



Queensland Men's
Shed Association

RULES OF ASSOCIATION

ABN 8265 9067 088

ADOPTED ON 11 OCTOBER 2018

UPDATED ON [DATE]

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1 Interpretation

1.1 In these rules,

Act	means the <i>Associations Incorporation Act 1981</i> (Qld).
Associate Member	means a natural person, or organisation, who applies for and is granted membership of the Association as an Associate Member.
Association	means Queensland Men’s Shed Association Inc.
Auspiced Shed	means a Shed that is supported and/or sponsored by another organisation or Association and works within their premises and/or programs.
Casual vacancy	on a Management Committee, means a vacancy that happens when a member of the Management Committee resigns, dies or otherwise stops holding office.
Day	means a calendar day.
Deductible Gift Recipient (DGR)	means an entity or fund that can receive tax deductible gifts as determined by the Australian Tax Office.
Executive Committee	means the President, Vice President, Secretary and Treasurer, that hold powers and delegations relevant to their position, to undertake the business of the QMSA, within the Management Committee.
Management Committee	means the persons elected at the Annual General Meeting each year, including the President, Vice President, Secretary, Treasurer and Zone Representatives. The Management Committee includes the Executive Committee.
Member	<u>A Member is an Ordinary Member as outlined in Rule 11.1.</u>
Men’s Shed	means an incorporated entity which operates a Men's Shed which meets the criteria determined by the Management Committee from time to time and set out in the QMSA membership conditions within these Rules of Association, and which as at the date of adoption of these Rules of Association means any community-based, non-profit, non-commercial organisation recognised by the Management Committee that is accessible to all men and whose primary activity is to advance the health and wellbeing of members through the provision of a friendly environment where members are able to work on meaningful projects at their own pace in their own time.

Natural person	is a person who has their own legal personality, that is an individual human being, not a business entity, organisation or government.
Ordinary Member	means an organisation who applies for and is granted membership of the Association as an Ordinary Member.
Present	<ul style="list-style-type: none"> a. at a Management Committee Meeting, means present in accordance with Rule 38.6; and b. at a general meeting, special general meeting or Annual General Meeting means present in accordance with Rule 46.2, including being present either in person or electronically.
President	means the President as elected or appointed pursuant to Rule 26.
Proxy	means a person who has been authorised pursuant to Rule 53 take part and vote at general meetings on behalf of an Ordinary Member.
QMSA	means Queensland Men’s Shed Association Inc.
Secretary	means the Secretary as elected or appointed pursuant to Rule 32.
Shedder	means a natural person who is a current member of an Ordinary Member.
Treasurer	means the Treasurer as elected or appointed pursuant to Rule 35.
Vice President	means the Vice President as elected or appointed pursuant to Rule 29.
Zone	means a geographic zone determined by the Management Committee pursuant to sub rule 20.6.
Zone Representative	means the Zone Representative for a Zone as elected or appointed pursuant to Rule 20.

- 1.2 A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act prevails.
- 1.3 If a word, expression or clause is silent in these Rules of Association, then the Act prevails.
- 1.4 Words importing the masculine gender include the feminine, other and neutral genders, unless otherwise specified. It is the intention of the Association to use gender inclusive language where possible, however, some terms of these Rules of Association may be used in a more traditional form.

- 1.5 The provisions of the *Acts Interpretations Act 1954* (Qld) apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

2 Name

The name of the incorporated Association is Queensland Men’s Shed Association Inc (the Association).

3 Objects

The objects of the Association are—

- a. for the promotion and active engagement in local communities and across Queensland, with a focus primarily on the needs of men;
- b. effective advocacy with politicians, government, media, like-minded organisations and the corporate world on the work of the Men’s Shed movement across Queensland;
- c. to attract, manage and maintain funding for the purpose of assisting Men’s Sheds and men in the broader community;
- d. to ensure that the Association is run effectively within good governance frameworks; and
- e. to foster strong linkages and partnerships between individual Men’s Sheds across Queensland.

Comment [SF1]: There was discussion about the inclusion of the word ‘health’ in the objects. As previously discussed, it is strongly encouraged that this is not included as the QMSA is not a service provider and may be put at some risk if there is claim that health services are being provided.

4 Powers

4.1 The Association has the powers of an individual.

4.2 The Association may, for example—

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs; and
- (e) seek and form collaborations and partnerships with other like-minded organisations for the mutual benefit of members and the broader community.

5 Not-for-Profit

5.1 The assets and income of the Association shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the Members of the Association except as genuine compensation for services rendered or expenses incurred on behalf of the Association, as approved by the Management Committee.

6 Classes of members

- 6.1 The membership of the Association consists of ordinary members, and any of the following classes of members:
- (a) Ordinary Members. Ordinary Members:
 - i. must be a functioning Queensland Men's Shed organisation, including an auspiced non-tool shed, or one which is in the course of being established;
 - ii. must support the objects of the Association; and
 - iii. are entitled to vote at general meetings of the Association.
 - (b) Associate Members. Associate Members:
 - i. may be a natural person or an organisation other than an organisation entitled to be an Ordinary Member;
 - ii. are not entitled to vote at general meetings of the Association;
 - iii. may not be elected to the Executive Committee; and
 - iv. may serve on a sub-committee.
- 6.2 The number of Ordinary Members is unlimited.

7 New membership

- 7.1 An application for Ordinary Membership of the Association must be proposed by one ordinary member of the Association (the **proposer**) and seconded by another ordinary member (the **seconder**).
- 7.2 An application for membership must be—
- (a) in writing; and
 - (b) in the form previously agreed to by the Management Committee; and
 - (c) signed by the applicant and the applicant's proposer and seconder, where relevant.

8 Membership fees

- 8.1 The membership fee for each Ordinary Membership and Associate Membership—
- (a) is the amount recommended by the Management Committee from time to time and ratified at the Annual General Meeting; and
 - (b) is payable when, and in the way, the Management Committee decides.
- 8.2 A member of the Association who, before becoming a member, has paid the members annual subscription for membership, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Management Committee as the day on which the next annual subscription is payable.

9 Admission and rejection of new members

- 9.1 The Management Committee must consider an application for membership at the next committee meeting held after it receives—
- (a) the application for membership; and
 - (b) the appropriate membership fee for the application.
- 9.2 The Management Committee must ensure that, as soon as possible after the organisation or a natural person applies to become an Ordinary Member or an Associate Member of the Association, and before the Management Committee considers the application, the applicant is advised—
- (a) whether or not the Association has public liability insurance; and
 - (b) the amount of the insurance.
- 9.3 The Management Committee must decide at the meeting whether to accept or reject the application.
- 9.4 If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- 9.5 The Secretary of the Association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.

10 When membership ends

- 10.1 A member may resign from the Association by giving a written notice of resignation to the Secretary.
- 10.2 The resignation takes effect at—
- (a) the time the notice is received by the Secretary; or
 - (b) a later time as stated in the notice.
- 10.3 The Management Committee may terminate an Associate Member's membership if the member—
- (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for at least 3 months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association; or
 - (e) on the bankruptcy of the member; or
 - (f) on the death of the member.
- 10.4 The Management Committee may terminate an Ordinary Member's membership, if the member

- (a) does not comply with the provisions of these rules;
 - (b) has membership fees in arrears for at least 3 months;
 - (c) conducts itself in a way considered to be injurious or prejudicial to the character or interests of the Association;
 - (d) is wound up (except for the purpose of reconstruction or amalgamation).
- 10.5 Before the Management Committee terminates a member's membership, the Management Committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 10.6 If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the Secretary of the committee must give the member a written notice of the decision.

11 Ordinary Member or Organisation Appeal

- 11.1 An Ordinary Member or organisation whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of their intention to appeal against the decision.
- 11.2 A notice of intention to appeal must be given to the Secretary within one (1) month after the Ordinary Member or organisation receives written notice of the decision.
- 11.3 If the Secretary receives a notice of intention to appeal, the Secretary must, within one (1) month after receiving the notice, call a Management Committee meeting to decide the appeal.

12 Natural Person Appeal

- 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.
- 12.2 A notice of intention to appeal must be given to the Secretary within one (1) month after the person receives written notice of the decision.
- 12.3 If the Secretary receives a notice of intention to appeal, the Secretary must, within one (1) month after receiving the notice, call a Management Committee meeting to decide the appeal.

13 Management Committee meeting to decide appeal

- 13.1 A Management Committee meeting to decide an appeal must be held within three (3) months after the Secretary receives the notice of intention to appeal.
- 13.2 Members of the Management Committee must declare any conflicts of interest when dealing with an appeal of membership. Such declarations will form part of the minutes of this meeting.
- 13.3 At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.

- 13.4 Also, the Management Committee, including the 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.
- 13.5 An appeal must be decided by a majority vote of the Management Committee members who are present and able to vote at the meeting.
- 13.6 If an applicant whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the applicant appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the paid membership fee.

14 Register of members

- 14.1 The Management Committee must keep a register of all Ordinary Members and Associate Members of the Association.
- 14.2 The register must include the following particulars for each member—
- (a) the full name of the member;
 - (b) type of membership;
 - (c) the postal or residential address of the member;
 - (d) the date of admission as a member;
 - (e) the date of death or time of resignation of the member;
 - (f) details about the termination or reinstatement of membership;
 - (g) any other particulars the Management Committee or the members at a general meeting decide.
- 14.3 A member may contact the Secretary to arrange an inspection of the register.
- 14.4 Subject to the Association's obligations to comply with the *Privacy Act 1988*, any other relevant privacy legislation and the Act, the register must be open for inspection by members of the Association at all reasonable times.
- 14.5 However, the Management Committee may, on the application of a member of the Association, 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 of the Association must not—
- (a) use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of

the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

16 Membership of Management Committee

- 16.1 The Management Committee of the Association consists of a President, Vice President, Treasurer, Secretary and a Zone Representative for each Zone.
- 16.2 A member of the Management Committee must be a member of an Ordinary Member and a resident of Queensland or residing within 65kms of the border.
- 16.3 Members of the Management Committee shall be elected for a term of two (2) years by Ordinary Members entitled to vote at Annual General Meetings. At the first election following the adoption of these Rules of Association, the President and Secretary will be elected for a term of two (2) years and the Vice President and Treasurer will be elected for a term of one (1) year. At the second election following the adoption of these Rules of Association, the Vice President and Treasurer will be elected for a term of two years. In each year thereafter, those members of the Management Committee who have served a two (2) year term shall retire. A person appointed to fill a casual vacancy on the Management Committee shall retire at the next General Meeting. Where a casual vacancy on the Management Committee has occurred then the committee member elected at the next General Meeting to replace that committee member, shall be appointed for the balance of the term of the original committee member. Any committee member retiring from the committee on completion of a term of office shall be eligible for re-election, provided that they may only be eligible to be elected in a particular role on the Management Committee for a maximum of two (2) consecutive terms.
- 16.4 Each Zone Representative elected by the Ordinary Members of each Zone pursuant to Rule 20 shall be a member of the Management Committee.
- 16.5 If a Zone Representative is elected to, or fills a casual vacancy to, the position of President, Vice President, Secretary or Treasurer, the Zone they represent is entitled to elect another Zone Representative to be a member of the Management Committee.

17 Resignation, removal or vacation of office of Management Committee members

- 17.1 A member of the Management Committee may resign from the committee by giving written notice of resignation to the Secretary.
- 17.2 The resignation takes effect at—
- (a) the time the notice is received by the Secretary; or
 - (b) if a later time is stated in the notice—the later time.
- 17.3 A 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 member.

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

18 Vacancies on Management Committee

- 18.1 If a vacancy happens in the position of President, the procedure set out in Rule 26.5 applies. If a vacancy happens in the position of Vice President, the procedure set out in Rule 29.6 applies. If a vacancy happens in the position of Secretary, the procedure set out in Rule 32.7 applies. If a vacancy happens in the position of Treasurer, the procedure set out in Rule 35.7 applies. If the position of Zone Representative for a Zone should become vacant, the procedure set out in Rule 21.4 shall apply.
- 18.2 The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- 18.3 However, if the number of committee members is less than the number fixed under rule 39 as a quorum of the Management Committee, the continuing members may act only to—
 - (a) increase the number of Management Committee members to the number required for a quorum; or
 - (b) call a general meeting of the Association.

19 Functions of the Management Committee

- 19.1 Subject to these rules or a resolution of the members of the Association carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Association.
- 19.2 The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.¹
- 19.3 The Management Committee may exercise the powers of the Association—
 - (a) to borrow, raise or secure the payment of amounts in a way the members of the Association decide; and
 - (b) to apply for and accept funds, grants, sponsorships or donations from government agencies and departments, and other like-minded businesses or organisations, as determined from time to time; and

¹ Note that the Act prevails if the association's rules are inconsistent with the Act—see section 1B of the Act.

- (c) to secure agreed amounts or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, both present and future; and
 - (d) to mortgage or charge the whole or part of its property; and
 - (e) to invest in a way the members of the Association may from time to time decide.
- 19.4 The rate of interest payable by the Association on any borrowings must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
- (a) the financial institution for the Association; or
 - (b) if there is more than one financial institution for the Association—the financial institution nominated by the Management Committee.

20 Zone Representatives

- 20.1 The Ordinary Members of each Zone shall elect a Zone Representative to represent their Zone on the Management Committee. Each Ordinary Member within the Zone has one vote in the election of the Zone Representative for their Zone.
- 20.2 To contest the election to be a Zone Representative, a shedder is nominated by an individual Ordinary member within that Zone. Nomination must be endorsed by the Committee of that Ordinary Member and signed off by the executive committee of the Ordinary Member.
- 20.3 The Zone Representative for each Zone shall be ratified at the Annual General Meeting of the Association as being the Zone Representative for the relevant Zone on the Management Committee.
- 20.4 As a member of the Management Committee, the Zone Representative represents the interest of their Zone, within the context of the best interests of the Association.
- 20.5 Zone Representatives enjoy equal voting rights on the Management Committee.
- 20.6 The geographical make-up of Zones and the respective Ordinary Members within a given Zone is determined by the Management Committee.
- 20.7 The Management Committee will consider the size and make-up of the Zones at the Management Committee meeting directly prior to the Annual General Meeting and communicate any changes to the membership immediately following that meeting.

21 Election of Zone Representatives

- 21.1 A Zone Representative must be a member of an Ordinary Member within the Zone they are representing and elected by the Ordinary Members of that Zone.
- 21.2 Zone Members are required to be residents of Queensland or live within 65 kilometres of the Queensland border.
- 21.3 The term for Zone Representative is two (2) years. Each Zone Representative may only be in the role for a maximum of two (2) consecutive terms.

Comment [SF2]: There was discussion about the issue of a Zone representative living outside of Queensland. It was decided to keep this definition in. It is unlikely to make any difference. The 65km reference could be easily removed.

- 21.4 In the event of there being no Zone Representative for a particular Zone at the time these Rules of Association is adopted, the Management Committee may appoint an individual to fill the position on an interim basis, for a period of 3 months, while an election of a Zone Representative by the Ordinary Members within that Zone is arranged.
- 21.5 Should the role of Zone Representative become vacant during the term, the Ordinary Members within the Zone will appoint an interim Zone Representative, for a period of 3 months, to the Management Committee while an election of a Zone Representative by the Ordinary Members within that Zone is arranged.

22 Removal of Zone Representatives

- 22.1 A Zone Representative may be removed by the majority of Ordinary Members present and voting at a specially convened general meeting if:
- (a) they are absent without notification or reason for three months; or
 - (b) there is a vote of no confidence by the Ordinary Members of the Association; or
 - (c) they are no longer a member of an Ordinary Member of the Association; or
 - (d) they are personally insolvent or are no longer a fit and proper person; or
 - (e) they are no longer capable of performing the role due to illness or mental capacity.
- 22.2 Upon removal of the Zone Representative, the Ordinary Members within the Zone will appoint an interim Zone Representative, for a period of 3 months, to the Management Committee while an election of a Zone Representative by the Ordinary Members within that Zone is arranged.

23 Functions of Zone Representatives

- 23.1 The Zone Representative's functions include, but are not limited to—
- (a) actively engage in the activities of the Management Committee;
 - (b) represent the interests and concerns of their Zone;
 - (c) ensure that all relevant information is provided to their Zone;
 - (d) ensure that all confidential information of the Management Committee is protected;
 - (e) ensure that requirements of the Act are met; and
 - (f) making decisions, in collaboration with other members of the Management Committee, on behalf of the Association.
- 23.2 A Zone Representative must, at all times, act in the best interests of the Association.

24 Executive Committee

- 24.1 The Executive Committee consists of the President, Vice President, Secretary and Treasurer.

- 24.2 The Executive Committee is part of the Management Committee.
- 24.3 The Executive Committee oversees and administers the day-to-day functions of the Association through the delegation of the Management Committee.
- 24.4 The Executive Committee meets, at least, monthly to ensure that the business of the Association is attended to in a timely manner.

25 Electing the Executive Committee

- 25.1 A member of the Executive Committee may only be elected as follows—
 - (a) any two Ordinary members of the Association may nominate and second a Shedder (the candidate) to serve as a member of the Executive Committee;
 - (b) the nomination must be—
 - i. in writing; and
 - ii. signed by the candidate and the members who nominated him; and
 - iii. given to the Secretary at least 28 days before the Annual General Meeting at which the election is to be held;
 - (c) each member of the Association present and eligible to vote at the Annual General Meeting may vote for one candidate for each vacant position on the Executive Committee.
- 25.2 A person may be a candidate only if the person—
 - (a) is an adult;
 - (b) is proposed and seconded by an Ordinary Member of the Association;
 - (c) is a resident of Queensland or live within 65 kilometres of the Queensland border; and
 - (d) is not ineligible to be elected as a member under section 61A of the Act.
- 25.3 A list of the candidate's names in alphabetical order, with the names of the members who nominated and seconded each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Association, and sent electronically to Ordinary Members, at least fourteen (14) days immediately preceding the annual general meeting.
- 25.4 If more than the requisite number of candidates are nominated for any office, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 25.5 The Management Committee must ensure that, before a candidate is elected as a member of the Executive Committee, the candidate is advised—
 - (a) that the Association has public liability insurance; and
 - (b) the amount of the insurance.
- 25.6 If no more than the requisite number of candidates are nominated for any office, the candidate duly proposed shall be declared elected.

25.7 If more than the requisite number of candidates are nominated for any office, a secret ballot, as per Rule 47, shall be held for the election of the requisite number.

26 Appointment or election of the President

26.1 The president must be an individual residing in Queensland, or live within 65 kilometres of the Queensland border, who is a member of an Ordinary Member.

26.2 The President is elected at the Annual General Meeting, or Special General Meeting as required, by the Ordinary Members of the Association.

26.3 The term of the President is two (2) years. A President may only be in the role for a maximum of two (2) consecutive terms.

26.4 If the Association has not elected a President for the Association at the Annual General Meeting, the Vice President will act as President for a period of up to three (3) months while a new election is called.

26.5 If a vacancy happens in the office of President before the end of the term, the Vice President will act as interim President for up to three (3) months while an election is arranged.

Comment [SF3]: There was discussion about the appointment of limited terms. This is in keeping with contemporary governance practice. It can be removed but it is strongly encouraged to be kept as it *may* affect funding decisions made by the government if the Rules are considered to be out of step with contemporary practice.

27 Removal of the President

27.1 The President may be removed by the majority of Ordinary Members present and voting at a general meeting if:

- (a) they are absent without notification or reason for three months; or
- (b) there is a vote of no confidence by the Ordinary Members of the Association; or
- (c) they are no longer a member of an Ordinary Member of the Association; or
- (d) they are personally insolvent or are no longer a fit and proper person; or
- (e) they are no longer capable of performing the role due to illness or mental capacity.

27.2 Upon removal of the President, the Vice President will be appointed in an interim capacity, for three months, or until an election can be arranged, whichever is sooner.

28 Functions of the President

28.1 The President's functions include, but are not limited to—

- (a) provide leadership to the Management Committee and Executive Committee of the Association;
- (b) ensure that requirements of the Act are met;
- (c) making decisions, in collaboration with the Management Committee, on behalf of the Association;
- (d) if the vote is tied, having a casting vote;
- (e) work with paid employees and volunteers within the Association;

- (f) representing the Association at government, business and other meetings, as required;
- (g) being the spokesman for the Association, when required; and
- (h) approving and signing official letters, contracts and financial payments.

28.2 The President must, at all times, act in the best interests of the Association.

29 Appointment or election of a Vice President

- 29.1 The Vice President must be an individual residing in Queensland, or live within 65 kilometres of the Queensland border, who is a member of an Ordinary Member.
- 29.2 The Vice President is elected at the Annual General Meeting, or Special General Meeting as required, by the Ordinary Members of the Association.
- 29.3 The term of the Vice President is two (2) years.
- 29.4 A Vice President may only be in the role for a maximum of two (2) consecutive terms.
- 29.5 If the Association has not elected a Vice President at the Annual General Meeting, a member of the Management Committee will act as Vice President for a period of up to three (3) months while a new election is called.
- 29.6 If a vacancy happens in the office of Vice President before the end of the term, the members of the Management Committee must ensure the casual vacancy is filled by a member of the Management Committee for up to three (3) months while an election is arranged.

30 Removal of the Vice President

- 30.1 The Vice President may be removed by the majority of Ordinary Members present and voting at a general meeting if:
 - (a) they are absent without notification or reason for three months; or
 - (b) there is a vote of no confidence by the Ordinary Members of the Association; or
 - (c) they are no longer a member of an Ordinary Member of the Association; or
 - (d) they are personally insolvent or are no longer a fit and proper person; or
 - (e) they are no longer capable of performing the role due to illness or mental capacity.
- 30.2 Upon removal of the Vice President, a member of the management committee will be appointed in a casual capacity, for three (3) months, or until an election can be arranged, whichever is sooner.

31 Functions of the Vice President

- 31.1 The Vice President's functions include, but are not limited to—
 - (a) provide active and ongoing support to the work of the President;
 - (b) acting as President during leave of the elected President or at his removal or resignation;

- (c) ensure that requirements of the Act are met;
- (d) at the request of the President, represent the Association at government, business and other meetings, as required;
- (e) at the request of the President, act as the spokesman for the Association; and
- (f) co-approving and co-signing official letters, contracts and financial payments.

31.2 The Vice President must, at all times, act in the best interests of the Association.

32 Appointment or election of Secretary

- 32.1 The Secretary must be an individual residing in Queensland or live within 65 kilometres of the Queensland border, who is a member of an Ordinary Member.
- 32.2 The Secretary is elected at the Annual General Meeting, or Special General Meeting as required, by the Ordinary Members of the Association.
- 32.3 The term of the secretary is two (2) years.
- 32.4 A Secretary may only be in the role for a maximum of two (2) consecutive terms.
- 32.5 If the Association has not elected a Secretary at the Annual General Meeting, one of the members of the Management Committee must act as Secretary in an interim role for a period of up to three (3) months while a new election is called.
- 32.6 Should the Secretary wish to resign during the term, they must do so, in writing, to the President.
- 32.7 If the Secretary role becomes vacant before the end of the term, the members of the Management Committee must ensure the casual vacancy is filled by a member of the management committee for up to three (3) months while an election is arranged.

33 Removal of Secretary

- 33.1 The Secretary may be removed by the majority of Ordinary Members present and voting at a general meeting if:
 - (a) they are absent without notification or reason for three months; or
 - (b) there is a vote of no confidence by the Ordinary Members of the Association; or
 - (c) they are no longer a member of an Ordinary Member of the Association; or
 - (d) they are personally insolvent or are no longer a fit and proper person; or
 - (e) they are no longer capable of performing the role due to illness or mental capacity.
- 33.2 Upon removal of the Secretary, a member of the Management Committee will be appointed in a casual capacity, for three (3) months, or until an election can be arranged, whichever is sooner.

34 Functions of Secretary

- 34.1 The Secretary's functions include, but are not limited to—

- (a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association; and
- (b) keeping and disseminating minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the Association; and
- (d) maintaining the register of members of the Association.

34.2 The Secretary must, at all times, act in the best interests of the Association.

35 Appointment or election of a Treasurer

- 35.1 The Treasurer must be an individual residing in Queensland, or live within 65 kilometres of the Queensland border, who is a member of an Ordinary Member.
- 35.2 The Treasurer is elected at the Annual General Meeting, or Special General Meeting as required, by the Ordinary Members of the Association.
- 35.3 The term of the Treasurer is two (2) years.
- 35.4 A Treasurer may only be in the role for a maximum of two (2) consecutive terms.
- 35.5 If the Association has not elected a Treasurer at the Annual General Meeting, one of the members of the Management Committee must act as Treasurer in an interim role for a period of up to three (3) months while a new election is called.
- 35.6 Should the Treasurer wish to resign during the term, they must do so, in writing, to the President.
- 35.7 If the Treasurer role becomes vacant before the end of the term, the members of the Management Committee must ensure the casual vacancy is filled by a member of the management committee for up to three (3) months while an election is arranged.

36 Removal of the Treasurer

- 36.1 The Treasurer may be removed by the majority of Ordinary Members present and voting at a general meeting if:
 - (a) they are absent without notification or reason for two (2) months; or
 - (b) there is a vote of no confidence by the Ordinary Members of the Association; or
 - (c) they are no longer a member of the Association; or
 - (d) they are personally insolvent or are no longer a fit and proper person; or
 - (e) they are no longer capable of performing the role due to illness or mental capacity.
- 36.2 Upon removal of the Treasurer, a member of the Management Committee will be appointed in a casual capacity, for three (3) months, or until an election is arranged, whichever is sooner.

37 Functions of Treasurer

- 37.1 The Treasurer's functions include, but are not limited to—
- (a) ensure that the financial records are accurate; and
 - (b) provide regular and accurate financial reports to the management committee; and
 - (c) ensure that all receipts for all money received by the Association are recorded and banked promptly; and
 - (d) manage prompt payment of accounts as per the financial delegations of the Association; and
 - (e) assist in the appointment of an independent auditor, as per rule 61; and
 - (f) prepare and present a Treasurer's Report, Auditor's Report and audited financial statements to the Annual General Meeting.
- 37.2 The Treasurer must, at all times, act in the best interests of the Association.

38 Meetings of Management Committee

- 38.1 Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- 38.2 The Management Committee must meet at least once every three (3) months to exercise its functions.
- 38.3 The Management Committee must decide how a meeting is to be called.
- 38.4 Notice of a meeting is to be given in the way decided by the Management Committee but should not disadvantage any member of the Management Committee.
- 38.5 The Management Committee may hold meetings or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen, as per Rule 49.
- 38.6 A committee member who participates in the meeting as mentioned in sub rule 38.5 is taken to be present at the meeting.
- 38.7 Any notice of a meeting of the Management Committee may be given in writing by email or other electronic means as determined by the Management Committee, telephone or any other means of communication.
- 38.8 A question arising at a Management Committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the President, as Chairman, may have the casting vote.
- 38.9 A member of the Management Committee must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted.
- 38.10 The President is to preside as chairman at a Management Committee meeting.

38.11 If the President is not present within 10 minutes after the time fixed for a Management Committee meeting, the Vice President may chair the meeting. If the Vice President is not available, the members of the Management Committee may choose one of their number to preside as chairman at the meeting.

39 Quorum for, and adjournment of, Management Committee meeting

39.1 At a Management Committee meeting, more than 50% of the persons comprising the Management Committee as at the close of the last general meeting of the members form a quorum.

39.2 If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the meeting lapses.

39.3 If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the committee—

(a) the meeting is to be adjourned for at least 1 day; and

(b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.

39.4 If, at an adjourned meeting mentioned in sub rule 39.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

40 Special meeting of Management Committee

40.1 If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the Secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within fourteen (14) days after the Secretary receives the request.

40.2 If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

40.3 A request for a special meeting must state—

(a) why the special meeting is called; and

(b) the business to be conducted at the meeting.

40.4 A notice of a special meeting must state—

(a) the day, time and place of the meeting; and

(b) the business to be conducted at the meeting.

40.5 A special meeting of the Management Committee must be held within fourteen (14) days after notice of the meeting is given to the members of the Management Committee.

41 Minutes of Management Committee meetings

- 41.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are kept electronically in a secure location.
- 41.2 To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairman of the meeting, or the chairman of the next Management Committee meeting, verifying their accuracy.
- 41.3 Minutes are to be disseminated to members of the Management Committee, by the Secretary, within a reasonable time after the meeting. The members of the Management Committee shall keep these minutes confidential.

42 Annual General Meetings

- 42.1 Each Annual General Meeting must be held—
 - (a) once per year; and
 - (b) within 6 months after the end date of the Association's reportable financial year.

43 Business to be conducted at the Annual General Meeting

- 43.1 This rule applies to the Association as a level 2 incorporated Association to which section 59A of the Act applies.
- 43.2 The following business must be conducted at each Annual General Meeting of the Association—
 - (a) receiving the Association's financial statement, and signed auditor's report, for the last reportable financial year; and
 - (b) presenting the financial statement and signed statement to the meeting for adoption; and
 - (c) electing members of the Management Committee; and
 - (d) appointing an auditor or an approved person for the current financial year.

44 Notice of general meeting

- 44.1 The Secretary may call a general meeting of the Association.
- 44.2 The Secretary must give at least twenty-one (21) days' notice of the meeting to each Ordinary Member of the Association.
- 44.3 If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- 44.4 The Management Committee may decide the way in which the notice must be given.
- 44.5 However, notice of the following meetings must be given in writing—

- (a) a meeting called to hear and decide the appeal of a person against the Management Committee's decision to terminate the person's membership of the Association; and
- (b) a meeting called to hear and decide a proposed special resolution of the Association.

44.6 A notice of a general meeting must state the business to be conducted at the meeting.

45 Quorum for, and adjournment of, general meeting

45.1 The quorum for a general meeting is at least 50% of Ordinary Members plus, at least, the President and one member of the Management Committee.

45.2 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

45.3 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Association, the meeting lapses.

45.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the Association—

- (a) the meeting is to be adjourned for at least 7 days; and
- (b) the Management Committee is to decide the day, time and place of the adjourned meeting.

45.5 The chairman may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

45.6 If a meeting is adjourned under sub-rule 45.5, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

45.7 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.

45.8 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.

46 Procedure at general meeting

46.1 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.

46.2 A member who participates in a meeting as mentioned in sub-rule 46.1 is taken to be present at the meeting.

46.3 At each general meeting—

- (a) the President is to preside as chairman; and
 - (b) if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Vice President may act as chairman. If the Vice President is unable or unwilling to act, the members present must elect one of their number to be chairman of the meeting; and
 - (c) the chairman must conduct the meeting in a proper and orderly way.
- 46.4 Motions on notice at a general, Special General Meeting or Annual General Meeting, must be provided to the Secretary, in writing, at least seven (7) days before the relevant meeting.

47 Voting at general meeting

- 47.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the Ordinary Members present.
- 47.2 Each Ordinary Member present and eligible to vote is entitled to one vote only and, if the votes are equal, the President has a casting vote.
- 47.3 An Ordinary 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.
- 47.4 The method of voting is to be decided by the Management Committee.
- 47.5 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 47.6 If a secret ballot is held, the chairman must appoint two (2) members to conduct the secret ballot in the way the chairman decides.
- 47.7 The result of a secret ballot as declared by the chairman is taken to be a resolution of the meeting at which the ballot was held.

48 Special general meeting

- 48.1 The Secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 days after—
- (a) being directed to call the meeting by the Management Committee; or
 - (b) being given a written request signed by—
 - i. at least 50% of the number of members of the Management Committee when the request is signed plus one (1); 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) being given a written notice of an intention to appeal against the decision of the Management Committee to terminate a person's membership.
- 48.2 A request mentioned in sub-rule 48.1 must state—
- (a) why the special general meeting is being called; and

- (b) the business to be conducted at the meeting.
- 48.3 A special general meeting must be held within three (3) months after the Secretary—
- (a) is directed to call the meeting by the Management Committee; or
 - (b) is given the written request mentioned in sub-rule 48.1(b); or
 - (c) is given the written notice of an intention to appeal mentioned in sub-rule 48.1(c).
- 48.4 If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

49 Electronic meetings

49.1 With reference to Section 63A of the Act, for the purpose of these Rules of Association the contemporaneous linking together by electronic means including telephone or other form of instantaneous audio and visual communication ('electronic meetings') of a number of members of the Ordinary Members and/or Management Committee constituting not less than the quorum required for the purpose of these Rules whether or not one or more of said members are outside the Commonwealth of Australia shall be deemed to constitute a sub-committee meeting, General Meeting, Special General Meeting, Extraordinary General Meeting and/or meeting of the Management Committee and all the provisions of these Rules as to meetings shall apply to such meeting so long as the conditions set out in 49.1(a) are met.

- (a) The conditions referred to in sub rule 49.1 are that:
 - i. all Ordinary Members and/or members of the Management Committee for the time being entitled to receive notice of a meeting shall be entitled to notice of the meeting to be conducted by electronic meeting;
 - ii. notice of any such meeting shall be given in accordance with these Rules of Association;
 - iii. each of the Ordinary Members and/or members of the Management Committee taking part in the meeting shall be linked by electronic meeting must throughout the meeting be able to hear each of the other participants so taking part;
 - iv. at the commencement of the meeting each participant must acknowledge their presence to all the other participants taking part; and
 - v. if the Secretary is not present at the meeting one of the participants, so present, shall take minutes of the meeting.
- (b) An Ordinary Member and/or member of the Management Committee may not leave an electronic meeting unless he has previously obtained the express consent of the chairman of the meeting.
- (c) An Ordinary Member and/or member of the Management Committee shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the electronic meeting unless they have previously obtained the express consent of the chairman of the meeting to leave the meeting.

- (d) A minute of the proceedings at an electronic meeting shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified on a correct minute by the chairman of the meeting or by the Secretary if present at the meeting.
- (e) A meeting held pursuant to this rule shall not be invalid as a result of a participant not being able to continue to participate in the meeting, once it has started, due to technical electronic issues.

50 Appointment of subcommittees

- 50.1 The Management Committee may appoint a subcommittee consisting of members of the Association considered appropriate by the Management Committee to help with the conduct of the Association's operations.
- 50.2 These may include:
 - (a) committees, sub-committees and standing committees;
 - (b) working parties;
 - (c) teams;
 - (d) projects; or
 - (e) programs
- 50.3 A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- 50.4 In establishing a subcommittee, the Management Committee must, by resolution, determine the purpose and structure of such subcommittee by terms of reference to the subcommittee to include the powers, duties and functions of the subcommittee and may delegate to the subcommittee such powers it considers necessary to fulfil its duties (not being duties imposed on the Management Committee).
- 50.5 A subcommittee may elect a chairman of its meetings.
- 50.6 If a chairman is not elected, or if the chairman is not present within 10 minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be chairman of the meeting.
- 50.7 A subcommittee may meet and adjourn as it considers appropriate.
- 50.8 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 50.9 Any subcommittee established under sub-rule 50.4 is responsible to and reports to the Management Committee and must cause minutes to be made of all proceedings at all meetings of the subcommittee to be signed by the chairman as a true record.
- 50.10 The President of the Association shall automatically be a member of any subcommittee, should they so desire.
- 50.11 The Management Committee may also engage advisers to assist a committee who are not members of the Association to provide expert or specialist advice. Such advisers

shall have no vote in the deliberations of the subcommittee unless the Management Committee has specifically delegated that person voting rights.

51 Acts not affected by defects or disqualifications

- 51.1 An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.
- 51.2 Sub rule 51.1 applies even if the act was performed when—
- (a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
 - (b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

52 Resolutions of Management Committee without meeting

- 52.1 A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a Management Committee meeting that was properly called and held.
- 52.2 A resolution mentioned in sub-rule 52.1 may consist of several documents in like form, each signed by one (1) or more members of the Management Committee.

53 Proxies

- 53.1 An instrument appointing a proxy must be in writing and be in the following or similar form:

QUEENSLAND MEN'S SHED ASSOCIATION INC:

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

Signed this _____ day of _____ 20____.

Signature

- 53.2 A proxy must be an authorised delegate of an Ordinary Member of the Association.
- 53.3 The instrument appointing a proxy must be signed by the properly authorised officer or attorney of the Ordinary Member that is the appointor.
- 53.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

- 53.5 Each instrument appointing a proxy must be provided to the Secretary, in writing, at least 48 hours, before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 53.6 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 53.7 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

QUEENSLAND MEN'S SHED ASSOCIATION INC:

I, _____ of _____, _____ being
a member of the Association, appoint

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

Signed this _____ day of _____ 20____.

Signature

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

[List relevant resolutions]

54 Minutes of general meetings of members

- 54.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered into the Association's records.
- 54.2 To ensure the accuracy of the minutes—
- (a) the minutes of each general meeting must be signed by the chairman of the meeting, or the chairman of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each Annual General Meeting must be signed by the chairman of the meeting, or the chairman of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.
- 54.3 If asked by a member of the Association, the Secretary must, within 28 days after the request is made—
- (a) make the minutes for a particular general meeting available for inspection by the member electronically or at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- 54.4 The Association may require the member to pay the reasonable costs of providing copies of the minutes.

55 Dispute resolution

- 55.1 Any dispute between a member and another member or between a member and the Association must, unless the parties otherwise agree, be dealt with by the procedure in this Rule 55.
- 55.2 Any party to a dispute between members, may refer the dispute to the Management Committee for determination or mediation.
- 55.3 The Management Committee may act as a mediator or decision maker (provided they are unbiased) or may appoint a third party as a mediator or decision maker.
- 55.4 If there is a dispute between the Association and a member, either party may require the dispute be referred to mediation by a mediator agreed to by the parties, or failing agreement a mediator appointed by the President of the Queensland Law Society.
- 55.5 If the mediation process does not result in the dispute being resolved, within a reasonable time as decided by the mediator, or failing this decision, within one month of the party requiring mediation, the parties may commence court proceedings.
- 55.6 A determination made under this rule is final and binding on all parties to the dispute.

56 By-laws

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

57 Alteration of rules

- 57.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 57.2 However, an amendment, repeal or addition is valid only if it is registered by the President and/or the Chief Executive Officer of the Association with the Office of Fair Trading and/or other relevant government agencies.

58 Financial year

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

59 Funds and accounts

- 59.1 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.
- 59.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

59.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

59.4 A payment by the Association of \$~~250-100~~ or more must be made by cheque or electronic funds transfer.

Comment [SF4]: Changed as agreed.

59.5 Financial processes and permissions are outlined in the Financial Delegations policy agreed by the Management Committee and updated, from time to time, to reflect contemporary accounting and governance legislation and practices.

59.6 If a payment of \$~~250-100~~ or more is made by cheque or electronic transfer, the transaction must be signed, or electronically approved, by any two of the following—

Comment [SF5]: Changed as agreed.

(a) the President;

(b) the Vice President;

(c) the Secretary;

(d) the Treasurer;

(e) any 1 of 3 other members of the Association who have been authorised by the management committee to sign cheques, or approve electronic transactions, issued by the Association.

59.7 However, one of the persons who signs the cheque, or approves the electronic transfer, must be the President, Vice President, Secretary or Treasurer.

59.8 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

59.9 All expenditure must be approved or ratified at a Management Committee meeting.

60 General financial matters

60.1 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.

60.2 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

60.3 All reasonable expenses of Management Committee members, including travelling and other expenses reasonably and properly incurred by them in attending and returning from meetings of the Management Committee or other relevant meetings, may be paid by the Association.

60.4 The records, books and other documents of the Association must be open to inspection, free of charge, by a member of an Ordinary Member at any reasonable hour.

61 Auditor

61.1 At each Annual General Meeting of the Association, the members present are to appoint a person as the auditor of the Association.

- 61.2 The auditor is to hold this position until the next Annual General Meeting, after that at which he or she is appointed, and is eligible for re-appointment.
- 61.3 If an appointment is not made at an Annual General Meeting, or if a casual vacancy occurs in the office of auditor, the Management Committee is to appoint an auditor for the current financial year of the Association.
- 61.4 The auditor may only be removed from office by special resolution.

62 Audit of Accounts

- 62.1 In accordance with section 59A of the Act, the auditor is to examine the accounts of the Association at least once in each financial year of the Association.
- 62.2 The auditor is to -
 - (a) certify as to the correctness of the accounts of the Association; and
 - (b) provide a report to the members present at the Annual General Meeting.
- 62.3 In the report and in certifying to the accounts, the auditor is to state if -
 - (a) he or she has obtained the required information, and
 - (b) in his or her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association, according to the information at his or her disposal and the explanations given; and
 - i. as shown by the books of the Association; and
 - ii. the rules relating to the administration of the funds of the Associationhave been observed.
- 62.4 The Treasurer of the Association is to cause to be delivered to the auditor a list of all the accounts, books and records of the Association.
- 62.5 The auditor may -
 - (a) have access to the accounts, books, records, vouchers and documents of the Association; and
 - (b) require from the servants of the Association any information and explanations he or she considers necessary for the performance of the duties as auditor; and
 - (c) employ persons to assist in investigating the accounts of the Association; and
 - (d) in relation to the accounts of the Association, examine any member of the committee or any servant of the Association

63 Documents

- 63.1 The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.
- 63.2 Members of the Management Committee who hold records, instruments, documents and or information in any form pertaining to or relevant to the activities and or

business of the Association shall be required to surrender such matters upon ceasing to be a member of that Management Committee together with such passwords, access codes, translations and or similar barriers to access such material and or information to the Association and or its approved person.

- 63.3 The members of the Management Committee must ensure that the material referred to in this Rule is not amended or altered in any way or form and is returned to the Association in the form it was received.

64 Distribution of surplus assets to another entity

64.1 This rule applies if the Association—

- (a) is wound-up under Part 10 of the Act; and
- (b) has surplus assets.

64.2 The surplus assets must not be distributed among the members of the Association.

64.3 The surplus assets must be given to another entity—

- (a) having objects similar to the Association's objects; and
- (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

64.4 If the Association has status as a Deductible Gift Recipient (**DGR**), then upon winding up:

- (a) all donations made by donors claiming DGR status must be identifiable; and
- (b) those donations can only be transferred to another organisation with DGR status.

64.5 In this rule— surplus assets see section 92(3) of the Act.

65 Common seal

65.1 The Management Committee must ensure the Association has a common seal.

65.2 The common seal must be—

- (a) kept securely by the Management Committee; and
- (b) used only under the authority of the Management Committee.

65.3 Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by—

- (a) the secretary; or
- (b) another member of the Management Committee; or
- (c) someone authorised by the Management Committee.