



CONSTITUTION OF  
QUEENSLAND JUSTICES ASSOCIATION

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## 1. NAME

- (a) The name of the Company is the Queensland Justices Association.

## 2. REGISTERED OFFICE

- (a) The registered office of the QJA is 751 Stanley Street, Woolloongabba in the State of Queensland.
- (b) The principal office of the QJA is the registered office.

## 3. DEFINITIONS

Unless the context or subject matter otherwise requires:

- (i) "Act" means the *Corporations Act 2001* (Cth);
- (ii) "Appointment Document" means the form of proxy provided by rule 47;
- (iii) "ASIC" means the Australian Securities and Investments Commission;
- (iv) "Board" means the Board of Directors;
- (v) "Board Member" means an Officer other than President or Vice President;
- (vi) "Branch" means a branch of the QJA;
- (vii) "Branch Member" means a financial member attached to a Branch;
- (viii) "Commissioner for Declarations" means a Commissioner for Declarations as defined in the *Justices of the Peace and Commissioners for Declarations Act 1991* (Qld);
- (ix) "Concession Card" means:
  - (A) a pensioner concession card;
  - (B) a health care card; or
  - (C) a seniors health card;
- (x) "Constitution" means these rules that provide for the operation of the QJA;
- (xi) "Contact Group" means a group of members managing local QJA signing centres;
- (xii) "Corporate Member" means a member of the QJA assigned to corporate membership as provided by rule 13;

- (xiii) “Corporate Subscription Fee” has the meaning provided by rule 22;
- (xiv) “Director” means an Officer of the QJA elected and/or appointed in accordance with this Constitution;
- (xv) “Financial Year” means the 1<sup>st</sup> of July in one year to the 30<sup>th</sup> of June in the succeeding year;
- (xvi) “General Meeting” means a meeting convened in accordance with rule 31;
- (xvii) “Justice of the Peace” means a Justice of the Peace as defined in the *Justices of the Peace and Commissioners for Declarations Act 1991* (Qld);
- (xviii) “Member” means a financial and/or life member of the QJA;
- (xix) “Membership Register” means the register of members of the QJA required to be kept in accordance with rule 18;
- (xx) “Objectives” are those objectives set out in rule 10;
- (xxi) “Office” means the offices of:
  - (A) President;
  - (B) Vice-President; and
  - (C) Board Member;
- (xxii) “Officer” means a person elected or appointed to hold an Office pursuant to this Constitution;
- (xxiii) “Officers Register” means the register provided for by rule 19;
- (xxiv) “Ordinary Resolution” means a resolution passed by a simple majority of Members;
- (xxv) “President” means the member elected to the Office of President in accordance with this Constitution;
- (xxvi) “Principal Office” means 751 Stanley Street, Woolloongabba;
- (xxvii) “Proof of Entitlement Material” has the meaning provided by rule 15;
- (xxviii) “QJA” means the Queensland Justices Association;
- (xxix) “Registrar” means the person appointed in accordance with rule 78;
- (xxx) “Representative” means a representative appointed pursuant to rule 4(b);

- (xxxix) “Special General Meeting” means a meeting held in accordance with rule 33;
- (xxxii) “Special Resolution” has the meaning assigned to that expression by section 9 of the Act;
- (xxxiii) “Standing Orders” means the order of business and other matters provided by rule 107;
- (xxxiv) “Subscription Fee” has the meaning provided by rule 22;
- (xxxv) “Vice President” means a member elected to the Office of Vice President in accordance with this Constitution;
- (xxxvi) “Website” means the website maintained by the QJA.

#### 4. Interpretation

- (a) In this Constitution:
  - (i) the singular includes the plural and the plural includes the singular;
  - (ii) a reference to a statute includes any:
    - (A) statute amending, consolidating or replacing the statute; and
    - (B) regulation made under the statute as that regulation is in force from time to time;
  - (iii) headings will not be taken into account in interpreting this Constitution;
  - (iv) a reference to a “rule” is, unless the context clearly indicates otherwise, a reference to a rule of this constitution;
  - (v) a reference to a “sub-rule” means, unless the context clearly indicates otherwise, a sub-rule of the rule in which the reference to the sub-rule is made;
  - (vi) a reference to a “part” means, unless the context clearly indicates otherwise, a part of the sub-rule in which the reference to the part is made;
  - (vii) a reference to a “day” in this Constitution is a reference to the days Monday to Friday, public holidays excluded;
  - (viii) a reference to a “month” is a reference to a calendar month;
  - (ix) a reference to “business hours” in this Constitution is a reference to the hours of 9.00am to 5.00pm;
  - (x) where any period of time, dating from a given day, act or event is prescribed or allowed for any purpose, the period, unless the

contrary intention appears, is reckoned exclusive of that day or the day of that act or event;

- (xi) where the last day of any period prescribed or allowed 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;
  - (xii) attending in person at a meeting includes attending by phone, videolink or such other means that allows a person to participate in the meeting without being physically present;
  - (xiii) a reference to "PDF" is a reference to portable document format.
- (b) For the purposes of these rules:
- (i) a corporate member must appoint an individual as a representative to exercise the powers that may be exercised as a corporate member;
  - (ii) the appointment of the representative will, subject to part (iii)(c), be a standing appointment;
  - (iii) the Corporate Member appointing the representative:
    - (A) will appoint only 1 representative;
    - (B) must notify the Registrar in writing of the appointment and the appointment will not be effective until that notification is given; and
    - (C) may replace their representative provided that written notification of the replacement is given to the Registrar and the replacement will not be effective, and will not be able to act as the representative, until notification is given;
  - (iv) a representative is only entitled to exercise 1 vote, and so there can be no doubt can hold, and give, proxy votes in accordance with these rules.

## 5. Actions Authorised Under The Act

- (a) Subject to rule 6, where the Act authorises or permits a company to do any thing if authorised by its constitution, the QJA is authorised or permitted to do that thing despite any other provision of this Constitution.

## 6. Corporations Act Prevails

- (a) Where any provision in this Constitution is invalid or unenforceable or conflicts with any provision of the Act, it will be read and interpreted as being subject to the provisions of the Act and will be ineffective, but only to the extent of any invalidity, unenforceability or conflict.



## 7. No Limit On Exercise Of Powers

- (a) Subject to rule 11, where the QJA or the Board or any other person is given a power, right or discretion under this Constitution:
  - (i) the power, right or discretion may be exercised absolutely without restriction unless the power, right or discretion is expressly limited; and
  - (ii) any exercise of that power, right or discretion on any occasion will not restrict the further exercise of the power, right or discretion on any other occasion or at any time.

## 8. Replaceable Rules

- (a) The “replaceable rules” contained in the Act are excluded and do not apply to the QJA except in so far as they are repeated or contained in the Constitution.

## 9. 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 Registrar; and
  - (iii) between a member and each other member,under which each member, Officer or Registrar agrees to observe and perform this Constitution.

## 10. Objectives

- (a) The QJA has the following objectives:
  - (i) encourage high ethical standards of conduct of members in performing their duties as a Justice of the Peace or Commissioner for Declarations;
  - (ii) promote and maintain the status of the duties of a Justice of the Peace or Commissioner for Declarations;
  - (iii) provide members with advice on the duties, rights and obligations of their duties as a Justice of the Peace or Commissioner for Declarations;
  - (iv) represent the interests of members specifically and the duties as a Justice of the Peace or Commissioner for Declarations generally to the Government and to the general community;
  - (v) provide education and training to advance the interests of members and potential members;

- (vi) monitor relevant changes in legislation, assess the impact of these and advise members accordingly;
  - (vii) provide members with a forum for the exchange of views and ideas;
  - (viii) promote fellowship and goodwill between the members;
  - (ix) promote fellowship and goodwill between members and non-members as well as Honorary Justices from other jurisdictions;
  - (x) provide a referral service for members of the public seeking assistance from Justices of the Peace and Commissioners for Declarations;
  - (xi) provide signing facilities to enable members of the public to access assistance from Justices of the Peace and Commissioners for Declarations;
  - (xii) liaise closely and, as appropriate, work co-operatively with other agencies in ensuring the diligent execution of documents relating to sensitive justice issues; and
  - (xiii) any other objectives as the members decide in General Meeting.
- (b) None of the objectives provided for in sub-rule (a) limit any of the other objectives in sub-rule (a) or limit any other of the objectives provided for in this rule.
- (c) Without limiting the objectives provided in sub-rule (a) of this rule, the QJA also has the following objectives as provided for in this sub-rule which are ancillary to the objectives provided for in sub-rule (a):
- (i) provide education and training to Members;
  - (ii) provide support services for Members;
  - (iii) publish newsletters and other publications;
  - (iv) co-operate, become members of, develop alliances with or affiliate with any incorporated or unincorporated association, company or organisation which, in any way, assists to promote the objectives of the QJA;
  - (v) amalgamate with other organisations or entities;
  - (vi) watch over, improve, foster and protect the interests of its members;
  - (vii) make arrangements with any persons engaged in any trade, business, or profession for the provision to the Members of any special benefits, privileges, and advantages and in particular in relation to goods and services;
  - (viii) to raise funds in support of attaining the objectives; and

- (ix) do any things incidental to, or conducive to carrying out, any of the objectives that are considered necessary, convenient, expedient, desirable or advisable, including but not limited to, incorporating, holding shares or interests and supporting other entities.
- (d) None of the objectives provided for in sub-rule (c) limit any other objective in sub-rule (c) or limit any other of the objectives provided for in this rule.

## 11. Powers

- (a) The QJA has all the powers of a natural person in carrying out its objectives.
- (b) Without limitation to sub-rule (a) the QJA may by Ordinary Resolution or Special Resolution as the Act requires, exercise any power which by the Act a company limited by guarantee may exercise if authorised by its Constitution.

## 12. Membership

- (a) The members will be made up of persons admitted to membership in accordance with this Constitution.

## 13. Classes Of Membership

- (a) Ordinary:
  - (i) any 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 approved by the Board.
- (b) Life Subscription
  - (i) any ordinary member who had previously paid a life subscription.
- (c) Associate
  - (i) any person who has undertaken a Justice of the Peace or Commission for Declaration preparatory training with QJA, but has not yet been appointed as a Justice of the Peace or Commissioner for Declarations; or
  - (ii) any other person or class of persons approved by the Board.
- (d) Life:
  - (i) life membership may be conferred, in accordance with this Constitution, by the Board of the QJA or in General Meeting, to a Member who has demonstrated significant and exemplary service to the QJA.
- (e) Honorary:

- (i) honorary membership may be conferred by the Board to a person who in the opinion of the Board is worthy of recognition by the QJA; and
  - (ii) a person admitted to honorary membership is an honorary member for the period the Board determines.
- (f) Corporate:
- (i) corporate membership may be conferred on any body which is a corporation, government department, statutory body, local authority or incorporated association which the Board, in its absolute discretion, considers:
    - (A) to be a fit and proper body;
    - (B) agrees to abide by these rules; and
    - (C) agrees to support and facilitate the achieving of the QJA's objectives,

which employs 2 or more persons who are Justices of the Peace and/or Commissioners for Declarations for the State of Queensland,
- (g) The number of members to be admitted to each class of membership are unlimited.

## 14. Application For Membership

- (a) Applications for membership of the QJA will be:
  - (i) in the form determined by the Board (for this rule the "application form"); and
  - (ii) signed by the applicant.
- (b) The Board may publish the application form, determined pursuant to sub-rule (a), by the means it considers appropriate.
- (c) Applicants for ordinary membership are to provide the completed application form to the Registrar, together with Proof of Entitlement.
- (d) Application forms may be provided to the Registrar by:
  - (i) hard copy; or
  - (ii) facsimile; or
  - (iii) email; or
  - (iv) completion on-line.
- (e) The Registrar may accept an application that is in some other form, provided that it is provided to the next meeting of the Board.

- (f) The President, or the Board, may require any application for membership to be provided to the Board for its consideration and approval.
- (g) The QJA may, without limitation to this rule, publish application forms, 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 Transaction Act (Qld) 2001* apply and an applicant for membership will be taken to have signed the application form if the requirements of s14 of the *Electronic Transaction Act (Qld) 2001* are met.
- (h) No omission, irregularity or absence of form will invalidate an application for membership provided that the:
  - (i) applicant for membership 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.
- (i) An applicant for membership must provide in writing, as the Board requires, any other information in addition to that contained in the application.

## 15. Proof Of Entitlement

- (a) An application for membership must be accompanied by proof of entitlement to be an ordinary member, as follows:
  - (i) a copy of the applicant's letter of verification of appointment from the Department of Justice and Attorney-General; or
  - (ii) a copy of the applicant's certificate of registration as a Justice of the Peace or Commissioner for Declarations.
- (b) The proof of entitlement will be in the form, and accompanied by the declarations, that the Board considers appropriate.

## 16. Admission and Rejection Of New Members

- (a) Upon receipt by the Registrar of:
  - (i) an application form; and
  - (ii) Proof of Entitlement,

the applicant for membership will, subject to the provisions of this rule and this Constitution, become a member of the QJA from the last date that part (i) or part (ii) is provided, if parts (i) and (ii) are provided at different times or by different means and are both required.
- (b) The Registrar may refer an application, inclusive of the Proof of Entitlement, by an applicant for membership to the Board for its determination, and must do so within 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 is referred in accordance with sub-rule (b), whether to accept or reject the application for membership.
- (d) If a majority of the Board present at the meeting votes 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 acceptance by the Board.
- (e) If the Board determines to reject an application for membership the rejected applicant for membership has a right to appeal the rejection to a General Meeting.
- (f) Applicants for membership will, when admitted to membership in accordance with this rule, enjoy all the privileges of membership of the QJA so long as they comply with this Constitution.
- (g) 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.
- (h) 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.

## **17. Entrance Fee**

- (a) The Board may determine that an entrance fee is payable for applicants for membership of the QJA.
- (b) Until the Board otherwise determines, no entrance fee is payable.

## **18. Membership Register**

- (a) The Registrar must, in accordance with section 169 of the Act, keep a register of members of the QJA.
- (b) The Membership Register may be kept in electronic form.
- (c) The Membership Register must 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) The Membership Register must, subject to sub-rules (e) and (f), be open for inspection by Members, appropriately privileged in accordance with this Constitution 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 available for inspection if the Board has reasonable grounds for believing the disclosure of the information would put the Member concerned at risk of harm.

## **19. 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.

## **20. 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.

## 21. Membership Card

- (a) A membership card may be issued by the QJA to any Member.
- (b) The membership cards issued remain the property of the QJA.
- (c) A membership card must be returned, by a member, to the QJA on the written demand of the Registrar.

## 22. Subscription Fees

- (a) (i) The Subscription Fee is the annual fee paid for membership by ordinary members of the QJA, for the period of the financial year.
- (ii) The Corporate Subscription Fee is the annual fee paid by a corporate member for the period of the financial year.
- (iii) The Subscription Fee, being the annual fee for membership, for persons who become ordinary members on, and from, the 1.05.2015 is to be paid each year on the date of their anniversary of joining.
- (iv) The Corporate Subscription Fee, being the annual fee for membership, for a corporate member on, and from, the 1.05.2015 is to be paid each year on the date of their anniversary of joining.
- (b) (i) The amount paid for membership may be varied as between classes of membership.
- (ii) The amount paid for corporate membership may be varied as between categories of corporate membership.
- (c) The date for payment of Subscription and Corporate Subscription Fees will be the time determined by the Board.
- (d) The Subscription Fee will be the amount determined by the Board.
- (e) The Corporate Subscription Fee will be the amount determined by the Board.
- (f) Two Ordinary members who reside in the same residence are only required to each pay a fee calculated at 61%, or at such percentage as a General Meeting may determine, of the Subscription Fee and upon payment the members concerned are accorded all the privileges, and have, subject to this rule, all the obligations, of membership, provided that the Board may request proof of residency.



- (g) An ordinary member who has been issued a Concession Card is only required to pay a fee calculated at 76%, or at such percentage as a General Meeting may determine, of the Subscription Fee and is upon payment to be accorded all the privileges, and have, subject to this rule, all the obligations, of membership, provided that the Board may request proof of the Concession Card having been issued.
- (h) A member paying a reduced Subscription Fee as a result of sub-rules (f) and (g), will in the event of their circumstances altering so that they are no longer entitled to the reduction, notify the Registrar, and the member concerned will from their next annual renewal date, be required to pay the Subscription Fee.
- (i) Without limitation to sub-rules (a), (e), (f) and (g), the Board has the discretion, where the Board considers it desirable that a person should be admitted to membership of the QJA 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 Subscription Fee, or reduce the amount of the Subscription Fee to be paid by the person.
- (j) Upon waiver or payment of the reduced Subscription Fee, as the case may be, in accordance with sub-rule (i) a member is to be accorded all the privileges, and have, subject to this rule, all the obligations of membership.
- (k) Amounts paid for membership are to be paid to the QJA.
- (l) The Board may by regulation made in accordance with rule 86, provide for different categories of corporate members based on:
  - (i) size; and/or
  - (ii) number of Justices of the Peace and/or Commissioner of Declarations employed.

## 23. Levies

- (a) 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, provided that a General Meeting may determined to impose a levy for expenditure that is related to administrative purposes.
- (b) Despite sub-rule (a) the Board cannot in a financial year levy a member an amount that would total more than 50% of the Subscription Fee.

- (c) Until determined by the Board, no levies will be payable by members.
- (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 in accordance with sub-rules 22(f) and (g).

## 24. Privileges Of Membership

- (a) Subject to this rule only ordinary, life subscription (and so there can be no doubt, if financial) and life members are entitled, subject to this Constitution, to enjoy the following 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 Minute Book;
  - (xiii) in relation to a branch to which they are attached:
    - (A) vote in ballot of branch; and
    - (B) nominate to hold office in branch executive.
  - (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,

provided that only ordinary and life subscription members who have been financial for a continuous period of 2 years and life members are entitled to exercise the privileges provided in part (vi) and (vii) .

- (b) Associate members are only entitled, subject to this Constitution and the Act, to:
  - (i) attend any General Meeting;
  - (ii) receive the QJA's publications;
  - (iii) access the QJA's library; and
  - (iv) access the QJA's services.
- (c) Honorary members are only entitled to:
  - (i) receive the QJA's publications.
- (d) Corporate members are only entitled, subject to this Constitution, to;
  - (i) use the QJA's logo as recognition of professional affiliation on websites and in publications, subject to the QJA Trademark Policy;
  - (ii) nominate employees of the corporation, that are a Justice of the Peace or Commissioner 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; and
  - (iii) appoint a Representative in accordance with these rules, who is entitled to exercise the privileges provided for in sub-rule (a).
- (e) Membership of the QJA is not transferable by operation of law or otherwise.
- (f) All rights and privileges of membership of the QJA will cease immediately upon a person ceasing to be a member.

## **25. Non Payment Of Fees Or Levies**

- (a) If any fees or levies payable by a member remain unpaid for a period of 2 months following the due date for payment, the Board may by resolution:
  - (i) suspend all of the member's membership privileges; or
  - (ii) terminate the member's membership.

- (b) The Board may reinstate a member on payment of all arrears if it considers it appropriate.

## 26. Cessation Of Membership

- (a) A member's membership of the QJA ceases:
- (i) if the member resigns by written notice to the Registrar,;
    - (A) if the notice states a date or time after the resignation is given then from that date or time; or
    - (B) otherwise, when the notice is given;
  - (ii) if the member's membership is terminated under this Constitution then from the date of that termination; or
  - (iii) in the case of a member who is an individual on, and from, the happening of the following events:
    - (A) dies;
    - (B) is found to be of unsound mind;
    - (C) has their personal estate administered or it becomes liable to be dealt with in any way under the law relating to mental health;
    - (D) commits an act of bankruptcy;
    - (E) is declared bankrupt;
    - (F) makes any arrangement or enters into a composition with creditors generally;
    - (G) is no longer permitted, in accordance with the *Justices of the Peace and Commissioners for Declarations Act 1991* (Qld), to be a Justice of the Peace or a Commissioner for Declarations; or
    - (H) ceases to be, or entitled to be, a person eligible for membership; or
  - (iv) if an associate member on 30 June in the year following the commencement of the members' associate membership.

## 27. Notifying QJA In Case Of Death

- (a) A member being aware of the death of another member will notify the Registrar.

## 28. Varying Members' Rights

- (a) The rights attached to any class of membership may be varied with the written consent of 75% of the Members in that class or with the sanction

of a Special Resolution passed at a meeting of the members of that class.

## **29. Continuing Rights, Liabilities And Obligations**

- (a) A subscription paid by a member prior to the member's notice of resignation taking effect will not be remitted to the member.
- (b) Termination of membership does not affect the liability of a member or a former member to pay fees or levies which are owing at the date of termination and any amount owing may be sued for, and recovered, in the name of the QJA.
- (c) The termination of a member's membership will not prejudice, lessen or affect the privileges, duties, liabilities and obligations of the member whether they:
  - (i) arise under this Constitution or otherwise; or
  - (ii) exist at the date of the termination, arise or crystallise after that date.

## **30. General Meetings**

- (a) A General Meeting, privileged in accordance with this Constitution, has all the powers of the QJA.

## **31. Notice Of General Meeting Of The QJA**

- (a) A General Meeting may only be convened by the Board directing the Registrar to give the Members notice of the meeting.
- (b) A notice of a General Meeting must:
  - (i) be given at least 15 days before the date of the meeting unless otherwise agreed by all the Members entitled to notice;
  - (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.
- (c) The Board may postpone a General Meeting or change the venue for the meeting by giving written notice to all Members at least 48 hours before the appointed time.

- (d) The notice required by sub-rule (c) must specify the time and place for the postponed meeting.
- (e) If a 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 General Meeting.
- (f) No motion can be dealt with at a General Meeting unless notice of it has been given in accordance with this Constitution.
- (g) The determination of a General Meeting is, subject to this Constitution, binding on the Board.

### **32. Annual General Meeting Of The QJA**

- (a) The Board will hold an annual General Meeting within 6 months of the conclusion of the financial year.
- (b) The Board will at the annual General Meeting report to the Members, privileged in accordance with this Constitution to attend the meeting, on the finances and other affairs of the QJA.

### **33. Notice Of 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 give the Members notice of the meeting;
  - (ii) 100 Members, privileged in accordance with this Constitution, directing the Registrar, by written requisition, to give the Members notice of the meeting; or
  - (iii) as otherwise provided by this constitution.
- (b) A notice of a Special General Meeting must:
  - (i) be given by the Registrar 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 the Members entitled to notice;
  - (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 must be held:
  - (i) if on the requisition of the Board, within 20 days of the Registrar receiving the requisition; or
  - (ii) if on the requisition of Members, in accordance with this rule, then 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 for the meeting by giving written notice to all Members at least 48 hours before the appointed time.
- (e) The notice required by sub-rule (c) and (d) must specify the time and place for the postponed meeting.
- (f) If a 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 meeting notice.
- (h) The determination of a Special General Meeting is, subject to this Constitution, binding on the Board.

### **34. Quorum**

- (a) Business must not be transacted at a General Meeting, or a Special General Meeting, if a quorum of Members is not present when the meeting proceeds to business.
- (b) A quorum will be 21 Members privileged to attend and vote at a General Meeting.
- (c) Proxies will be counted for the purposes of quorum.

### **35. Procedure Where No Quorum**

- (a) If a quorum for a General Meeting, or a Special General Meeting, is not present within 30 minutes after the time appointed for the meeting, the meeting will be adjourned.
- (b) A meeting adjourned in accordance with sub-rule (a) will take place on the same day and at the same time and place as originally notified, but in the next succeeding week.
- (c) If at a meeting adjourned in accordance with sub-rule (a) a quorum is not present within 30 minutes after the appointed time, then the meeting fails.

### **36. Chair Of Meeting**

- (a) The President will preside as chairperson at every General Meeting, or Special General Meeting, provided that if at the meeting the President is not present within 15 minutes after the time appointed for holding the meeting, or if present is not willing to act, then a Vice-President, if in attendance, will be the chair or if present but not willing to act then another member of the Board, if in attendance, will be the chair or if present but not willing to act then the Members may choose 1 of their number to be chair of the meeting and that person will whilst acting have, for the purposes of conducting the meeting, the authority and power of the President.

### **37. No Casting Vote**

- (a) The chair of the General Meeting, or a Special General Meeting, does not have a casting vote in addition to any vote the chair has as a Member.

### **38. Adjournment Of Meeting**

- (a) The chair of the General Meeting or a Special General Meeting:
  - (i) must adjourn the meeting if directed by the meeting to do so.
- (b) Any adjournment may change the:
  - (i) time; or
  - (ii) venue,
 for the meeting.
- (c) Only business left unfinished from the meeting can be transacted at the adjourned meeting.

### **39. Adjournment Of Less Than 30 Days**

- (a) A notice of meeting is only required to be given for an adjourned meeting where the adjournment is for less than 30 days, to those who were in attendance at the meeting which was adjourned.

### **40. Adjournment Of 30 Days**

- (a) If a meeting is to be adjourned for 30 days or more, notice of the adjourned meeting must be given as if it was an original meeting.

### **41. Show Of Hands Or Poll**

- (a) Any vote taken at a General Meeting, or a Special General Meeting, is decided on a show of hands unless a poll is demanded:
  - (i) by the Chair; or
  - (ii) by at least 5 Members present in person or by proxy.



- (b) The demand for a poll may be withdrawn at any time.
- (c) A poll must be taken immediately if one is demanded.
- (d) The result of the poll will be recorded as the resolution of the General Meeting at which the poll was demanded.
- (e) If a poll is not demanded, the Chair's declaration that a resolution has been carried, or lost, with an entry to that effect in the Minute Book is conclusive evidence of that fact.
- (f) 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.

## **42. Voting**

- (a) Members privileged in accordance with rule 24 are entitled, in accordance with this Constitution, to appoint a proxy to attend General Meetings or Special General Meetings.
- (b) Each Member, privileged in accordance with rule 24, in attendance in person, or by proxy, at a General Meeting is entitled to 1 vote.

## **43. Proxies**

- (a) An appointment of a proxy may be revoked at any time before the vote to which the proxy relates is exercised by written notice delivered to the Registrar.
- (b) A proxy must be a Member and the appointment may be revoked at any time.
- (c) No Member can exercise, at a General Meeting, or a Special General Meeting, more than 20 proxies, other than the Chair who may exercise up to 100 proxies.

## **44. Proxy In Writing**

- (a) An instrument appointing a proxy must be in writing and signed by:
  - (i) the appointor; and
  - (ii) the Member exercising the proxy.

## **45. How The Proxy Is To Vote**

- (a) If the document appointing a proxy specifies how the proxy is to vote in relation to a resolution, the proxy must vote as specified in the document.
- (b) Any vote tendered otherwise is invalid and must be disregarded.

#### **46. Authority For A Poll**

- (a) A document appointing a proxy confers the authority to demand a poll.

#### **47. Form Of Proxy**

- (a) The appointment of a proxy must be substantially in the form determined by the Board and published to members.

#### **48. Delivery Of Appointment Document Before Meeting**

- (a) The appointment of a proxy is not valid unless the Appointment Document is delivered to the Registrar.
- (b) The Appointment Document must be delivered not less than 48 hours before the appointed meeting time.
- (c) The Appointment Document must be delivered to the Principal Office or to any other place in Australia specified for the delivery of Appointment Documents in the notice convening the meeting.

#### **49. Validity Of Proxy Vote**

- (a) A vote tendered in accordance with a proxy is valid even if:
  - (i) the appointor or principal dies or becomes mentally incapacitated;
  - (ii) the proxy is revoked in any way,but only if the QJA had no written notice of any defect before any authority is exercised.

#### **50. Instrument Not Valid**

- (a) An Appointment Document appointing a proxy will not be valid after the expiration of 12 months from the date of its execution.

#### **51. Objection To Qualification Of Member**

- (a) Any objection, made pursuant to this Constitution, to the qualification of a person to vote at a General Meeting or a Special General Meeting must be made at the time at which that person's vote is tendered.
- (b) Any objection must be referred to the chair of the General Meeting or Special General Meeting whose decision is final, and:
  - (i) any vote approved will be valid for all purposes; or
  - (ii) any vote disallowed will be invalid and must be disregarded.

## 52. Rights Of Third Parties To Attend General And Special General Meetings

- (a) Even if they are not Members, the following persons are able to attend a General Meeting, or a Special 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 a General Meeting or Special General Meeting.

## 53. Minutes

- (a) The Registrar must ensure that proper minutes are made of:
  - (i) the proceedings of all General Meetings and Special General Meetings; and
  - (ii) the attendance at and business transacted at General Meetings or Special General Meetings.
- (b) The minutes of a General Meeting or Special 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.

## 54. Electing The Board

- (a) Officers, can only be elected in accordance with this rule.
- (b) The term of office for members of the Board, is 2 years, provided that the President may only hold the office of President for 2 consecutive terms.
- (c) Elections for the Board will occur every 2 years.
- (d) Subject to this rule, only Members who are appropriately privileged in accordance with rule 24 are, subject to this Constitution, entitled to nominate for election to the Board.
- (e) Only Members who are appropriately privileged in accordance with rule 24 are entitled to vote in each election.
- (f) The Board will comprise of the President, 1 Vice President and 8 Board Members, or other number of Board Members as a General Meeting may determine, who will only be elected as follows:
  - (i) any ordinary, life subscription, or life member, appropriately privileged in accordance with rule 24, may nominate another ordinary, life subscription or life member for the purposes of this rule (the "candidate") to stand for election as an Officer;
  - (ii) the nomination must be:

- (A) in writing; and
  - (B) signed by the candidate and the nominator; and
  - (C) given to the Returning Officer prior to the close of nominations.
- (g) No Member will be eligible for election to the Board unless the Member:
- (i) is at least 18 years of age;
  - (ii) is privileged in accordance with this Constitution;
  - (iii) has a period of 2 continuous years as an ordinary, life subscription or life member prior to the date of nominating to stand as a candidate for the Board;
  - (iv) is not a member, employee, director or agent of any other entity, body or association, incorporated or not incorporated, that operates in competition with the QJA;
  - (v) has been nominated in accordance with this rule;
  - (vi) is not an undischarged bankrupt;
  - (vii) has not been convicted of an indictable criminal offence or sentenced to imprisonment;
  - (viii) is not of unsound mind or liable to be dealt with in any way under the law relating to mental health;
  - (ix) is not otherwise ineligible to be elected as a member under section 61A of the Act.
- (h) The Returning Officer when conducting the election will give Members who are entitled to be nominated and/or to nominate a candidate for election at least 10 days notice of the date by which nominations must be received.
- (i) Each candidate must be nominated by another Member privileged to do so in accordance with this Constitution and nominations are to be in the form prescribed by the Board, provided that only members of the Board may nominate a Member, privileged in accordance with this constitution, for the office of President.
- (j) A Member nominating for office will state on the nomination form the office for which the Member is nominating.
- (k) A Member is not eligible for nomination as President unless they have been a member of the Board for at least 12 months.
- (l) The Returning Officer will, in relation to any uncontested positions, declare the successful candidates elected.

- (m)
  - (i) If, following the close of nominations there are insufficient members nominated to fill an office the subject of the election, then nominations will be reopened by the Returning Officer for a further period of 5 days.
  - (ii) If, following the close of nominations there is no member nominating for an office for which an election is being conducted then the vacancy will be filled, in accordance with rule 57, provided that the Member appointed will only hold office for that part of the term, applicable to the office concerned, that expires at the Annual General Meeting held in the next election year.
- (n) All Members, who are appropriately privileged in accordance with rule 24, and entitled to vote for the Officers are entitled to cast 1 vote.
- (o) The Returning Officer will, where there is any contest for Offices conduct a secret ballot in the following manner:
  - (i) secure;
    - (A) a locked postal facility, and/or
    - (B) a web based voting platform,

for the conduct of the ballot, provided that nothing prevents the Returning Officer from conducting the ballot by either means provided by this part or by a combination of postal and ballots web based ballots;
  - (ii) within 2 days of the close of nominations prepare ballot papers for each contested office, listing the candidates for election in alphabetical order;
  - (iii) prepare voting instructions for Members entitled to vote that provide for the following:
    - (A) the method of voting;
    - (B) the marking of the ballot paper; and
    - (C) the return of the ballot paper and information as to candidates;
  - (iv) ensure that Members who are entitled to vote are instructed that completed ballot papers must not disclose the identity of the Member voting and that any ballot paper so marked as to disclose the identity of the Member voting will be discarded and will not be counted in the ballot;
  - (v) do all such things as are necessary to ensure the secrecy of the ballot;

- (vi) count the ballot in the presence of scrutineers (if any) appointed by the candidates for election;
  - (vii) determine the ballot on a “first past the post” basis;
  - (viii) declare the successful candidates elected and report to the chairperson of the Annual General Meeting of the results of the ballot, and the chairperson will declare the candidates elected at the Annual General Meeting, and;
  - (ix) the Returning Officer will keep Candidates informed as to the progress, and result, of the election.
- (p) Candidates elected to office will hold office, subject to this Constitution, from the declaration of the election at the Annual General Meeting until their successors are formally declared elected at the next election relevantly held, or until they die, resign or are removed from membership or office in accordance with this Constitution.

## **55. not used**

## **56. Vacation Of Office**

- (a) An office becomes vacant if:
  - (i) required by the Act;
  - (ii) the officer is removed pursuant to 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 3 months without the consent of the Board.

## **57. Casual Vacancies**

- (a) In the event of a casual vacancy in the office of President, the Board will appoint the Vice-President as President who will be appointed to the office for the balance of the previous President’s term.
- (b) In the event of a casual vacancy in the office of Vice-President the Board will appoint from the Board a Vice-President who will hold the office for the balance of the previous Vice-President’s term.

- (c) In the event of a casual vacancy in the office of Board Member, the Board will appoint from the Members a Board Member who will hold the office for the balance of the previous Board Member's term.

## **58. Powers And Duties Of The Board**

- (a) Subject to the Act and to this Constitution, the QJA's business will be managed by the Board.
- (b) The Board may exercise all powers of the QJA except:
  - (i) where those powers must be exercised by a general meeting of the QJA under the Act or as required by this Constitution; and
  - (ii) the power to amalgamate which must not be exercised unless approved by a General Meeting.
- (c) Without limiting sub-rule (a) and (b), the Board may exercise all the powers of the QJA to:
  - (i) borrow money;
  - (ii) charge any property or business of the QJA or all or any of its uncalled capital;
  - (iii) issue debentures; or
  - (iv) give any other security for a debt, liability or obligation of the QJA.

## **59. Board Meetings**

- (a) There will be 11 meetings of the Board to be held each financial year with the Board to determine, at the last meeting of a financial year, the meetings for the following financial year.
- (b) A written notice of a meeting of the Board must be sent by the Registrar to each Officer giving 10 days notice of the meeting.
- (c) The notice may be given by:
  - (i) post;
  - (ii) facsimile;
  - (iii) e-mail; or
  - (iv) by such other electronic or telegraphic means as may be practicable.
- (d) The notice of meeting must specify:
  - (i) the date and time for the proposed meeting;

- (ii) the venue for the meeting if the meeting is to be held other than at the Principal Office; and
- (iii) the business to be transacted at the meeting.

## 60. Special Meetings

- (a) The President or the Vice-President may determine to cause the Registrar to convene a special meeting of the Board, in relation to any matter, where they consider that there is a need to do so.
- (b) The Registrar must convene a special meeting of the Board at the request of any 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 proposed special meeting and only those matters may be dealt with at the special meeting.
- (d) A written notice of a special meeting of the Board must be sent to each Officer within 3 days after a request pursuant to sub-rules (a) or (b) is made, to convene a special meeting, and the special meeting must be held within 10 days of the request.
- (e) The notice may be given by:
  - (i) post;
  - (ii) facsimile;
  - (iii) e-mail; or
  - (iv) by such other electronic or telegraphic means as may be practicable.
- (f) The notice of special meeting must specify:
  - (i) the date and time for the special meeting;
  - (ii) the venue for the special meeting; and
  - (iii) the business to be transacted at the special meeting.

## 61. Quorum For Board Meetings

- (a) A quorum at a Board meeting is  $\frac{1}{2}$  the elected members of the Board, who are not on a recognised leave of absence, plus 1.
- (b) A quorum must be present throughout each Board meeting.
- (c) If a quorum is not present at any time the meeting is not validly convened but without affecting the validity of any business conducted before the absence of a quorum occurs.
- (d) Provided that if a meeting is not quorate, it will be adjourned for a period of 5 days to the same time and place and those members of the Board in



attendance at the adjourned meeting will constitute quorum for the purpose of this rule.

- (e) In the case of a meeting adjourned in accordance with sub-rule (d) the Registrar will give notice, in the terms provided by rule 59(c), to the Officers of:
  - (i) the date and time for the proposed meeting;
  - (ii) the venue for the meeting;
  - (iii) the business to be transacted at the meeting; and
  - (iv) the business remaining to be transacted, and only that business may be transacted unless all the members of the Board are in attendance and determine otherwise.

## **62. Use Of Technology**

- (a) Board meetings may be conducted at more than 1 venue by using any technology that gives each Officer a reasonable opportunity to participate in the meeting and permits each Officer present to hear and be heard by each other Officer present.

## **63. Decisions Of The Board**

- (a) Any question arising at a Board meeting or any committee of the Board is determined by a simple majority of votes of the Officers.
- (b) The President and Vice President are only entitled, in any ballot, to 1 vote each.

## **64. 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) Duplicate copies of the document may be used for signing.
- (c) The resolution is deemed to be passed when the last Officer signs.
- (d) The document may be provided by post, facsimile, email or PDF.

## **65. Board To Continue To Act**

- (a) Where a vacancy in an Office occurs, the remaining Officers may continue to act.
- (b) 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.

## 66. Minutes Of Board Meeting

- (a) The Registrar will cause proper minutes to be made of:
  - (i) Board meetings;
  - (ii) appointments of Officers;
  - (iii) proceedings of Board meetings;
  - (iv) the attendance at all meetings of the Board and the business transacted at those meetings,

and any minutes purporting to be signed by the chair of the meeting or by the chairman of the next succeeding meeting, will be conclusive evidence of the matters recorded in them without any further proof.

## 67. 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 unless 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-rules (a) and (b), if:
  - (i) the Officer is not required to disclose an interest pursuant to Section 191 of the Act; and
  - (ii) the Officer has disclosed the interest under Section 191 of the Act and the other member of the Board 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 other members of the Board are satisfied that the interest should not disqualify the Officer from voting on the matter or being present; or

- (C) 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.

## **68. No Quorum Available Due To Operation Of Rules**

- (a) If a quorum is not able to be present at any meeting because of the operation of rule 67, any Officer may call a General Meeting and the General Meeting may pass a resolution to deal with the matter.

## **69. Officer Not Disqualified**

- (a) If an Officer is permitted to be present and to vote by virtue of rule 67(d):
  - (i) that Officer will not be disqualified by the office from contracting with the QJA either as vendor, purchaser or otherwise;
  - (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 avoided by reason only of that Officer holding that office or of the fiduciary relationship established by it;
  - (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 deed or document on behalf of the QJA; and
    - (B) count in a quorum.

## **70. Validity Of Board's Acts**

- (a) All things done by any Board meeting or by a committee of the Board or by any person acting as an Officer will be valid even though it subsequently becomes known:
  - (i) that there was some defect in the appointment of a person to be an Officer or a member of the committee, or to act as an Officer; or
  - (ii) that a person appointed was disqualified.

## **71. Standing Notice**

- (a) An Officer may give the Board 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.

- (b) The notice under sub-rule (a) must comply with section 192 of the Act and will only be effective if it has not expired at any relevant time.
- (c) If a notice is given in accordance with sub-rule (a) 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.

## **72. Other Positions May Be Held**

- (a) An Officer may not be an employee or service provider to the QJA.
- (b) An Officer must disclose any memberships or offices held, when the membership or office held may give rise to conflict.

## **73. Working Committees**

- (a) The Board may establish and disband Working Committees as considered appropriate to further the work of the QJA.
- (b) The chair of a Working Committee will be appointed by the Board and may be an Officer, Member or employee of the QJA.
- (c) A Working Committee will comprise of such other Officers, Members and other persons as the Board determines being not less than 3 and not more than 7 other members.
- (d) The chair of the Working Committee will ensure that a member of the Working Committee is appointed to act as a minute secretary of each Working Committee meeting.
- (e) A Working Committee is responsible to, and under the control of, the Board.
- (f) Officers are ex-officio members of all working committees.

## **74. Meetings Of Working Committees**

- (a) A Working Committee formed pursuant to rule 73 must meet regularly or as otherwise required by the Board and its chair must report to the Board on its deliberations.
- (b) The Registrar will call meetings when requested to do so by the Board or by the chair of the Working Committee.
- (c) The Registrar will provide such notice of meetings as is practicable.
- (d) Meetings of a Working Committee will be held as often as may be necessary.

- (e) If the chair of a Working Committee is not present within 10 minutes after the time appointed for the meeting then the members present may choose one of their number to act as chair of the meeting.
- (f) A quorum for every meeting of a Working Committee will be 3 of the members of the Working Committee.
- (g) Subject to this Constitution, a Working Committee may meet together and regulate its proceedings as it thinks fit.
- (h) Questions arising at meetings of a Working Committee will, wherever possible, be decided by consensus, provided that questions arising at any meeting of a Working Committee, which cannot be decided by consensus, will be referred to the Board.
- (i) A meeting of a Working Committee may be conducted by telephone, radio, video-conferencing or any other method by which members of the Working Committee are able to communicate with each other without being physically present.
- (j) The determinations of a Working Committee are advisory and must, prior to being actioned, be endorsed by the Board.

## **75. 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 QJA meetings;
  - (iv) preside over the Board;
  - (v) 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.

## **76. not used**

## **77. Vice-President**

- (a) There will be 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) The Vice-President will, at any meeting, act in the absence of the President.

- (e) If the Vice-President cannot, when required to act in accordance with sub-rule (d), by consent amongst themselves, determine who is to act, it will be determined by those in attendance at the meeting concerned.
- (f) 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
- (g) A Vice-President, when acting as the President, will act with all the powers of the President.

## **78. Registrar**

- (a) Appointment
  - (i) The Registrar will be the Company Secretary and will be appointed by the Board on terms and conditions determined by the Board.
  - (ii) The Board may appoint a person as an acting Registrar or as a temporary substitute for the Registrar who will, for the purposes of this Constitution, be deemed to be the Registrar.
  - (iii) The Board may at any time remove or replace the Registrar.
- (b) The Registrar is required to attend:
  - (i) General Meetings;
  - (ii) Special General Meetings,
  - (iii) Board meetings.
- (c) The Registrar must discharge the functions provided by this Constitution.
- (d) The Registrar must discharge the functions delegated by the Board.

## **79. Returning Officer**

- (a) The position of Returning Officer is honorary.
- (b) The Board will, on the recommendation of the General Meeting, at its first meeting of a new calendar year, appoint a Returning Officer, provided that if the Board makes no appointment pursuant to this sub-rule then the person who is the Returning Officer on the day immediately preceding the day of the meeting concerned, will continue as returning officer.
- (c) The Returning Officer must not:
  - (i) hold an Office;
  - (ii) be an employee of the QJA.
- (d) In the event the Returning Officer is a current member their privileges in accordance with Rule 24 are only those applicable to Associate members

as per Rule 24(b) for the duration of their appointment as the Returning Officer.

- (e) In the event of a Returning Officer being unable to discharge the duties of the office, or being in breach of sub-rule (c), the Board must terminate the Returning Officer's appointment, and appoint a replacement for the balance of the term to which the Returning Officer who is being replaced was appointed.
- (f) The Returning Officer will be responsible for the conduct of all elections for the QJA.
- (g) The Board may appoint, for such period of time as is required, 1, or more, Deputy Returning Officers to assist the Returning Officer in the performance of the Returning Officer's duties.
- (h) A Deputy Returning Officer must not:
  - (i) hold an Office;
  - (ii) be an employee of the QJA.
- (i) In the event the Deputy Returning Officer is a current member their privileges in accordance with Rule 24 are only those applicable to Associate members as per Rule 24(b) for the duration of their appointment as the Deputy Returning Officer.
- (j) The Returning Officer may request from the Registrar, whenever required for the purposes of a ballot, a list of the names and postal addresses of the Members.
- (k) The Registrar must provide prompt assistance to the Returning Officer.
- (l) The Returning Officer has the power to interpret and apply this Constitution for the purposes of conducting ballots.

## **80. Branches**

- (a) The Board may determine:
  - (i) upon the request of at least 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 may attach the members represented by that Branch to another

Branch and 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) A Branch must conduct its affairs in accordance with the By-laws. .
- (g) A Branch, by its Branch Executive, may adopt rules for its own government, provided that the proposed rules are:
  - (i) approved by the Board;
  - (ii) consistent with this Constitution.
- (h) No rule proposed by a Branch Executive in relation to its Branch will take effect until it is approved by the Board.
- (i) The Branch will have such general meetings as:
  - (i) the Branch Executive may determine; or
  - (ii) as may be requested by not less than 1/3 of the Branch Members,

provided that where a meeting is requisitioned by Branch Members in accordance with this sub-rule then the requisition for the meeting, which will be addressed to the Registrar, will clearly state the matters to be dealt with at the general meeting and no other matters, or business, are to be dealt with at that meeting.
- (j) Nothing prevents a Member, privileged in accordance with this Constitution, from attending at another Branch with the consent of that Branches' Executive.
- (k) The QJA will make an initial grant of \$200, or such other sum as the Board may determine, to assist in setting up a Branch.
- (l) Officers are entitled to attend Branch meetings.
- (m) Persons who are not members of the QJA, but who are eligible to become a member, may only attend up to 2 meetings of a Branch at which time they must apply for membership of the QJA.
- (n) The Registrar will provide the Branch with the contact details of Members who are attached to the Branch.
- (o) Where a Branch is established the Board will:



- (i) appoint an Interim Executive to manage the affairs of the Branch;
- (ii) ensure that an inaugural election for the Branch Executive Committee is held promptly and no later than 12 months following the establishment of the Interim Branch Executive Committee.

## **81. Contact Groups**

- (a) The QJA may determine to establish Contact Groups for geographical areas where a Branch does not exist.
- (b) Members who reside in the geographical location of a Contact Group and are not attached to a Branch will be attached to the Contact Group.
- (c) Officers are entitled to attend Contact Group meetings.
- (d) Membership of a Contact Group may, subject to this rule, include persons eligible to be members of the QJA, but who have not become members.
- (e) Persons who are not members of the QJA, but who are eligible to become a member, may only attend up to 2 meetings of a Contact Group at which time they must apply for membership of the QJA or leave the Contact Group.
- (f) A Contact Group will have a Contact Group Convenor.
- (g) The Contact Group Convenor will liaise with the President and the Registrar in relation to the conduct of the Contact Group.
- (h) The Board will determine what facilities and resources it will provide to the Contact Group for its operation.
- (i) Despite sub-rule (b) the Board may, to facilitate the operations of the Contact Group, also assign members attached to a Branch to the Contact Group.
- (j) The Board will determine how a Contact Group is to function and may make by-laws for their conduct.
- (k) The Board may provide the Contact Group with the contact details of Members who are attached to the Contact Group.

## **82. Common Seal**

- (a) The Board may resolve that the QJA adopt a common seal.
- (b) If the QJA adopts a common seal, it will include the QJA's name, the expression "ACN" and its Australian Company Number.
- (c) The common seal may only be applied on the authority of a resolution of the Board.
- (d) Duplicate common seal

- (i) The Board may adopt a duplicate common seal.
  - (ii) Any duplicate common seal must be a copy of the common seal with the words "Duplicate Seal", or "Certificate Seal" added to it.
- (e) Prohibited use of Seal
- (i) An Officer must not use, or authorise the use of, a seal which purports to be the common seal of the QJA (or a duplicate of the common seal) if the common seal does not comply with the requirements of this rule.

### **83. Execution With Or Without The Common Seal**

- (a) The QJA may execute a document with or without affixing a common seal.
- (b) The QJA executes a document if the document is signed by:
  - (i) 2 Officers; or
  - (ii) an Officer where authorised by a resolution of a Board meeting; or
  - (iii) an Officer and the Registrar.
- (c) The QJA may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with this rule.
- (d) This rule will not be interpreted as limiting the manner in which the QJA may execute a document inclusive of a deed.

### **84. Accounts And Audit**

- (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 QJA must appoint an auditor whose duties will be regulated in accordance with the Act.
- (d) All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the QJA, must be signed, drawn, accepted, endorsed or otherwise executed:
  - (i) by any 2 Officers; or
  - (ii) in any other manner as the Board decides,

provided that any such method requires 2 persons to create and at least one of those persons must be an Officer.

## 85. Officers Expenses

- (a) The Officers will be entitled to be reimbursed reasonable expenses properly incurred by them:
  - (i) in attending meetings of the Board or any committee of the QJA to which they are appointed as members;
  - (ii) incurred in attending to the QJA's business.

## 86. By-Laws, Code Of Conduct Etc.

- (a) The Board may at any time issue and impose:
  - (i) a code of conduct;
  - (ii) by-laws;
  - (iii) regulations; or
  - (iv) standards,

on members of the QJA which may deal with any matter within the power of the Board.
- (b) The matters which may be dealt with in accordance with sub-rule (a), subject to this Constitution, are:
  - (i) the admission and/or disqualification or termination of members;
  - (ii) any fees and levies payable by members;
  - (iii) conditions of membership;
  - (iv) availability of services or facilities of the QJA and/or access to them by members;
  - (v) the rights attaching to membership not otherwise provided by this Constitution;
  - (vi) the conditions for the use or licence of any trade or other mark or property of the QJA;
  - (vii) qualifications required for membership not otherwise provided by this Constitution;
  - (viii) requirements for training and the conduct of training;
  - (ix) reimbursement of travel and other expenses incurred by members and Officers in discharging the functions and obligations of this Constitution; and/or
  - (x) the administration, management and conduct of Branches and Contact Groups.

- (c) The Board must publish to the members, by placing it on the Website, any:
- (i) code of conduct;
  - (ii) by-laws;
  - (iii) regulations; or
  - (iv) standards,
- within 10 days after it has been issued pursuant to sub-rule (a) and it will not take effect until 10 days after it being published on the Website.
- (d) The Board may at any time amend, revoke or replace:
- (i) a code of conduct;
  - (ii) by-laws;
  - (iii) regulations; or
  - (iv) standards,
- created pursuant to sub-rule (a), provided that any amendment, revocation or replacement will not take effect until 10 days after it being published on the Website.
- (e) The Board may distinguish between classes of members in the application or enforcement of:
- (i) a code of conduct;
  - (ii) by-laws;
  - (iii) regulations; or
  - (iv) standards.
- (f) In the event of any inconsistency or conflict between this Constitution and:
- (i) a code of conduct;
  - (ii) by-laws;
  - (iii) regulations; or
  - (iv) standards,
- this Constitution will prevail to the extent of the inconsistency or conflict.
- (g) A:
- (i) code of conduct;

- (ii) by-laws;
- (iii) regulations; or
- (iv) standards,

for the time being in force will be binding on all members.

(h) A General Meeting may determine to revoke any:

- (i) code of conduct;
- (ii) by-laws;
- (iii) regulations; or
- (iv) standards,

which revocation will take effect on, and from, the date of the determination of the General Meeting.

## **87. Inspection Of Records**

- (a) 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.
- (b) 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) as authorised by the QJA in General Meeting.
- (c) An Officer has the right at any time to inspect the accounting records or other documents of the QJA.

## **88. Charges By Members**

- (a) Any Member may charge any other member with:
  - (i) failing to observe this Constitution;
  - (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) obstructing the Board in the performance of any of the functions of the QJA;

- (v) obstructing any Officer in the performance of the Officer's duties;
- (vi) obstructing the Registrar in the performance of the Registrar's duties;
- (vii) 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;
- (viii) bringing the QJA into disrepute; or
- (ix) aiding or encouraging any other member or person to breach this Constitution or to bring the QJA into disrepute.

## **89. Processing Of Charges**

- (a) Charges must be provided in writing to the Registrar.
- (b) The Registrar may, and will, if directed by the Board, give notice to the member charged to appear before a meeting of the Board to answer the charges (for this rule the "Meeting").
- (c) The notice will be in writing and will set out the time and place of the Meeting, the name of the person laying the charge and particulars of the charge.
- (d) If the member charged makes written request the member will be supplied with further particulars (if any) as may be necessary to indicate the precise matters with which the member is charged.
- (e) If the member charged resides at a place more than 200 kilometres from the Registered Office, the Meeting will be conducted, should the member request by telephone hook-up so as to permit the member to participate in the Meeting.
- (f) At the appointed time and place of the Meeting, or any time and place to which the Meeting is adjourned or postponed and of which the member charged is notified, the charge may be heard, whether or not the member charged is present in person or by phone, provided that if the member charged provides an explanation satisfactory to the Board for their inability to attend then the Board will adjourn the Meeting to another time.
- (g) If the member charged attends the member will be informed of the substance and source of any information adverse to them on which the Board relies.
- (h) At any hearing of the charges, including the hearing of matters relating to penalty, the member will be given a reasonable opportunity to be heard and may, if the member wishes, provide written submissions to the Board.

## **90. Representation In Relation To Charges**

- (a) A member who determines to defend charges made against them is not entitled to be represented by anyone other than himself or another Member.

## **91. Power To Hear Charges**

- (a) The Board has power to hear and determine charges made under this rule 88.
- (b) The Board will determine matters before it on the civil standard of the balance of probabilities.

## **92. Findings Of The Board**

- (a) If the Board finds the member guilty, it may do one, or more, of the following:
  - (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 6 months;
  - (iii) terminate the membership of the member.

## **93. Not Grounds For Removal From Office**

- (a) Provided that the provisions of this rule do not provide for, or enable, the dismissal from office of a person elected to an office within the QJA unless the officer has been found guilty, pursuant to rule 98.

## **94. Frivolous Charges Against Members**

- (a) If upon investigation the charge is found to be frivolous the Board will promptly advise the member charged and will, if requested to do so by the member concerned, advise the Members.

## **95. Appeals Against Charges**

- (a) A member who is found guilty by the Board of any charges made under this rule may appeal that determination to a Special General Meeting of the QJA.
- (b) Notice of appeal must be given in writing within 10 days of the decision being communicated to the member charged and must set out all the matters that the member desires to be considered by way of appeal.
- (c) The notice of appeal must be given to the Registrar.
- (d) The appeal will be dealt with at a Special General Meeting of the QJA to be held within 60 days of the Registrar receiving the notice of appeal.

- (e) The Registrar will give notice of the Special General Meeting in accordance with this Constitution.

## 96. 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;
  - (iv) gross neglect of duty.
- (b) An Officer may be removed from Office where that Officer has ceased, under this Constitution to be eligible to hold that office.
- (c) A Member may:
  - (i) charge an Officer with any of the offences referred to in sub-rule (a); or
  - (ii) request the Board remove an Officer who is no longer eligible to hold their Office.
- (d) The Member making a charge will provide the Registrar with:
  - (i) particulars in writing of the offences charged; and
  - (ii) reasons why the Officer is no longer eligible to hold their Office.
- (e) The Registrar will, by written notice delivered to the Officer concerned, notify the Officer of the charges and/or grounds for removal and their particulars and will do so in sufficient time to enable the Officer reasonable opportunity to answer the allegations.
- (f) The charges and/or allegations as to ineligibility will, within 20 days of the Registrar being notified of the charges and/or allegations as to ineligibility, be heard and determined by a Special General Meeting.
- (g) When dealing with a charge and/or allegation as to ineligibility made in accordance with this rule the Special General Meeting will take all reasonable care to ensure that the charges are fairly, and fully, dealt with and that a reasonable opportunity is provided to the Officer concerned to respond, at the Special General Meeting, to the charge.

## 97. Representation In Relation To Charges

- (a) An Officer who determines to defend charges made against them is not entitled to be represented by anyone other than themselves or another Member.



## 98. Finding Of The Special General Meeting

- (a) If the Special General Meeting of the QJA finds the Officer guilty, it may do one or more of the following:
  - (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 6 months; or
  - (iv) terminate the membership of the Officer.

## 99. Appeals Against Charges

- (a) No appeal will lie at the instance of the Officer charged from any decision of a Special General Meeting made pursuant to this rule.

## 100. Frivolous Charges Against Officer

- (a) If upon investigation the charge and/or allegations as to ineligibility is found to be frivolous the Board will promptly advise the Officer concerned and will, if requested to do so by the Officer concerned, advise the Members.

## 101. 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;
  - (iv) in the case of facsimile transmission, at the time recorded on the transmission report from the machine from which the facsimile was sent; or

- (v) in the case of transmission by electronic mail, on the day of transmission if the electronic medium sending the notice states that the transmission was completed before 5:00pm on a business day, otherwise on the next business day, provided that this method of service is effective only if the medium's report states that it was sent in full and without error and the message 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.

## **102. Application Of The QJA's Income And Property**

- (a) The income and property of the QJA must be applied solely for the benefit and promotion of the QJA's objectives 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) 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:
    - (A) member;
    - (B) Officer; or
    - (C) employee;
  - (ii) the repayment of reasonable expenses, properly incurred by an Officer and as otherwise provided for in this Constitution.
- (c) Any payment authorised in accordance with sub-rule (b) may only be made with the prior written approval of the Board.

## **103. 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 pursuant to sub-rule (a), take insurance or pay the premiums on an insurance policy pursuant to sub-rule (b) even though the Officer has a direct and material interest in the outcome of the resolution.

#### **104. Deductible Gift Recipient**

- (a) If the QJA is endorsed as a deductible gift recipient ("DGR") and the DGR endorsement is revoked or the QJA is wound up, the following assets remaining after the payment of the QJA's liabilities must be transferred to a fund, authority or institution 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.

#### **105. 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 12, 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 for the purposes of income tax, sales tax, fringe benefits tax or otherwise under the provisions of any applicable income tax legislation including the *Income Tax Assessment Act 1997*.

## 106. Contribution On Winding Up

- (a) In the event of the winding up of the QJA, every 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; and
  - (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 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 pursuant to sub-rule (a) and subject to sub-rule (b) will be \$1.

## 107. Standing Orders

- (a) The following procedures will be adhered to as far as practicable at all meetings of the QJA, its committees and its Branches.
- (b) The President will preside as chairperson at every General Meeting and Special General Meeting, provided that if at the meeting the President is not present within 15 minutes after the time appointed for holding the meeting, or if present is not willing to act, then a Vice-President, if in attendance, will be the chair or if present but not willing to act then the Members may choose 1 of their number to be chair of the meeting and that person will whilst acting have, for the purposes of conducting the meeting, the authority and power of the President.
- (c) The chair will take the chair for the meeting and upon ascertaining that a quorum is present will then declare the meeting open for the transaction of business, provided that if no quorum is present within 15 minutes, the meeting will not proceed to business.
- (d) Standing orders for meetings, other than special meetings, will be:
  - (i) attendance and apologies;
  - (ii) business as notified;
  - (iii) minutes will be presented for confirmation, but no discussion will be allowed except as to their accuracy as a record of the proceedings;
  - (iv) business arising out of minutes;
  - (v) correspondence;

- (vi) financial statements and accounts;
  - (vii) reports;
  - (viii) general business on notice.
- (e) Standing orders for special meetings will be:
- (i) attendance and apologies;
  - (ii) business as notified.
- (f) A motion on notice will be required to suspend the standing orders at a general meeting other than a special meeting.
- (g) Standing orders cannot be suspended at a special meeting.
- (h) Any person seeking to suspend the standing orders will give notice, in accordance with this Constitution, to the Registrar.
- (i) A Member, privileged in accordance with this Constitution, may 5 days prior to a meeting give notice of a motion to be moved at that meeting by providing a copy of the motion to the Registrar.
- (j) A notice of motion will be dealt with in the order in which it stands in the agenda, in relation to other similar notices, provided that a motion to adjourn the standing orders will be dealt with prior to the agenda item of concern being dealt with.
- (k) No notice of motion entered on the notice paper will be proceeded with unless the person who has given such notice is present when the business is called in its order.
- (l) No notice of motion will proceed unless it is seconded.
- (m) Notices of motion not proceeded with will be struck out.
- (n) No new business will be taken later than 3 hours after the commencement of a meeting unless an extension of time is granted by the meeting.
- (o) Any person engaging in misconduct during a meeting or obstructing the business of the meeting will be called to order by the President and if, after being called to order, the person persists in the misconduct or obstruction or otherwise refuses or fails to comply with the President's direction, that person may be excluded from taking any further part in the business of the meeting and may be physically expelled from the meeting.

## **108. Rules Of Debate**

- (a) No discussion will be allowed except on a motion or amendment, duly proposed and seconded.

- (b) A call for a seconder will only be put twice at which time if the motion or amendment has not been seconded it will lapse.
- (c) Any Member desiring to propose a motion or amendment or to discuss any matter under consideration must address the chair.
- (d) No Member will address the meeting unless, and until, called upon by the chair.
- (e) When the chair speaks during a meeting the Member then speaking, or offering to speak, will cease so that the chair may be heard without interruption.
- (f) The chair will call to order any speaker who departs from the question or who violates the courtesies or rules of debate.
- (g) If the chair determines to participate in a debate at any meeting then the chair will vacate the chair whilst participating, which will be taken by the person who acts, in accordance with this Constitution, in the absence of the chair.
- (h) All motions will be determined in the following manner:
  - (i) the mover of the motion will have 5 minutes at the time of moving the motion to present argument in support of the motion and 3 minutes to reply, where the reply is limited to the answering of arguments advanced against the motion;
  - (ii) the seconder of a motion and all other speakers will be limited to 3 minutes;
  - (iii) the meeting, on motion without debate, may extend the time of any speaker but an extension of time must not exceed 3 minutes and the meeting may agree to further extensions on the same basis;
  - (iv) the chair will call attention to the time of all speakers 1 minute before their time expires and motions for extensions may be made when the chair so calls, but not later;
  - (v) after the motion has been moved and seconded, no more than 2 Members will 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 will at once be put to the meeting, subject to part (i) of this sub-rule.
- (i) All votes at meetings will be subject to the following:
  - (i) the chair will read the motion and determine the question on the voices, provided that the chair may call for a show of hands;
  - (ii) every question submitted to a meeting will be decided by a show of hands, unless a poll is demanded in accordance with this Constitution;

- (iii) in the case of an equality of votes whether on show of hands or on a poll the status quo will be preserved;
  - (iv) the chair will then declare the motion carried or lost.
- (j) 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 will go to the side of the room on the chair's right and those against to the chair's left and the number on each side will be counted and the number of voters, for and against, will be recorded in the minutes.
- (k) At any time during debate on any motion it will be competent for any Member who has not spoken to the motion to move an amendment, which will 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 cannot be to establish a direct negative to the question contained in the motion;
  - (iv) only one amendment will be received at a time and that amendment must be disposed of before any further amendment may be considered or moved;
  - (v) all amendments will be put before the original motion;
  - (vi) the mover of an amendment will not have a right of reply;
  - (vii) should an amendment be carried it becomes the substantive motion and thereon a further amendment may be proposed, however, if no further amendment is proposed, the amendment which has become the substantive motion, will be put without further debate subject to part (v) of sub-rule (h).
- (l) Where a motion is considered by a meeting without any amendments being proposed no Member except for the mover of the motion will speak more than once on the motion, unless by way of personal explanation or with the consent of the meeting.
- (m) Where an amendment or amendments are proposed then a Member may speak for or against any amendment which is proposed.
- (n) Any Member who thinks they have been misrepresented by a speaker may, with the indulgence of the chair, interrupt the speaker to correct the misrepresentation, but the Member must not enter into argument.
- (o) It will be competent at any time during a debate for a Member who has not spoken to a motion under consideration to rise and move "That the question be now put" but no discussion will be allowed and if this motion is seconded and carried, the chair will immediately call upon the Member (if any) who may have the right of reply, and then, immediately following

the reply, the chair will put the motion which will include the amendments (if any) that have been moved and accepted.

- (p) No motion upon any other subject will be submitted until the one before the chair is disposed of in accordance with this rule.
- (q) Should any question have occupied the attention of the meeting for 20 minutes, the discussion on such question will be closed and the chair will then call on the mover to reply, unless the meeting decides by resolution to continue the discussion of the matter in question.
- (r) A motion may be dealt with by:
  - (i) adoption as moved;
  - (ii) rejection as moved;
  - (iii) adoption after amendment of the subject matter.
- (s) Any of the following motions, will be in order despite a motion (or motion with amendments) being before the meeting:
  - (i) "The Order of the Day", i.e., that the next business in order be now taken;
  - (ii) postponement of the question, either to a definite time or a time to be fixed;
  - (iii) reference to a committee;
  - (iv) adjournment:
    - (A) of the debate;
    - (B) of the meeting.
- (t) A motion for adjournment:
  - (i) may be moved and seconded at any time during the meeting;
  - (ii) may be debated, provided that not more than 4 speakers be allowed both for and against the motion, inclusive of the mover and seconder;
  - (iii) provides no right of reply for the mover of the motion;
  - (iv) will be successful if carried by a majority of Members present.
- (u) A second motion for adjournment will not be moved until the subject under discussion at the time of the first motion for adjournment has been disposed of.
- (v) Questions of order will be decided by the chair, whose ruling will be final unless challenged by a formal motion submitted to the meeting.



- (w) Any Member may rise to a Point of Order when the Member considers the rules of debate to have been violated provided that the Member must submit the "Point of Order" to the chair, who will decide the question as prescribed in sub-rule (r).
- (x) Upon the point of order being raised, the Member addressing the meeting at the time will take their seat and will remain seated until the point of order has been decided.
- (y) A ruling given by the chair on any question may be subject to a motion of dissent calling the meeting to disagree with the ruling.
- (z) On the motion of dissent becoming seconded, the chair will vacate the chair which will be taken by the person who acts, in accordance with this Constitution, in the absence of the chair.
- (aa) No motion of dissent from the chair's ruling will be permitted unless it is made before any other business has been proceeded to.
- (bb) The procedure to determine a motion of dissent will be as follows:
  - (i) the Member moving the motion of dissent will be given 5 minutes to support the motion;
  - (ii) the chair will be given 5 minutes to defend their ruling;
  - (iii) the acting chair will then put the question and on the question being determined the chair will resume the chair.
- (cc) A report of a Committee officially presented will be received without motion, but the adoption of such report either absolutely, or by clauses, will be moved and seconded.
- (dd) It will be competent for any Member to move the reconsideration of a resolution that has been passed by a meeting, provided that the Member will have given notice at a previous meeting.
- (ee) It will be competent for any Member to propose that any subject will be considered in a committee of the whole meeting.
- (ff) The vote on such proposition when seconded will then be taken without discussion.

## **109. Alteration of Rules**

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

**VERSION CONTROL TABLE**

<b>Version number</b>	<b>Purpose / Changes</b>	<b>Author</b>	<b>Date</b>
1	Approved at SGM 10 <sup>th</sup> November 2012.	Keith Revell / John Payne	10/11/2012
1.1	Schedule 1 extracted from Constitution and created as stand-alone By-Law	Keith Revell / John Payne	15/07/2013
1.2	Rule 22 amended to stipulate how many comprise "Joint" Membership. Run 80 amended to reflect Schedule 1 removed and now a By-Law.	Keith Revell	09/11/2013
1.3	Remove Senior Vice-President position, Vice-Presidents to be elected by Members, Branch Committee to be hands-up election, Returning Officer can be Member.	Keith Revell	08/11/2014
1.4	Option for electronic ballots.	Keith Revell	26/01/2015
1.5	Annual renewals based on joining (anniversary) date. Increase Chair's proxies from 50 to 100	Keith Revell	7/11/2015
1.6	Reduce number of Vice-Presidents to 1	Keith Revell	29/10/2016