Register may be kept in electronic form and must include the following particulars for each Officer:
 - (i) name;
 - (ii) residential address;
 - (iii) telephone numbers;
 - (iv) email address;
 - (v) Offices held;
 - (vi) date of commencing in Office;
 - (vii) date of terminating Office; and
 - (viii) any other particulars the Board, or a General Meeting, may determine.

ELECTIONS

52. Returning Officer

- (a) The Board will, at its first meeting of a new calendar year, appoint a Returning Officer.
- (b) The position of Returning Officer is honorary.
- (c) The Returning Officer must not:
 - (i) hold an Office; or
 - (ii) be an employee of the QJA.
- (d) The Returning Officer must be a person of appropriate skill and experience in relation to the conduct of ballots and must not be a candidate in, nominate a candidate for or vote in the election.
- (e) The Returning Officer, with the approval of the Board, may appoint as many assistants as the Returning Officer deems necessary for the conduct of any ballot.
- (f) In the event the Returning Officer or an assistant to the Returning Officer is a current member, the member is only entitled to the Membership Privileges that are afforded to an Associate Member under this Constitution.
- (g) The Registrar must provide prompt assistance to the Returning Officer.
- (h) The Returning Officer has the power to interpret and apply this Constitution for the purposes of conducting ballots.

53. Electing the Board

- (a) The Board of Directors can only be elected under this rule.
- (b) A member of the Board may be elected under the Election Procedure Rules.
- (c) Despite sub-rule (b), the Board may determine, where it is practicable to do so, to direct the Returning Officer to conduct a ballot under this Constitution utilising an electronic balloting system via an appropriate electronic/email platform.
- (d) The term of office for members of the Board is two (2) years, provided that the President may only hold the office of President for two (2) consecutive terms.
- (e) At each Annual General Meeting, the members of the Board whose two (2) year term has expired must under this Constitution retire from office, but are eligible, on nomination, for re-election.
- (f) Half-committee elections for the Board will occur annually, in rotation and in alternating years, commencing in 2025 as follows:
 - (i) the President – odd year;
 - (ii) the Vice President – even year;
 - (iii) four (4) Board Members – odd year; and
 - (iv) four (4) Board Members – even year.
- (g) A Voting Member may nominate another Voting Member to an Office, provided that:
 - (i) only a member of the Board may nominate a Voting Member to the office of President; and
 - (ii) to be eligible to nominated as a candidate, a person must:
 - (A) for the office of President, have served an entire term as a member of the Board;
 - (B) be a Voting Member, provided that:
 - A an Ordinary Member and a Life Subscription Member must be financial and must have been financial for a continuous period of two (2) years as at the date of nomination;
 - B a Life Member must have been a member for a continuous period of two (2) years as at the date of nomination;
 - (C) be at least 18 years of age;
 - (D) not be a member, employee, director, or agent of any other entity, body, or association, incorporated or not incorporated, that operates in competition with the QJA;
 - (E) not be an employee or service provider to the QJA;
 - (F) not be an undischarged bankrupt or if a corporate member subject to winding-up;
 - (G) not have been convicted of an indictable criminal offence or sentenced to imprisonment;
 - (H) not be of unsound mind or liable to be dealt with in any way under the law relating to mental health; and
 - (I) not be otherwise ineligible to be elected as a member under the Act.
- (h) Candidates elected to office will hold office, subject to this Constitution, from the declaration of the election at the Annual General Meeting until their respective successors are formally declared elected at the next election relevantly held.

54. Election Procedure Rules

- (a) The Board will make a Subordinate Regulation for the conduct of an election and the Returning Officer must conduct an election in accordance with the Subordinate Regulation.

55. Vacation Of Office

- (a) An office becomes vacant if:
 - (i) required by the Act;
 - (ii) the Officer is removed under this Constitution;
 - (iii) the Officer dies;
 - (iv) the Officer becomes mentally incapacitated, or the Officer's estate is liable to be dealt with under a law relating to mental health;
 - (v) the Officer becomes bankrupt or makes any arrangement or composition with creditors;
 - (vi) the Officer resigns, otherwise ceases to be a member or, is no longer entitled to be a member; or
 - (vii) the Officer is absent from Board meetings for at least three (3) months without the consent of the Board.
- (b) Where a vacancy in an Office occurs, the remaining Officers may continue to act.
- (c) If the number of remaining Officers is insufficient to constitute a quorum, the Board may act only for the purpose of increasing the number to that required to constitute a quorum or to convene a General Meeting.

56. Casual Vacancies

- (a) In the event of a casual vacancy in the office of President, the Board will appoint the Vice-President to fill the vacancy and the Vice President will be appointed to the office for the remainder of the term.
- (b) In the event of a casual vacancy in the office of Vice-President, the Board will appoint a member of the Board to fill the vacancy and that member will hold the office for the remainder of the term.
- (c) In the event of a casual vacancy on the Board, other than the President or Vice-President, the Board may appoint a Voting Member to fill the vacancy and that Voting Member will hold the office for the remainder of the term.
- (d) In the event of a casual vacancy in the office of Immediate Past President, the Board will determine whether:
 - (i) the office remains vacant until another Voting Member becomes entitled to be the Immediate Past President; or
 - (ii) to increase the number of Board Members by one (1) until another Voting Member becomes entitled to be the Immediate Past President.
- (e) If the Board makes a determination under sub-rule (d)(ii), the Board will:
 - (i) call for expressions of interests from Voting Members; and
 - (ii) will appoint, from the expressions of interest, a Voting Member to fill the vacancy and that Voting Member will hold the office until the earlier of:
 - (A) the expiration of the term of the Board Members elected in the same year as the Voting Member is appointed; or
 - (B) until another Voting Member becomes entitled to be the Immediate Past President.

BRANCHES AND COMMITTEES

57. Branches

- (a) The Board may determine:
 - (i) upon the request of at least five (5) members; or
 - (ii) on its own motion,

to establish a Branch to provide for the representation of Members in an area.

- (b) All members who reside in the area, for which a Branch is established, are attached to that Branch, provided that the Board may, at the request of a member, attach that member to another Branch where it is convenient to do so.
- (c) The Board has the power to dissolve a Branch where it is no longer effectively representing the interests of the QJA in the area concerned and:
 - (i) the Board may attach the members represented by that Branch to another Branch; and
 - (ii) the Board must ensure that all funds and assets held by a Branch at the time of dissolution must be returned to the QJA.
- (d) Where a Branch is established, or dissolved, the Board may alter the area to be represented by other Branches to accommodate the formation of the new Branch or the dissolution of the old Branch.
- (e) The Registrar must, when the Board determines to establish or dissolve a Branch, promptly inform the Members of the determination of the Board, and the effect that that determination has on the areas of any other Branch.
- (f) The Board will make a Subordinate Regulation for the management of a Branch and a Branch must conduct its affairs in accordance with the Subordinate Regulation.

58. Working Committees

- (a) The Board may establish and dissolve a Working Committee as considered appropriate to further the work of the QJA.
- (b) The Board will make a Subordinate Regulation for the management of a Working Committee and a Work Committee must conduct its affairs in accordance with the Subordinate Regulation.

59. Contact Groups

- (a) The QJA may determine to establish Contact Groups for geographical areas where a Branch does not exist.
- (b) The Board will make a Subordinate Regulation for the management of a Contact Group and a Contact Group must conduct its affairs in accordance with the Subordinate Regulation.

FINANCIAL MATTERS

60. Application of Income and Property

- (a) The income and property of the QJA must be applied solely for the benefit and promotion of the Objects and no part of the income or property will be:
 - (i) paid or transferred directly or indirectly by way of dividends, bonus or otherwise to the members; or
 - (ii) paid to Officers as fees or other remuneration or other benefit in money or money's worth.
- (b) Nothing in this rule precludes:
 - (i) payment in good faith of reasonable and appropriate remuneration to an Officer or servant of the QJA or to a member in return for any services rendered to the QJA;
 - (ii) the payment of interest at a rate not exceeding the rate charged by the QJA's bankers on overdrawn accounts on any money lent to the QJA by a member or Officer;
 - (iii) benefits and/or payments to Officers, suppliers and associates of the QJA that do not exceed what is reasonable and appropriate;
 - (iv) in the case of an Officer who is engaged by the QJA as an executive director, consultant or servant, reasonable and proper remuneration for services provided to the QJA; or
 - (v) the repayment of reasonable out-of-pocket expenses under this Constitution.

- (c) Any payment authorised under sub-rule (b) may only be made with the prior written approval of the Board.

61. Funds and Accounts

- (a) The funds of the QJA, including funds of a Branch must be kept in an account in the name of the QJA in a financial institution decided by the Board.
- (b) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (c) A payment by the QJA of \$100.00 or more must be made by cheque or electronic funds transfer.
- (d) If a payment of \$100.00 or more is made by cheque, the cheque must be signed by two (2) of the following:
 - (i) the President;
 - (ii) the Vice-President;
 - (iii) the Registrar; and
 - (iv) one (1) other member of the Board,provided that one (1) signatory must be the President, the Vice President or the Registrar.
- (e) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (f) A petty cash account must be kept on the imprest system, and the Board must decide the amount of petty cash to be kept in the account.
- (g) All expenditure must be approved or ratified at a meeting of the Board.

62. General Financial Matters

- (a) The Board must ensure that proper accounting and other records are kept.
- (b) A balance sheet and profit and loss account must be prepared and distributed to all members at least once in each calendar year.
- (c) The Registrar 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.
- (d) The QJA must appoint an auditor whose duties will be regulated under the Act.

63. Documents

- (a) The Board must ensure the safe custody of books, documents, instruments of title and securities of the QJA.
- (b) The Board may determine whether, and under what conditions, the accounting records or other documents of the QJA will be open to the inspection of Members.
- (c) A Member does not have the right to inspect any document of the QJA except as:
 - (i) provided by the Act.
 - (ii) provided by this Constitution.
 - (iii) authorised by the Board; or
 - (iv) authorised by a General Meeting.
- (d) An Officer has the right at any time to inspect the accounting records or other documents of the QJA.

64. Financial year

- (a) The financial year of the QJA commences on 1 July in one year and ends on 30 June in the following year.

65. Officers Expenses

- (a) Each Officer is entitled to be reimbursed reasonable expenses properly incurred by them:
 - (i) in attending meetings of the Board or another committee of the QJA that they are required to under this Constitution; and
 - (ii) in attending to the business of the QJA, provided that the Board must approve the reimbursement of these expenses.

66. Indemnity And Insurance

- (a) To the extent permitted by the Act, the QJA may indemnify every person who is, or who has been, an Officer, inclusive of the Registrar, against:
 - (i) any liability incurred by them in their capacity as an Officer, to a person other than the QJA, except where the liability relates to a wilful breach of duty or a contravention of sections 181- 184 of the Act.
 - (ii) any liability for legal costs or expenses incurred by them in defending any proceedings, relating to the QJA, in which judgement is given in their favour; or
 - (iii) any liability for legal costs or expenses incurred by them in defending any proceedings, relating to the QJA, in which a Court grants relief in their favour.
- (b) To the extent permitted by the Act, the QJA may insure or pay any premiums on a policy of insurance for an Officer, inclusive of the Registrar, against any liability for which the QJA indemnifies the Officer under sub-rule (a).
- (c) An Officer may vote in favour of a resolution that the QJA grant an indemnity under sub-rule (a), take insurance or pay the premiums on an insurance policy under sub-rule (b) even though the Officer has a direct and material interest in the outcome of the resolution.

ADMINISTRATIVE MATTERS

67. Acts Not Affected by Defects or Disqualification

- (a) An act performed by the Board or a person acting as an Officer is taken to have been validly performed.
- (b) Sub-rule (a) applies even if the act was performed when:
 - (i) there was a defect in the election or appointment of an Officer or person acting as an Officer; or
 - (ii) an Officer or person acting as an Officer was disqualified from being a member.

68. Admin Regulations

- (a) The Board may make Admin Regulations, not inconsistent with this Constitution, for the management of the QJA.
- (b) An Admin Regulation may be set aside by a vote of Qualified Members at a general meeting of the QJA.
- (c) The Board must publish to the members, by placing it on the Website, an Admin Regulation made under this Constitution.

69. Subordinate Regulations

- (a) The Board may make a Subordinate Regulation to provide for a matter within the powers of the Board.
- (b) The Board may amend or revoke a Subordinate Regulation.
- (c) A Subordinate Regulation is binding on members.
- (d) If an inconsistency or conflict between this Constitution and a Subordinate Regulation exists, this Constitution will prevail to the extent of the inconsistency or conflict.

- (e) The Board must publish to the members, by placing it on the Website, a Subordinate Regulation made under this Constitution.
- (f) The Board may distinguish between members in the application or enforcement of a Subordinate Regulation without giving reasons and without being liable for any loss occasioned by doing so.

70. Alteration of rules

- (a) Subject to the Act, this Constitution may be amended, repealed or added to by a Special Resolution carried at a general meeting.

71. Execution of Documents

- (a) The Board may determine that the QJA adopt a common seal, provided that if the QJA adopts a common seal it must include the name of the QJA and the Australian Company Number of the QJA.
- (b) An Officer must not use, or authorise the use of, a seal which purports to be the common seal.
- (c) The common seal may only be applied following a determination of the Board.
- (d) The QJA may execute a document with or without affixing a common seal.
- (e) The QJA executes a document if the document is signed by:
 - (i) two (2) Officers; or
 - (ii) an Officer were authorised by a resolution of a Board meeting; or
 - (iii) an Officer and the Registrar.
- (f) The QJA may execute a document as a deed if the document is expressed to be executed as a deed and is executed under this rule.
- (g) This rule will not be interpreted as limiting the manner in which the QJA may execute a document.

72. Notices

- (a) Any notice or other communication in connection with this Constitution must be:
 - (i) in writing.
 - (ii) signed by the person giving the notice; and
 - (iii) addressed to the address of the person to whom it is to be given as provided on the Membership Register or Officers Register, as the case may be or
 - (iv) if this Constitution provides another way that notice is to be given, then that other way.
- (b) The notice or other communication will be deemed to be received:
 - (i) in the case of a posted letter, on the third day after posting;
 - (ii) in the case of delivery by generally recognised overnight courier, on the second day after dispatch with that courier;
 - (iii) in the case of personal delivery, on the date of delivery; and
 - (iv) in the case of e-mail, on the day of transmission provided that service by email is effective only if the notice was sent in full and without error and the email is not rejected or undeliverable as evidenced by a message to that effect received by the sender.
- (c) Despite sub-rules (a) and (b), notice of General and Special General Meetings may be given by means of any journal or newsletter that the QJA publishes.

MEMBER CHARGES

73. Charges By Members

- (a) Any Member may charge any other member with:
 - (i) failing to observe this Constitution or a Subordinate Regulation;
 - (ii) knowingly failing to observe any resolution of the QJA binding on them;
 - (iii) giving false or misleading information to the Board on any matter;
 - (iv) grossly misbehaving;
 - (v) misappropriating funds of the QJA;
 - (vi) acting in in a disorderly and/or offensive manner at a meeting held under this Constitution;
 - (vii) obstructing the Board in the performance of any of the functions of the QJA;
 - (viii) obstructing any Officer in the performance of the Officer's duties;
 - (ix) obstructing the Registrar in the performance of the Registrar's duties;
 - (x) wrongfully holding themselves out as occupying any Office or position in the QJA, or as being entitled to represent the QJA in any capacity provided that it is a defence to this charge that the member honestly believed on reasonable grounds that they were entitled to act in that Office, position or capacity;
 - (xi) bringing the QJA into disrepute; or
 - (xii) aiding or encouraging any other member or person to breach this Constitution or to bring the QJA into disrepute.
- (b) A Member making a charge must provide, in writing, to the Registrar the:
 - (i) charge; and
 - (ii) sufficient particulars so that the matters and circumstances of the charge are clear.
- (c) The Board will make a Subordinate Regulation for the hearing of a charge and a hearing must be held in accordance with the Subordinate Regulation.
- (d) The Board may, where it finds the member charged guilty, it may determine to:
 - (i) impose no penalty;
 - (ii) suspend the member from membership or deprive the member of any right or benefit of membership, for a specified period of not more than six (6) months; or
 - (iii) terminate the membership of the member.
- (e) This rule does not permit, or enable, the dismissal from office of an Officer unless the Officer has been found guilty, under rule 75.

74. Appeals Against Charges

- (a) A member who is found guilty by the Board of any charges made under rule 73 may appeal that determination to a Special General Meeting of the QJA by delivering a notice of appeal to the Registrar within 10 days of the determination of the charge.
- (b) The notice of appeal under sub-rule (a) must set out the:
 - (i) facts and matters that the member seeks to appeal; and
 - (ii) grounds of the appeal.
- (c) The Board will make a Subordinate Regulation for the hearing of an appeal and a hearing must be held in accordance with the Subordinate Regulation

75. Officers Charged

- (a) An Officer may be removed from Office where that Officer has been found guilty under the constitution of the QJA, of:
 - (i) misappropriation of funds of the QJA;
 - (ii) a substantial breach of this Constitution;
 - (iii) gross misbehaviour; and/or
 - (iv) gross neglect of duty.
- (b) A Member may charge an Officer with any of the offences referred to in sub-rule (a).
- (c) A Member making a charge must provide, in writing, to the Registrar the:
 - (i) charge; and
 - (ii) sufficient particulars so that the matters and circumstances of the charge are clear.
- (d) The Board will make a Subordinate Regulation for the hearing of a charge and a hearing must be held in accordance with the Subordinate Regulation
- (e) The Special General Meeting may, where it finds the Officer charged guilty, it may determine to:
 - (i) impose no penalty;
 - (ii) remove the Officer from their Office;
 - (iii) suspend the Officer from membership or deprive the member of any right or benefit of membership for a specified period of not more than six (6) months; or
 - (iv) terminate the membership of the Officer.
- (f) No appeal will lie at the instance of the Officer charged from any decision of a Special General Meeting made under this rule.

WINDING UP

76. Winding Up or Dissolution

- (a) If after the QJA's winding up or dissolution and the discharge of all its debts and liabilities and the transfer of the assets under rule 78, any property remains, that property must not be paid to or distributed among the members and any remaining property must be given or transferred to some other organisation:
 - (i) having objects similar to the QJA's objects;
 - (ii) which prohibits the distribution of its or their income and property amongst its or their members; and
 - (iii) which is a company, fund, authority, institution, or entity approved by the Commissioner of Taxation as a public benevolent institution.

77. Contribution On Winding Up

- (a) In the event of the winding up of the QJA, a member undertakes to contribute to the property of the QJA the amount which is agreed to be paid by each member to be applied:
 - (i) to payment of the debts and liabilities of the QJA contracted before ceasing to be a member;
 - (ii) to the costs, charges, and expenses of winding up; and
 - (iii) for the adjustment of the rights of the contributors among themselves.
- (b) The liability of each member under sub-rule (a), will terminate on the day which is one (1) year after the date on which the member's membership of the QJA ceases.
- (c) Until otherwise determined by a General Meeting, the amount to be contributed by each member under this rule will be \$1.

78. Deductible Gift Recipient

- (a) If the QJA is endorsed as a deductible gift recipient and the endorsement is revoked or the QJA is wound up, the following assets (if any) remaining after the payment of the QJA's liabilities must be transferred to another registered charity to which income tax deductible gifts can be made:
- (i) gifts of money or property for the principal purpose of the QJA;
 - (ii) contributions made in relation to an eligible fund-raising event held for the principal purpose of the QJA; and
 - (iii) money received by the QJA because of such gifts and contributions.

TRANSITIONAL

79. Transitional rule

- (a) For the purpose of this, the words in Column A have the meaning assigned immediately opposite in Column B:

A	B
Commencement Date	the date on which the General Meeting approves this Constitution
Inaugural Election	the first election required to be held under this Constitution in 2025
Inaugural Board	those persons holding offices on the Board under sub-rule (b)

- (b) Despite this Constitution, the officer set out in Column C will on, and from, the Commencement Date be held by the person named in column D:

C	D
President	Eddie Fraser
Vice-President	Gordon Nicholson
Immediate Past President	vacant
Registrar	Graeme Moorhouse
Board Member	Andrea Reynolds
Board Member	John Butz
Board Member	Mary Denver
Board Member	Tracey Hugues
Board Member	Annette Labreaux
Board Member	Sara Gault
Board Member	Fiori Cruz
Board Member	Cecille Dimalanta

- (c) The members of the Inaugural Board will, on and from the Commencement Date, act as the Board, with all the powers of the Board, and will remain on the Board up to the date that members are elected to, and take office on, the Board at the Inaugural Election.
- (d) The Returning Officer will ensure, when nominations are called in relation to the Inaugural Election, that candidates for any office are advised of the term of office for which they are nominating.
- (e) Despite these rules, the:
- (i) Inaugural Election will be conducted in any manner determined by the Board that will enable the commencement of annual half-committee elections for the Board; and
 - (ii) the terms of office of persons elected at the Inaugural Election will be determined by the Board, provided that the term of office cannot exceed three (3) years.
- (f) Hall Payne Lawyers will be the Returning Officer for the Inaugural Election.

- (g) A code of conduct, by-law, regulation or standard made under the Constitution, as it was immediately prior to the inclusion of this rule, will be a Subordinate Regulation under rule 68.