

Rules for Queensland Sexual Assault Network Inc.



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1. Interpretation

1.1 In these Rules—

ACNC Act means the *Australian Charities and Not-for-profit Commission Act 2012* (Cth).

AI Act means the *Associations Incorporation Act 1981* (Qld).

Association means Queensland Sexual Assault Network Inc.

Auditor means the auditor of the Association as appointed by the Management Committee from time to time.

Executive means the executive officer of the Association from time to time.

Committee Member means a member of the Management Committee.

DSS means the Australian Government Department of Social Services or such other Commonwealth department that administers the Register of Harm Prevention Charities from time to time.

Fund means the fund to which all gifts of money or property and deductible contributions for the principal activity of the Association are made.

ITAA means the *Income Tax Assessment Act 1997* (Cth).

Management Committee means the Management Committee for the Association.

Member means a member of the Association.

Minister means the Minister for Social Services.

present—

(a) at a Management Committee meeting, see Rule 25.6; or

(b) at a general meeting, see Rule 37.2.

Chairperson means, during the term of that appointment, a person appointed to perform the duties of the Chairperson of the Association.

Rules means the Rules of the Association as outlined in this document.

Secretary means, during the term of that appointment, a person appointed to perform the duties of the Secretary of the Association.

Treasurer means, during the term of that appointment, a person appointed to perform the duties of the Treasurer of the Association.

1.2 A word or expression that is not defined in these Rules, but is defined in the AI Act has, if the context permits, the meaning given by the AI Act.

1.3 Section 47(1) of the AI Act does not apply to the Association.

2. Association

2.1 The name of the Association is the Queensland Sexual Assault Network Inc.

- 2.2 The Association is established to be a not-for-profit charitable institution.
- 2.3 The Association has been endorsed as exempt from tax under Subdivision 50-B of the ITAA.
- 2.4 Without limitation to Rule 5, the Association pursues charitable purposes only and applies its income in promoting these purposes.

3. Objects

- 3.1 The principal object and activity of the Association is the promotion of the prevention or the control of sexual violence against women, trans and gender diverse people, men and children by:
- (a) providing specialised knowledge and state-wide consultation on issues of sexual violence and sexual assault service provision;
 - (b) leading social awareness and education on issues of sexual violence;
 - (c) acting as a state-wide network that the Queensland Government and media seeks out for consultation;
 - (d) providing advice and submissions on policy and legislation reform pertaining to the elimination of sexual violence and community accountability;
 - (e) promoting professional development and support for sexual assault support workers;
 - (f) providing a forum for sharing information, knowledge, skills, and resources across funded Queensland sexual assault support and prevention services;
 - (g) identifying regional trends and needs, and advocating for social, legal and political reform as necessary to address issues of sexual violence;
 - (h) supporting the development of state-wide, national and international partnerships to advance community responses to sexual violence;
 - (i) initiating and supporting the development of local and state-wide campaigns and resources;
 - (j) identifying systemic issues pertaining to the management of funded Queensland sexual assault support and prevention services and advocating with funding bodies where appropriate regarding program and policy;
 - (k) liaising with Queensland health-based sexual assault response services in Queensland to develop and strengthen coordinated responses to recent victims/survivors of sexual assault;
 - (l) providing representation and maintaining links with key national and state-wide organisations; and
 - (m) forming working groups to address issues and engaging in projects as identified by QSAN.

4. Powers

- 4.1 The Association has the following powers, which may only be used to carry out its Objects:

- (a) the powers of an individual; and
- (b) all the powers of an incorporated association under the AI Act.

5. Income and Property

- 5.1 Subject to subrule 5.2, the assets and income of the Association must be applied solely in furtherance of its Objects and no portion of its income or assets may be paid or transferred, directly or indirectly, to any Member, Committee Member or Fund trustee.
- 5.2 The Association may, with the approval of the Management Committee and subject to the AI Act and the ACNC Act, make payment in good faith to a Member:
 - (a) by way of reasonable and proper remuneration for any goods supplied or services rendered to the Association (including remuneration as an employee or consultant);
 - (b) for authorised out-of-pocket expenses reasonably and properly incurred by that Member in connection with the affairs of the Association;
 - (c) rent for premises let by any Member to the Association; or
 - (d) payment for any goods supplied to the Association by any Member.
- 5.3 Nothing in this Rule 5 prevents a Member from benefiting from participating in the Association's activities or receiving services from the Association provided that such activities and services are not exclusive to membership.

6. Harm Prevention Charity

- 6.1 This Rule 6 applies if and for so long as the Association is registered as a harm prevention charity with the DSS but is otherwise of no effect.
- 6.2 The Association agrees to comply with any rules that the Minister and the Treasurer of Australia may make to ensure that gifts made to the Fund are only used for its principal activity.
- 6.3 The Management Committee will ensure that the Association and the Fund provide statistical information on donations requested by the DSS within four months of the end of the financial year (collectively, **Annual Statistical Returns**).
- 6.4 An audited financial statement for the Association and the Fund will be supplied with the Annual Statistical Returns (**Audited Financial Statement**). The Audited Financial Statement will provide information on the expenditure of the Fund monies and the management of the Fund assets.
- 6.5 The Association must inform the DSS as soon as possible if:
 - (a) it changes its principal activity; or
 - (b) it changes its name or the name of the Fund; or
 - (c) there is any change to the membership of the Management Committee of the Fund; or
 - (d) there has been any departure from the model rules for public funds located in the Guidelines to the Register of Harm Prevention; or

- (e) it or the Fund, suffers any financial difficulties.
- 6.6 The Association will not act as a mere conduit for the donation of money or property to other organisations, bodies, or persons.
- 6.7 If the Fund is wound up, any surplus assets of the Fund are to be transferred to another fund that is on the Register of Harm Prevention Strategies.

7. Members

- 7.1 The Association will consist of the following members only:
 - (a) **Organisational Member:** An organisation funded by the Queensland Government to provide specialist sexual assault support services. An organisational member will be allowed one vote at any annual or general meeting. This vote is to be cast by a representative of the organisation.
 - (b) **Associate Member:** Individuals approved by the Management Committee from time to time. An Associate Member does not have voting rights and is not eligible for election to the Management Committee or to hold office within the Association.
- 7.2 The Management Committee may from time to time create or terminate various sub-classes of Associate Membership and specify any additional conditions of entry to these sub-classes, as it sees fit.
- 7.3 The number of Members shall be unlimited.

8. New membership

- 8.1 An applicant for membership (the **Applicant**) of the Association must be proposed by one Member of the Association (the **Proposer**) and seconded by another Member (the **Seconder**).
- 8.2 Every application for membership must, subject to these Rules:
 - (a) be in writing;
 - (b) be signed by each of:
 - (i) the Applicant;
 - (ii) the Applicant's Proposer; and
 - (iii) the Applicant's Seconder; and
 - (c) be in the form approved by the Management Committee, in its absolute discretion; and
 - (d) include such information and documents as may be determined from time to time by the Management Committee.
- 8.3 An Applicant being a natural person must be at least 18 years of age.
- 8.4 Every application for membership must include an undertaking by the Applicant that the Applicant will at all times while a Member act in a way which reflects and aligns with the Association's philosophy and the Objects.

9. Membership fees

- 9.1 The membership fee for each organisational membership and for each other class of membership (if any):
- (a) is the amount decided by the Members from time to time at a general meeting; and
 - (b) is payable when, and in the way, the Management Committee decides.
- 9.2 Subject to the AI Act and Rule 13.4, a membership fee once paid is not refundable.

10. Admission and rejection of new members

- 10.1 The Management Committee must ensure that it at all times has in place a process to ensure compliance with its obligations under subsection 70(4) of the AI Act with respect to applicants for membership.
- 10.2 The Management Committee will consider each application for membership:
- (a) where the application is received by the Association within the seven days prior to the next meeting of the Management Committee, either:
 - (i) the date of the next meeting of the Management Committee after the information is received by the Association; or
 - (ii) the date of the second meeting of the Management Committee after the information is received by the Association,as determined by the Association in its absolute discretion;
 - (b) where the application is not received within the seven days prior to the next meeting of the Management Committee but an earlier date, the date of the next meeting of Management Committee.
- 10.3 If a majority of the members of the Management Committee present at the meeting vote to accept the Applicant as a Member, then subject to these Rules, the Applicant must be accepted as a Member for the class of membership applied for.
- 10.4 In considering an application for membership, the Management Committee may:
- (a) accept or reject the application; or
 - (b) ask the Applicant to give more details as to why the Management Committee should approve the application for membership or respond to queries the Management Committee may have to assist in consideration of the application.
- 10.5 If the Management Committee asks for more information under subrule 10.4(b), the Management Committee determination of the application for membership is deferred until a date being no later than:
- (a) where the information is received by the Association within the seven days prior to the next meeting of the Management Committee, either:
 - (i) the date of the next meeting of the Management Committee after the information is received by the Association; or
 - (ii) the date of the second meeting of the Management Committee after the information is received by the Association,

as determined by the Management Committee in its absolute discretion;

- (b) where the information is not received within the seven days prior to the next meeting of the Management Committee but an earlier date, the date of the next meeting of Management Committee.

- 10.6 The Management Committee does not have to give any reason for rejecting an application for membership.
- 10.7 As soon as practicable following acceptance or rejection of an application for membership, the Secretary will send the Applicant written notice of the decision (**Application Notice**) to the Applicant.
- 10.8 Acceptance will be subject to payment of the Admission Fee, if applicable, within the timeframe stipulated in the Application Notice.
- 10.9 Each Member agrees to observe and perform the provisions of the Rules.
- 10.10 The rights and privileges of each Member are personal to that Member and are not transferable by the Member's own act or by operation of law.

11. When membership ends

- 11.1 A Member may resign from the Association by giving a written notice of resignation to the Secretary.
- 11.2 The resignation takes effect at:
 - (a) the time the notice is received by the Secretary; or
 - (b) if a later time for the resignation to take effect is stated in the notice—that later time.
- 11.3 Subject to subrule 11.4, the Management Committee may terminate the membership of a Member who:
 - (a) or
 - (b) does not comply with any of the Rules; or
 - (c) has membership fees in arrears for at least two months; or
 - (d) in the view of the Management Committee acting reasonably, has acted in a manner contrary to or inconsistent with the Objects.
- 11.4 Before terminating a membership pursuant to subrule 11.3, the Management Committee must give the relevant Member a full and fair opportunity to show why the membership should not be terminated.
- 11.5 If after considering all representations made by the Member, the Management Committee decides to terminate the membership, the Secretary must give the Member a written notice of the decision (**Decision Notice**).
- 11.6 Without limiting sub-rules 11.1-11.5, an Organisational Member automatically ceases to be a Member if it ceases to be funded by the Queensland Government to provide specialist sexual assault support services.

12. Appeal against rejection or termination of membership

- 12.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision (**Appeal Notice**).
- 12.2 An Appeal Notice must be given to the Secretary within one month after the date of the Application Notice or the Decision Notice, as applicable.
- 12.3 If the Secretary receives an Appeal Notice in conformity with subrule 12.2, the Secretary must, within one month after receiving the notice, call a general meeting to decide the appeal (**Appeal Meeting**).

13. General meeting to decide appeal

- 13.1 An Appeal Meeting must be held within three months after the Secretary receives the relevant Appeal Notice.
- 13.2 At the Appeal Meeting:
 - (a) the appellant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated, as applicable; and
 - (b) the Management Committee and the Management Committee members who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated, as applicable.
- 13.3 An appeal must be decided by a majority vote of the Members present and eligible to vote at the Appeal Meeting.
- 13.4 If a person whose application for membership has been rejected does not appeal against the decision in accordance with these Rules, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person, if any.

14. Register of members

- 14.1 The Management Committee must keep a register of Members (**Register**).
- 14.2 The Register must include the following particulars for each Member:
 - (a) the full name of the Member;
 - (b) the postal or residential address of the Member;
 - (c) the date of admission as a Member;
 - (d) the date of death or time of resignation of the Member;
 - (e) details about the termination or reinstatement of membership;
 - (f) any other particulars the Management Committee or the members at a general meeting decide.

- 14.3 Subject to subrules 14.4 and 14.5, the Register must be open for inspection by Members at all reasonable times.
- 14.4 A Member must contact the Secretary to arrange an inspection of the Register.
- 14.5 The Management Committee may, on the application of a Member, withhold information about the Member (other than the Member's full name) from the Register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm.

15. Prohibition on use of information on Register of members

- 15.1 A Member must not:
- (a) use information obtained from the Register to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the Register to someone else, knowing that the information is likely to be used to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes.
- 15.2 Subrule 15.1 does not apply if the use or disclosure of the information is approved by the Association.

16. Secretary

- 16.1 The Secretary will be appointed by the Management Committee.
- 16.2 The Management Committee must ensure that:
- (a) the Secretary meets the requirements set out at subsection 66(1) of the AI Act;
 - (b) any vacancy in the office of Secretary is filled in the shorter of:
 - (i) one month of the vacancy occurring; and
 - (ii) such time as required under the AI Act.
- 16.3 The Secretary is not permitted to hold the office of Auditor but, subject to this and the AI Act, may hold one or more offices in the Association in addition to the office of Secretary.
- 16.4 The Secretary holds office on the terms decided by the Management Committee, which terms may be varied at the absolute discretion of the Management Committee.
- 16.5 A person automatically ceases to be a Secretary if the person:
- (a) is not permitted by the ACNC Act (or any order made under the ACNC Act) to be a secretary of a charity registered with the ACNC;
 - (b) becomes of unsound mind or is physically or mentally incapable of performing the functions of that office;
 - (c) resigns by notice in writing to the Association; or
 - (d) is removed from office under subrule 16.6.

- 16.6 The Management Committee may remove a Secretary from that office whether or not the appointment was expressed to be for a specific term.
- 16.7 Without limitation to the AI Act, removal from the office of Secretary does not affect the position of a person, if applicable, as a member of the Management Committee.

17. Functions of Secretary

- 17.1 Subject to the AI Act, the Management Committee may determine the functions for the Secretary, including amending the functions so determined from time to time in its absolute discretion.

18. Diversity Principle

- 18.1 The Association acknowledges that it is in the best interests of the Association, including for the achievement of the Objects, for the composition of the Management Committee to include individuals with substantive experience in providing sexual assault services to one or more of the following groups, either directly or as the representative of an organisation with such experience:
- (a) First Nations women;
 - (b) Women from culturally and linguistically diverse backgrounds;
 - (c) Young women;
 - (d) Women with intellectual or learning disability;
 - (e) Women who have been convicted of a criminal offence;
 - (f) Men, including young men;
 - (g) Rural and remote women; and
 - (h) Children and young people.
- 18.2 When exercising their respective powers under these Rules and the AI Act for determining the composition of the Management Committee, the members of the Management Committee and the Members, as applicable, shall follow the Diversity Principle to the extent reasonably possible.

19. Membership of Management Committee

- 19.1 The minimum number of members of the Management Committee is eight.
- 19.2 The maximum number of members of the Management Committee is fourteen.
- 19.3 Subject to these Rules, no Organisational Member may be represented by more than one person on the Management Committee.
- 19.4 Offices of the Management Committee shall at all times include the office of Chairperson and the office of Treasurer, which offices are to be held by separate Management Committee members.

20. Term of office and compulsory retirement

- 20.1 The term of office for an individual appointed as a member of the Management Committee pursuant to Rule 21 is 12 months.
- 20.2 The term of office for an individual appointed as a member of the Management Committee to fill a casual vacancy howsoever arising is 12 months or, if the Association is to hold an annual general meeting before the expiration of that 12 month period, from the time of the appointment until the next annual general meeting.
- 20.3 Without limitation to subrule 20.1, at the conclusion of the annual general meeting of the Association, all members of the Management Committee must retire from office.
- 20.4 Subject to the AI Act and the ACNC Act, a retiring member of the Management Committee is eligible for re-election.

21. Electing the Management Committee

- 21.1 Subject to these Rules, elections to the Management Committee are to be made in accordance with this Rule 21.
- 21.2 A candidate for election to the Management Committee (**Candidate**) must be:
 - (a) a representative of an Organisational Member;
 - (b) nominated by two Organisational Members who must not include the the Organisational Member represented by the Candidate (collectively, **Nominees**);
 - (c) an adult; and
 - (d) not ineligible for election under the AI Act or the ACNC Act.
- 21.3 A nomination must be:
 - (a) in writing;
 - (b) signed by the Candidate and the Candidate's two Nominees; and
 - (c) given to the Secretary no later than 14 days before the annual general meeting at which the election for Management Committee members is to be held.
- 21.4 The Secretary shall cause to be posted in accordance with subrule 21.5 a list of Candidates by name and in alphabetical order with the name of each Candidate's Nominees (**Candidate List**).
- 21.5 The Candidate List shall be provided to all members of the Association at least seven days immediately preceding the annual general meeting at which the election is to be held.
- 21.6 If required by the Management Committee, balloting lists must be prepared containing a list in alphabetical order of the Candidates.
- 21.7 If at the commencement of the annual general meeting, there is an insufficient number of Candidates nominated in accordance with subrules 21.2 and 21.3 inclusive to meet the number of vacancies in the Management Committee, nominations may be taken from Members present at the meeting.

22. Resignation, removal or vacation of office of Management Committee member

- 22.1 A Committee Member may resign from the Management Committee by giving written notice of resignation (**Resignation Notice**) to the Secretary.
- 22.2 A resignation made pursuant to subrule 22.1 takes effect at:
- (a) the time the Resignation Notice is received by the Secretary; or
 - (b) if a later time is stated in the Resignation Notice, that later time.
- 22.3 A Committee Member may be removed from office at a general meeting of the Association if a majority of the Members present and eligible to vote at the meeting vote in favour of removing the Committee Member (**Member Removal Vote**).
- 22.4 Before a Member Removal Vote is taken, the Committee Member the target of that vote must be given a full and fair opportunity to show cause why they should not be removed from office.
- 22.5 Subject to compliance with subrule 22.4, a Committee Member has no right of appeal against their removal under subrule 22.3.
- 22.6 The office of a Committee Member is immediately vacated if:
- (a) the Committee Member has:
 - (i) not attended three consecutive meetings of the Management Committee; and
 - (ii) not, for each such missed meeting, submitted an apology prior to the commencement of the meeting;
 - (b) the office is vacated pursuant to the AI Act; or
 - (c) without limitation to subrule 22.6(b), the Committee Member becomes ineligible to act or to continue to act under the AI Act or the ACNC Act.

23. Vacancies on Management Committee

- 23.1 If a casual vacancy happens on the Management Committee, the continuing Committee Members may appoint another Member to fill the vacancy until the next annual general meeting.
- 23.2 Subject to subrule 23.3, the continuing Committee Members may act despite a casual vacancy on the Management Committee.
- 23.3 If the number of Committee Members is less than the number fixed under subrule 23.1 as a quorum of the Management Committee, the continuing Committee Members may act only to:
- (a) increase the number of Committee Members to the number required for a quorum; or
 - (b) call a general meeting of the Association.

24. Functions of Management Committee

- 24.1 The business of the Association is managed by the Management Committee, which may exercise all powers of the Association that the Rules and the AI Act do not require to be exercised by the Association in general meeting.
- 24.2 Without limiting the generality of subrule 24.1, the Committee Members may exercise all the powers of the Association to:
- (a) borrow money;
 - (b) charge any property or business of the Association;
 - (c) issue debentures or give security for a debt, liability or obligation of the Association or of any other person; and
 - (d) guarantee or become liable for the payment of money or the performance of any obligation by or of any other person.

25. Meetings of Management Committee

- 25.1 Subject to this Rule 25 and the AI Act, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- 25.2 The Management Committee must meet at least six times a calendar year to exercise its functions.
- 25.3 The Management Committee must decide how a meeting is to be called.
- 25.4 Without limitation to subrule 25.3, notice of a meeting of the Management Committee is to be given in the way decided by the Management Committee.
- 25.5 The Management Committee may hold meetings, or permit a Committee Member to take part in a Management Committee meeting, by using any technology that reasonably allows the Committee Member to hear and take part in discussions as they happen.
- 25.6 A Committee Member who participates in the meeting as mentioned in subrule 25.5 is taken to be present at the meeting.
- 25.7 A question arising at a Management Committee meeting is to be decided by a majority vote of Committee Members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 25.8 The Chairperson is to preside as chairperson at a Management Committee meeting.
- 25.9 If there is no Chairperson or if the Chairperson is not present within ten minutes after the time fixed for a Management Committee meeting, the members of the Management Committee may choose one of their number to preside as chairperson at the Management Committee meeting.

26. Quorum for, and adjournment of, Management Committee meeting

- 26.1 The minimum number of members of the Management Committee required for a quorum for a meeting of the Management Committee is that whole number greater than but closest to one half of the number of current Committee Members.

- 26.2 If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of Committee Members, the meeting lapses.
- 26.3 If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the Committee Members:
- (a) the meeting is to be adjourned for at least one day; and
 - (b) subject to subparagraph (a), the Committee Members who are present are to decide the day, time and place of the adjourned meeting.
- 26.4 If, at an adjourned meeting mentioned in subrule 26.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

27. Special meeting of Management Committee

- 27.1 If the Secretary receives a written request signed by at least 33% of the Committee Members to call a special meeting of the Management Committee, the Secretary must call a meeting of the Management Committee by giving each Committee Member notice of the meeting within 14 days after the Secretary receives the request.
- 27.2 A meeting called pursuant to subrule 27.1 is a **Special Meeting** of the Management Committee for the purpose of these Rules.
- 27.3 If the Secretary is unable or unwilling to call the Special Meeting as required under subrule 27.1, the Chairperson must call the Special Meeting.
- 27.4 A request for a Special Meeting must state:
- (a) why the Special Meeting is called; and
 - (b) the business to be conducted at the Special Meeting.
- 27.5 A notice of a Special Meeting must state:
- (a) the date of the Special Meeting, which date must be within 14 days of the date of that notice;
 - (b) the time and place of the Special Meeting; and
 - (c) the business to be conducted at the Special Meeting.

28. Minutes of Management Committee meetings

- 28.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.
- 28.2 The minutes of each meeting of the Management Committee must be signed by the chairperson of the meeting who attended the meeting, or the chairperson of the next meeting of the Management Committee verifying the accuracy of the minutes.

29. Appointment of subcommittees

- 29.1 The Management Committee may appoint a subcommittee consisting of Members as determined by the Management Committee in its sole discretion to assist with the conduct of the Association's operations or any part of them.
- 29.2 A member of a subcommittee who is not a member of the Management Committee is not entitled to vote at any Management Committee meeting.
- 29.3 A subcommittee may elect a chairperson of its meetings.
- 29.4 If a chairperson is not elected pursuant to subrule 29.3, or if the chairperson is not present within ten minutes after the time fixed for a meeting, the subcommittee members present may choose one of their number to be chairperson of the meeting.
- 29.5 A subcommittee may meet and adjourn as it considers appropriate.
- 29.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the subcommittee members present at the meeting and, if the votes are equal, the question is decided in the negative.

30. Acts not affected by defects or disqualifications

- 30.1 If it is discovered that:
 - (a) there was a defect in the appointment of:
 - (i) a member of the Management Committee or a subcommittee; or
 - (ii) a person acting as a member of the Management Committee;
 - (b) a persons appointed to one of those positions identified in subparagraph 30.1(a) was disqualified

all acts of the members of the Management Committee or the members of a subcommittee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

31. Resolutions of Management Committee without meeting

- 31.1 The Committee Members may pass a resolution without a Management Committee meeting being held if all the Committee Members entitled to vote on the resolution sign or approve a document containing a statement that they are in favour of the resolution set out in the document.
- 31.2 Separate copies of a document may be used for signing or approval by Committee Members if the wording of the resolution and statement are identical in each copy.
- 31.3 The resolution is passed when the last Committee Member signs.
- 31.4 For the purposes of this Rule 31, 'sign' and 'approve' includes such methods permitted under these Rules or otherwise approved by the Committee Members in the Association's policy (if any) in relation to Association communications.
- 31.5 Any document referred to in this Rule 31 may be in the form of a digital transmission.

- 31.6 This Rule 31 applies to meetings of a subcommittee of the Management Committee as if all members of the subcommittee were Committee Members.

32. Annual general meetings

- 32.1 Subject to the AI Act, if so determined by the Management Committee, the Association's annual general meeting is to be held to coincide with the Association's statewide face-to-face network meeting.

33. Auditor

- 33.1 If required by law to do so, the Association must appoint an Auditor and provide assistance to the Auditor in accordance with the requirements of applicable legislation, if any.
- 33.2 The Auditor will not have any affiliation with or interest in:
- (a) the Association; or
 - (b) an actual or potential supplier of goods and services to the Association.

34. Audit and accounts

- 34.1 The Management Committee must cause the Association to keep written financial records in relation to the business of the Association in accordance with the applicable requirements of the AI Act and the ACNC Act.
- 34.2 The Management Committee must cause the financial records of the Association to be audited in accordance with the requirements, if any, of the AI Act and the ACNC Act.

35. Notice of general meeting

- 35.1 The Secretary is responsible for calling a general meeting of the Association required to be held under these Rules and the AI Act.
- 35.2 If the Secretary is unable or unwilling to call a general meeting, the Chairperson must call the meeting.
- 35.3 At least 14 days' notice of a general meeting must be given to each Member.
- 35.4 Subject to subrule 35.5, the Management Committee may decide the way in which the notice must be given.
- 35.5 Notice of the following meetings must be given in writing:
- (a) a meeting called to hear and decide the appeal of a person against the Management Committee's decision:
 - (i) to reject the person's application for membership of the Association; or
 - (ii) to terminate a membership of the Association;
 - (b) a meeting called to hear and decide a proposed special resolution of the Association.
- 35.6 A notice of a general meeting must state the business to be conducted at the meeting.

36. Quorum for, and adjournment of, general meeting

- 36.1 No business may be conducted at a general meeting unless there is a quorum of Members when the meeting proceeds to business.
- 36.2 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Members, the meeting lapses.
- 36.3 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than as set out at subrule 36.2:
- (a) the meeting is to be adjourned for at least seven days; and
 - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.
- 36.4 At any general meeting at which there is a quorum, the chairperson may, with the consent of any meeting and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 36.5 If a meeting is adjourned under subrule 36.4, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 36.6 The Secretary is not required to give the Members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 36.7 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

37. Procedure at general meeting

- 37.1 A Member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the Member to hear and take part in discussions as they happen.
- 37.2 A Member who participates in a meeting as mentioned in subrule 37.1 is taken to be present at the meeting.
- 37.3 At each general meeting:
- (a) the Chairperson is to preside as chairperson; and
 - (b) if there is no Chairperson or if the Chairperson is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Members present must elect one of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

38. Voting at general meeting

- 38.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the Members present and eligible to vote.

- 38.2 Each Member present and eligible to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 38.3 A Member is not entitled to vote at a general meeting if the Member's annual subscription is in arrears at the date of the meeting.
- 38.4 Subject to subrule 38.5, the method of voting is to be decided by the Management Committee.
- 38.5 If at least 20% of the Members present and entitled to vote demand a secret ballot, voting must be by secret ballot.
- 38.6 If a secret ballot is held, the chairperson must appoint two Members to conduct the secret ballot in the way the chairperson decides.
- 38.7 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

39. Special general meeting

- 39.1 The Secretary must call and arrange to hold a general meeting if:
- (a) directed to call the meeting by the Management Committee; or
 - (b) given a written request in compliance with subrule 39.3 and which is signed by:
 - (i) at least 33% of the number of members of the Management Committee when the request is signed; or
 - (ii) at least the number of ordinary members of the Association equal to double the number of members of the Association on the Management Committee when the request is signed plus one; or
 - (c) given a written notice of an intention to appeal against the decision of the Management Committee:
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- 39.2 For the purpose of these Rules:
- (a) a meeting called pursuant to subrule 39.1 is a **Special General Meeting**; and
 - (b) subject to this Rule 39 and the AI Act, the processes and procedures for a general meeting apply for a Special General Meeting.
- 39.3 A written request must state:
- (a) the reason for the Special General Meeting; and
 - (b) the business to be conducted at the Special General Meeting.
- 39.4 Notice of a Special General Meeting must be given to each Member within 14 days after receipt by the Secretary of:
- (a) the direction made pursuant to subrule 39.1(a);

- (b) the request made pursuant to subrule 39.1(b); or
- (c) the notice made pursuant to subrule 39.1(c),

as applicable (such receipt date being the **SGM Trigger Date** for the purpose of this Rule 39).

39.5 A Special General Meeting must be held within three months after the relevant SGM Trigger Date.

(1) Chairperson

40. Proxies

40.1 Subject to Rule 40.7, an instrument appointing a proxy must be in writing and be in the following or similar form as determined by the Management Committee:

Queensland Sexual Assault Network Inc.

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

Signed this _____ day of _____ 20____.

Signature _____

40.2 The instrument appointing a proxy must:

- (a) if the appointor is an individual, be signed by the appointor or the appointor's attorney properly authorised in writing; or
- (b) if the appointor is a corporation:
 - (i) be under seal; or
 - (ii) be signed by a properly authorised officer or attorney of the corporation.

40.3 A proxy may but is not required to be a Member.

40.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

40.5 Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

40.6 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

- 40.7 If the appointor wishes to instruct the proxy to vote for or against a resolution as determined by the appointor, the instrument appointing the proxy must be in the following or in such similar form as determined by the Management Committee:

Queensland Sexual Assault Network Inc.

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

Signed this _____ day of _____ 20____.

Signature _____

This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the following resolutions
[*List relevant resolutions*]

41. Minutes of general meetings

- 41.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- 41.2 The minutes of each general meeting must be signed as follows:
- (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting or annual general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting or annual general meeting, verifying their accuracy.
- 41.3 If asked by a Member, the Secretary must, within 28 days after the request is made:
- (a) make the minute book for a particular general meeting available for inspection by the Member at a mutually agreed time and place; and
 - (b) give the Member copies of the minutes of the meeting.
- 41.4 The Association may require the Member to pay the reasonable costs of providing copies of the minutes.

42. By-laws

- 42.1 The Management Committee may make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association.
- 42.2 A by-law may be set aside by a vote of Members at a general meeting of the Association.

43. Alteration of Rules

- 43.1 Subject to the AI Act and subrule 43.2, these Rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 43.2 An amendment, repeal or addition is valid only if it is registered by the Chief Executive or another person authorised by the Management Committee.

44. Common seal

- 44.1 The Management Committee must ensure the Association has a common seal.
- 44.2 The common seal must be:
- (a) kept securely by the Management Committee; and
 - (b) used only under the authority of the Management Committee.
- 44.3 Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by:
- (a) the Secretary;
 - (b) another member of the Management Committee; or
 - (c) someone authorised by the Management Committee.

45. Funds and accounts

- 45.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.
- 45.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 45.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 45.4 A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- 45.5 If a payment of \$100 or more is made by cheque, the cheque must, subject to subrule 45.6, be signed by any two of the following:
- (a) the Chairperson;
 - (b) the Secretary;
 - (c) the Treasurer;
 - (d) any one of three other Members of the Association who have been authorised by the Management Committee to sign cheques issued by the Association.
- 45.6 The signatories to a cheque must be two separate persons, one of whom must be the Chairperson, the Secretary or the Treasurer.

- 45.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 45.8 A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- 45.9 All expenditure must be approved or ratified at a Management Committee meeting.

46. General financial matters

- 46.1 On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 46.2 The income and property of the Association must be used solely in promoting the Association's Objects and exercising the Association's powers.

47. Documents

- 47.1 The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

48. Financial year

- 48.1 The end date of the Association's financial year is 30th June in each year.

49. Revocation and Winding Up

- 49.1 If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
- gifts of money or property for the principal purpose of the organisation;
 - contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation;
 - money received by the organisation because of such gifts and contributions.