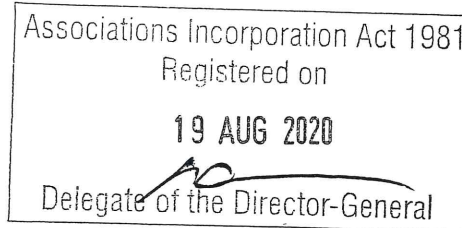


I hereby certify this is a copy of page ...
of 29 pages of *the whole/ ~~a part~~ of a
document lodged.

Delegate of the Chief Executive

14 OCT 2020

HINDU SOCIETY OF QLD INC. CONSTITUTION



1 Interpretation

(1) In these rules—

Act means the *Associations Incorporation Act 1981*.

- (2) **Fiji Girmitya** – means former Fiji citizens who are Australian citizens or residents being descendants of former indentured labourers brought to Fiji from India.
- (3) **Indo Fijian** means all current or former Indian descendant citizens or residents of Fiji residing in Queensland Australia who may or may not be descendant of Fiji Girmitya as defined.
- (4) **Founding members**- refers to formers Indo- Fijian who upon migration to Australia set up this association and the Gayatri Mandir at Boondall Brisbane.

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

2 Name

The name of the incorporated association is Hindu Society of Qld Inc. (***the association***).

3 Objects

The objects of the association are to

1. TO PRESERVE AND FOSTER THE SANATAN DHARMA HINDU WAY OF LIFE, PHILOSOPHY AND PRACTICES.
2. TO PROVIDE FACILITIES FOR PROMOTION AND UNDERSTANDING OF HINDUISM-SANATAN DHARMA
3. TO ESTABLISH THE EDUCATIONAL FOUNDATION FOR THE TEACHING OF HINDU PHILOSOPHY, CULTURE, INDIAN LANGUAGES AND OTHER RELATED SUBJECTS NOT TAUGHT IN A NORMAL SCHOOL CURRICULUM.

4. TO ESTABLISH SUCH OTHER FOUNDATIONS PROVIDING FOR CHARITY, SOCIAL WELFARE ETC. AT THE GENERAL MEETING IN ITS SOLE DISCRETION THINKS FIT.

5. TO ENSURE THAT THE LEGACY OF THE FIJI GIRMITYA FOUNDERS OF THIS ASSOCIATION AND TO PRESERVE THE INTEREST AND THE UNIQUE CULTURE OF THE FIJI GIRMITYA DESCENDANTS AND INDO FIJIANS IS RECOGNISED IN ALL ITS ACTIVITIES AND UNDERTAKINGS.

6. CULTURE

- 1.1. To promote and foster classical dance, music, performing art, literature, Indian visual art and craft.
- 1.2. To organise and conduct regular classes for various performing art forms, classical dance and literature.
- 1.3. To acquire, construct and maintain a Hindu Cultural Centre to facilitate the above activities.
- 1.4. To organise workshops and seminars as appropriate to promote the above objects.
- 1.5. To organize publications for dissemination of knowledge.

7. EDUCATION

- 1.1. To promote the learning of Hindu philosophy, classical languages and educational values of Hindu culture and Hindu Religion in particular, both in terms of theory and practice.
- 1.2. To organise and conduct regular classes, workshops and other appropriate learning activities for teaching the above.
- 1.3. To organise and conduct appropriate assessments to evaluate the learning outcomes.
- 1.4. To promote and facilitate research and educational activities related to Hindu culture, architecture and heritage.
- 1.5. To acquire, construct and maintain a Hindu Education Centre for imparting knowledge and practical training for kids, youth and adults.
- 1.6. To organise conferences and exhibitions with the assistance of scholars in these fields.

I hereby certify this is a copy of page 3 of 29 pages of *the whole/ ~~a part~~ of a document lodged.

.....
Delegate of the Chief Executive

14 OCT 2020
.....

4 Powers

- (1) The association has the powers of an individual.
- (2) The association may, for example—
 - (a) enter into contracts, loan agreements; 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.
- (3) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

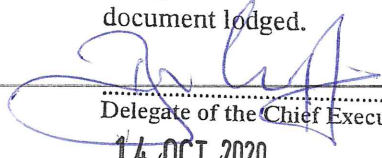
5 Classes of members

- (1) The membership of the association consists of ordinary members and life members.
- (2) The number of ordinary and Life members is unlimited.
- (3) An ordinary member of the association will be any person whose application to join the association as an ordinary member is accepted by the Management Committee upon payment of the required membership fee. Such member will be required to pay annual membership fees to retain membership to the association.
- (4) A Life member of the association will be any person whose application to join the association as a Life member is accepted by the Management Committee upon payment of the required membership fee. Such member will be exempt from payment of annual membership fees and will have one vote per Life member.

6 New membership

- (1) An applicant for membership of the association must be proposed by one (1) member of the association (the **proposer**) and seconded by another member (the **seconder**).
- (2) An application for membership must be—
 - (a) in writing; and
 - (b) signed by the applicant and the applicant's proposer and seconder; and
 - (c) in the approved form decided by the management committee.

I hereby certify this is a copy of page 4 of 29 pages of *the whole/ ~~a part~~ of a document lodged.


.....
Delegate of the Chief Executive

14 OCT 2020

7 Membership fees

- (1) The membership fee for each ordinary membership and for each other class of membership (if any)—
 - (a) is the amount decided by the members of the management committee from time to time; and
 - (b) is payable when, and in the way, the management committee decides.

8 Admission and rejection of new members

- (1) The management committee must consider an application for membership in accordance with rule 6 at the next committee meeting held after it receives—
 - (a) the application for membership; and
 - (b) the appropriate membership fee for the application.
- (2) The management committee must ensure that, as soon as possible after the person applies to become a member of the association, the person is advised—
 - (a) whether or not the association has public liability insurance;
 - (b) if the association has public liability insurance—the amount of the insurance;
 - (c) Code of conduct;
 - (d) Voting rights attached to the membership.
- (3) The management committee must decide at the meeting whether to accept or reject the application.
- (4) If 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.
- (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.
- (6) In considering an application for membership the management committee may consider the following in addition to any other requirement by law:
 - (a) character of the applicant and any criminal history;
 - (b) Applicants membership of other religious organisations;
 - (c) Members past history of holding any public office in other religious organisation;

I hereby certify this is a copy of page 5 of 29 pages of *the whole/ ~~a part~~ of a document lodged.

Delegate of the Chief Executive

14 OCT 2020

- (d) Whether the applicant has been subject to any past adverse report in conduct generally in the community.
- (7) The management committee is not bound by any rules of Evidence and can consider any evidence available but must decide taking into account all information disclosed, undisclosed or information given on a confidential basis.
- (8) Membership of any class is non-transferable.
- (9) These Rules apply to applications pertaining to renewal of membership.

9 When membership ends

- (1) A member may resign from the association by giving a written notice of resignation to the secretary.
- (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.
- (3) The management committee may terminate a 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 one (1) month; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
 - (e) conducts himself or herself in a manner inconsistent with the associations Code of Conduct policies or interest of the association, for example actively gathering of petition against the association.
- (4) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated. This subrule does not apply to conduct specified in subrule 3(d) & (e) where conduct when detected leads to instant termination of membership with right of appeal pursuant to Rule 10.
- (5) 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.

I hereby certify this is a copy of page 6...
of 29 pages of *the whole/ a part of a
document lodged.

.....
Delegate of the Chief Executive

14 OCT 2020
.....

- (6) Where a membership has lapsed as outlined in rule 9(3)(c), an applicant is deemed to no longer be a member of the association and must re-apply as a new member to be re-instated as a member.
- (7) The rules set out in subrule 3(d) & (e) apply to ordinary members and life members.

10 Appeal against rejection or termination of Membership

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary of the persons intention to appeal against the decision.
- (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.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within three (3) months after receiving the notice, call a general meeting to decide the appeal.

11 General meeting to decide appeal

- (1) The management committee must appoint a subcommittee appeal panel to hear parties on appeal against rejection of membership application or appeal against termination of membership. The subcommittee must consist of three (3) or five (5) persons with appropriate legal, community and business experience having powers to decide an appeal.
- (2) At the appeal hearing the applicant and representative of the management committee will be given a full and fair opportunity to present their case either by way of written submission or oral presentation of their case.
- (3) An appeal must be decided by a majority vote of the members of the Appeal subcommittee and any decision made is final.
- (4) If a person 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 person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

12 Register of members

- (1) The management committee must keep a register of members of the association.
- (2) The register must include the following for each member—

I hereby certify this is a copy of page 7...
of 29 pages of *the whole/ ~~a part~~ of a
document lodged.

.....
Delegate of the Chief Executive

14 OCT 2020
.....

- (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.

- (3) Subject to Privacy and confidentiality law the register may be open for inspection by members of the association upon receipt of an application to inspect the Register.
- (4) Subject to Privacy and confidentiality law a member may contact the secretary to arrange an inspection of the register.
- (5) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the members 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.

13 Prohibition on use of information on register of members

- (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.
- (2) Subrule (1) does not apply if the use or disclosure of the information is approved by the association.

14 Appointment or election of secretary

- (1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—

I hereby certify this is a copy of page 8,
of 29 pages of *the whole/ ~~a part~~ of a
document lodged.

.....
Delegate of the Chief Executive

...14/OCT/2020...

- (a) a member of the association elected by the association as secretary; or
- (b) any of the following persons appointed by the management committee as secretary—

- (i) a member of the associations management committee;
- (ii) another member of the association.

- (2) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within one (1) month after the vacancy happens.
- (3) However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- (4) In this rule— **casual vacancy**, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

15 Removal of secretary

- (1) The management committee of the association may at any time remove a person appointed by the committee as the secretary.
- (2) If the management committee removes a secretary who is a person mentioned in rule 14(1)(b)(i), the person remains a member of the management committee.
- (3) If the management committee removes a secretary who is a person mentioned in rule 14(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 14(3), the person remains a member of the management committee.

16 Functions of secretary

- (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 minutes of each meeting; and

I hereby certify this is a copy of page 9 of 29 pages of *the whole/ ~~a part~~ of a document lodged.

.....
Delegate of the Chief Executive

14 OCT 2020
.....

- (c) keeping copies of all correspondence and other documents relating to the association;
- and
- (d) maintaining the register of members of the association.

17 Membership of the management committee

- (1) In considering nominations for the management committee, regard must be had for the composition of the committee and the overriding principle that this association was incorporated to represents a non-sectarian form of Hindu Sanatan faith. As such the management committee must have regard to equity and fair representation (where possible) of the Hindu community from Fiji and other countries who are members of the association. The composition of the management committee must always have majority management committee from descendants of Fiji Girmitya or Indo-Fijian community considering Rule 3.5 of this Constitution.
- (2) The management committee of the association consists of a President, Vice President (x2), Treasurer, Assistant Treasurer, Secretary, Assistant Secretary (hereafter, the executive management committee) and five (5) other members of the association as elected at the Annual General Meeting.
- (3) In addition to Rule 17(1), the members of the management committee must be
 - (a) a follower of the Hindu Sanatan Dharma; and
 - (b) a member of the association for the entire duration of the period of their appointment; and
 - (c) not hold position as office bearer elected or nominated of any other Incorporated or unincorporated religious association; and
 - (d) Abide by the association Rules and Code of Conduct policies.
- (4) The members of the management committee are elected for a period of one (1) year.
- (5) At each Annual General meeting of the association the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
- (6) A member of the association may be appointed to a casual vacancy on the management committee under rule 23.
- (7) A member of the management committee must be a member of the association.

I hereby certify this is a copy of page 10 of 29 pages of *the whole/~~a part~~ of a document lodged.

Delegate of the Chief Executive

14 OCT 2020

18 Eligibility criteria for appointment of President

- (1) Subject to Rule 19, the President of the association shall not serve more than three (3) continuous years of service (maximum period). This rule applies retrospectively to any person who has served as President of the association in the last five (5) years.
- (2) Any President who has served the maximum period of service in accordance with Rule 18(1) must not contest the position of President for a minimum period of two (2) years as President or apply for any other position on the management committee.
- (3) The President must be an individual residing in Queensland and:
 - (a) a Fiji Girmitya descendent or Indo- Fijian; and
 - (b) a follower of Sanatan Dharma; and
 - (c) subject to rule 18(1), must have served on a management committee for at least one (1) year in the past; and
 - (d) must not hold position as officer elected or nominated of any other Incorporated or unincorporated religious association; and
 - (e) must always abide by the associations Rules and Code of Conduct policies; and
 - (f) must be a Life member of the association.
- (4) If a President of the association retires or resigns prior to the completing a full term in office, he or she is deemed to have served the entire term.
- (5) If a President of the association retires or resigns prior to completing a full term in office an Interim President can be appointed. Eligibility for an Interim President are the same as the eligibility requirements for a President as outlined in rule 18(3).

19 Tenure of management committee for Project Years

- (1) Where the association has embarked on its construction phase of its Capex building project at Bracken Ridge (hereafter Bracken Ridge project) the following shall apply in relation to the tenure of the management committee:
 - (a) Members of the management committee shall be elected for a minimum term of two (2) years. Elections will be held at Annual General Meeting to fill vacancies on the management committee caused by the retirement of any Officers at the expiry of their two (2) year term in office.
 - (b) Management committee members retiring at the expiry of the term of their office shall be eligible for re-election. A member of the management committee who is a

I hereby certify this is a copy of page 11
of 29 pages of *the whole/ a part of a
document lodged.

Delegate of the Chief Executive

14 OCT 2020

member of the Executive Management committee shall be eligible for re-election to the Executive management committee for no more than four (4) full terms. Once a management committee member is on the Executive Management committee for four (4) continuous terms, they must stand down, and will not be eligible for re-nomination or election for a minimum two (2) year period. Rule 17(2) defines the term.

- (2) At each annual general meeting of the association, fifty (50%) percent of the members of the management committee must retire from office, but are eligible, on nomination for re-election subject to Rule 19(1)(b).
- (3) Members of the Management Committee shall retire at each Annual General Meeting as follows:
- (a) Group 1: (1) x Vice President, Secretary, Assistant Treasurer, three (3) x committee members
 - (b) Group 2: President, one (1) x Vice President, Treasurer, Assistant Secretary, two (2) committee members

Example: Year 1: Group 1 six (6) officers retire, however subject to maximum periods outlined in Rule 19(1)(b), can re-apply for office for a further two year period. Presuming this group is re-elected they will not be subject to election in Year 2

Group 2 six (6) officers continue for two year period and are not subject to re-election in Year 1

Year 2: Group 1 six (6) officers continue in their positions without need for re-election as they have been elected for a term of two (2) years in Year 1

Group 2 six (6) officers must retire, however subject to maximum periods outlined in Rule 19(1)(b), can re-apply for a further two (2) year period.

- (4) The period of Project years under Rule 19 is deemed to have commenced when the Management Committee of the association passes a Resolution deeming the Project Years to have commenced. For the Project years to have commenced the association must have completed a business Plan and Project Plan setting out the timelines and KPI (Key performance indicators) for the project. In addition, the association must have obtained

I hereby certify this is a copy of page 12
of 29 pages of *the whole/ a part of a
document lodged.

.....
Delegate of the Chief Executive

14 OCT 2020.....

technical advice on the project and have obtained quantity survey and quotes for likely cost of the project. In case a business or Project plan has not been completed but the association has obtained loan funding, project funding or financial approval for the project and has the quote for construction of the project, the Management committee may declare Project Years to commence under Rule 19.

20. Function & Powers of Trustees

- (1) A Board of Trustees is established to ensure adherence to association's constitution, core values of the association and for overseeing the implementation of established programmes or strategic Plan of the association.
- (2) The Board of Trustee on recommendation of the management committee and in its discretion approve
 - (a) Any amendments to the constitution approved at a general meeting;
 - (b) Approve disposal of any land or any property owned by the association;
 - (c) Approve any type of security or guarantee against association's assets (which are not usual guarantee for loan);
 - (d) Approve financing arrangement that involves private funders or where collateral or third-party security against existing assets of the association for new acquisition or leasing of land;
 - (e) In the case of deadlock between the Management Committee and the Board, the matter should be resolved at a special general meeting of the association as outlined in rule 41.
- (3) The Board has powers to act as administrators of the association including power to dissolve management committee which has become deadlocked, dysfunctional and unable to perform its duties or which fails to operate under the rules.
 - (a) In case of rule 20(3) the Board of Trustee shall intervene only after making its own investigation and review of issues and call a special general meeting for appointment of a management committee by the members.
 - (b) Where the Board is unsuccessful in appointing a management committee or calling a special general meeting it will report the matter to Office of Fair Trading and seek appointment as administrators to implement associations obligations under the

I hereby certify this is a copy of page 13
of 29 pages of *the whole/ a part of a
document lodged.

Delegate of the Chief Executive

14 OCT 2020

Act.

- (i) The Board of Trustees will have limited powers to ensure the day to day running of the association until a new management committee can be appointed.
- (ii) The new management committee should be appointed within three (3) months of the Board of Trustees appointment as administrators.


(4) Membership of Board of Trustees

- (a) The first Board of Trustee shall be founding members and key person of standing in the Indo-Fiji community. The Board shall consist of five (5) Trustees initially appointed by the Management committee.
- (b) Trustees shall be appointed for life but may resign due to ill health. On death or resignation of a Trustee, upon recommendation by the board of trustees and approval by the management committee. Where the board of trustees and management committee do not agree on the replacement trustee, a new trustee or trustees shall be appointed and approved in a general meeting.
- (c) A trustee must:
 - (i) be descendants of Fiji Girmitya or Indo-Fijian community considering Rule 3.5; and
 - (ii) not concurrently be a member of the management committee and member of the Board of Trustees; and
 - (iii) not have been a member of the management committee in the last three (3) years; and
 - (iv) not be a family member of an existing member on the Board or Trustees; and
 - (v) be a Life member of the association; and
 - (vi) be someone who has made an outstanding contribution to the association.

In this rule - **family** for this purpose is defined as couples, parents, children and siblings whether in the same household or independently.

- (d) A trustee cannot be appointed to a position on the Board of Trustees if they do not meet the eligibility criteria for election to a management committee under s61A of the Act.

I hereby certify this is a copy of page 14
of 29 pages of *the whole/ ~~a part~~ of a
document lodged.


Delegate of the Chief Executive

14 OCT 2020

- (e) All Board of Trustee members must abide by the associations Rules and Code of Conduct policies.

(5) Meetings of Trustees

- (a) Trustees shall appoint a chairperson to conduct meetings and have minutes taken of its meetings.
- (b) Matters at a trustee meeting is to be decided by a majority vote of the trustees present at the meeting.
- (c) A trustee must not vote on a question relating to the trustee and where there is a conflict of interest.
- (d) Members of the Executive committee may be invited to attend trustee meetings as observers.

21. Electing the management committee

- (1) A member of the management committee may only be elected as follows—

- (a) any 2 members of the association may nominate another member (the ***candidate***) to serve as a member of the management committee;
- (b) the nomination must be—
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the secretary at least fourteen (14) 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 (1) candidate for each vacant position on the management committee;
- (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

- (2) A person may be a candidate only if the person—

- (a) is an adult; and
- (b) has been a member of the association for at least the previous two (2) years; and
- (c) is not ineligible to be elected as a member under section 61A of the Act.

I hereby certify this is a copy of page 15
of 29 pages of the whole/ a part of a
document lodged.

Delegate of the Chief Executive

14 OCT 2020

- (3) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least seven (7) days immediately preceding the annual general meeting.
- (4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.

22 Resignation, removal or vacation of office of management committee member

- (1) A member of the management committee may resign from the committee by giving two weeks written notice of resignation to the secretary and handover all association documentation such as reports, information, data and any project information intact that the member responsible for.
- (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.
- (3) A member may be removed from office at a general meeting of the association if a majority of the management committee present and eligible to vote at the meeting vote in favour of removing the member.
- (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 he or she should not be removed from office.
- (5) A member has no right of appeal against the members removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

I hereby certify this is a copy of page ¹⁶ of ²⁹ pages of *the whole/~~a part~~ of a document lodged.

Delegate of the Chief Executive

14 OCT 2020

23 Vacancies on management committee

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than the number fixed under rule 24(1) 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.

24 Functions of management committee

- (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.
- (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.

Note—

The Act prevails if the associations rules are inconsistent with the Act—see section 1B of the Act.

- (3) The management committee may exercise the powers of the association—
 - (a) to borrow, raise or secure the payment of amounts in course of its business or in a way the members of the association decide; and
 - (b) to secure the amounts mentioned in paragraph (a) 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, including by the issue of debentures (perpetual or

I hereby certify this is a copy of page 17
of 29 pages of ~~the whole~~ a part of a
document lodged.

Delegate of the Chief Executive

14 OCT 2020

otherwise) charged upon the whole or part of the associations property, both present and future; and

- (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members or any financial institution and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in its discretion or in a way the members of the association may from time to time decide.
- (4) For subrule (3)(d), the rate of interest 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 1 financial institution for the association—the financial institution nominated by the management committee.

25 Meetings of management committee

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- (2) The management committee must meet at least once every quarter to exercise its functions.
- (3) The management committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the management committee.
- (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.
- (6) A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A question arising at a 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 question is decided in the negative. Each member of the committee has one (1) vote.

I hereby certify this is a copy of page 18
of 29 pages of *the whole/ a part of a
document lodged.

Delegate of the Chief Executive

14 OCT 2020

- (8) 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 members vote must not be counted.
- (9) The president is to preside as chairperson at a management committee meeting.
- (10) If there is no president or if the president is not present within ten (10) minutes after the time fixed for a management committee meeting, the members may choose one (1) of their number to preside as chairperson at the meeting.

26 Quorum for, and adjournment of, management committee meeting

- (1) At a management committee meeting 50% of the members elected to the committee as at the close of the last general meeting of the members plus one (1) form a quorum.
- (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.
- (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 one (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.
- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

27 Special meeting of management committee

- (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.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) A request for a special meeting must state—
- (a) why the special meeting is called; and

I hereby certify this is a copy of page 19
of 29 pages of *the whole/ a part of a
document lodged.

Delegate of the Chief Executive

14 OCT 2020

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

28 Minutes of management committee meetings

- (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.
- (2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

29 Appointment of subcommittees

- (1) The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the associations operations.
- (2) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within ten (10) minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) 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.
- (7) The subcommittee chair must be a member of the management committee.
- (8) The subcommittee chair must provide an update to the management committee of its progress at each management committee meeting.

30 Acts not affected by defects or disqualifications

- (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.
- (2) Subrule (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.

31 Resolutions of management committee without meeting

- (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 committee meeting that was properly called and held.
- (2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by one (1) or more members of the committee.

32 First annual general meeting

- (1) The first annual general meeting must be held within six (6) months after the end date of the association's first reportable financial year.

33 Subsequent annual general meetings

- (1) Each subsequent annual general meeting must be held—
 - (a) at least once each year; and
 - (b) within six (6) months after the end date of the association's reportable financial year.

34 Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations

- (1) This rule applies only if the association is—
 - (a) a level 1 incorporated association; or
 - (b) a level 2 incorporated association to which section 59 of the Act applies; or
 - (c) a level 3 incorporated association to which section 59 of the Act applies.

I hereby certify this is a copy of page 21
of 29 pages of *the whole/ ~~a part~~ of a
document lodged.

.....
Delegate of the Chief Executive

14 OCT 2020
.....

(2) The following business must be conducted at each annual general meeting of the association—

- (a) receiving the association's financial statement, and audit report, for the last reportable financial year;
- (b) presenting the financial statement and audit report to the meeting for adoption;
- (c) electing members of the management committee;
- (d) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
- (e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

35 Business to be conducted at annual general meeting of other level 2 incorporated associations

(1) This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.

(2) The following business must be conducted at each annual general meeting of the association—

- (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
- (b) presenting the financial statement and signed statement to the meeting for adoption;
- (c) electing members of the management committee;
- (d) appointing an auditor, an accountant or an approved person for the present financial year.

36 Business to be conducted at annual general meeting of other level 3 incorporated associations

(1) This rule applies only if the association is a level 3 incorporated association to which section 59B of the Act applies.

(2) The following business must be conducted at each annual general meeting of the association—

Delegate of the Chief Executive

14 OCT 2020

- (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
- (b) presenting the financial statement and signed statement to the meeting for adoption;
- (c) electing members of the management committee.

37 Notice of general meeting

- (1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least fourteen (14) days' notice of the meeting to each member of the association.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The management committee may decide the way in which the notice must be given.
- (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—
 - (i) to reject the person's application for membership of the association; or
 - (ii) to terminate the person's membership of the association;
 - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

38 Quorum for, and adjournment of, general meeting

- (1) The quorum for a general meeting is double the number of members elected or appointed to the management committee at the close of the association's last general meeting plus one (1).
- (2) However, if all members of the association are members of the management committee, the quorum is the total number of members less one (1).
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within thirty (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.

I hereby certify this is a copy of page ²³ of ~~29~~ pages of *the whole/~~a part~~ of a document lodged.

.....
Delegate of the Chief Executive

14 OCT 2020

- (5) If there is no quorum within thirty (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 seven (7) days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson 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.
- (7) If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) 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 thirty (30) days.
- (9) If a meeting is adjourned for at least thirty (30) days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

39 Procedure at general meeting

- (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.
- (2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- (3) At each general meeting—
 - (a) the president is to preside as chairperson; and
 - (b) if there is no president or if the president is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one (1) of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

I hereby certify this is a copy of page 24
of 29 pages of *the whole/ a part of a
document lodged.

.....
Delegate of the Chief Executive

.....14 OCT 2020.....

40 Voting at general meeting

- (1) At a general meeting, each question, matter or resolution, other than a resolution, must be decided by a majority of votes of the members present.
- (2) Each life member present or voting by proxy is entitled to one (1) vote. In relation to ordinary members ten (10) ordinary members present at meeting or voting using a proxy equals one (1) vote. If the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (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.
- (4) The method of voting is to be decided by the management committee.
- (5) However, if at least 50% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in the way the chairperson decides.
- (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.

41 Special general meeting

- (1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within fourteen (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; or
 - (ii) at least the number of members of the association equal to treble the number of members of the association on the management committee when the request is signed plus one (1).
- (2) A request mentioned in subrule (1)(b) must state—
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (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

I hereby certify this is a copy of page 25
of 29 pages of *the whole/ ~~a part~~ of a
document lodged.

.....
Delegate of the Chief Executive

14 OCT 2020.....

(b) is given the written request mentioned in subrule (1)(b).

(4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

(5) At a special general meeting, each question, matter or resolution must be decided by a majority of votes of the members present.

(6) Each life member present or voting by proxy is entitled to one (1) vote. In relation to ordinary members, ten (10) ordinary members present at meeting or voting using a proxy equals one (1) vote. If the votes are equal, the chairperson has a casting vote as well as a primary vote.

42 Proxies

(1) An instrument appointing a proxy must be in writing and be adapted in the following or similar form—

[Name of association]:

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

(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.

(3) A proxy must be a life member or ordinary member whose membership has not lapsed
of the association.

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

I hereby certify this is a copy of page 26
of 29 pages of *the whole/ ~~a part~~ of a
document lodged.

Delegate of the Chief Executive

14 OCT 2020

- (5) Each instrument appointing a proxy must be given to the secretary seven (7) clear days before the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) If a member wants a proxy to vote in the Annual General meeting or special general meeting or vote for or against a resolution, the instrument appointing the proxy must be adapted as required in the following or similar form—

[Name of association]:

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]

43 Minutes of general meetings

- (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.
- (2) To ensure the accuracy of the minutes—
- (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next 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 meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the association, the secretary must, within twenty-eight (28) days after the request is made—

I hereby certify this is a copy of page 27
of 29 pages of *the whole/ ~~a part~~ of a
document lodged.

.....
Delegate of the Chief Executive

.....14 OCT 2020.....

- (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.
- (4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

44 By-laws

- (1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the association.

45 Alteration of rules

- (1) Subject to the Act and Rule 45(2) these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) In addition to subrule 1 above, Rules 3,4,5,8,9,11,17,18,19,20,21,40,41 & 42 cannot be repealed or amended or added to unless the amendment, repeal or addition has been approved by:
 - (a) 75% of the management committee; then
 - (b) 80% of the Board of Trustees and
 - (c) 75% of all Life members of the association.
- (3) However, an amendment repeal or addition is valid only if it is registered by the chief executive.

46 Common seal

- (1) The management committee must ensure the association has a common seal.
- (2) The common seal must be—
 - (a) kept securely by the management committee; and
 - (b) used only under the authority of the management committee.
- (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

I hereby certify this is a copy of page 28
of 29 pages of *the whole/ ~~a part~~ of a
document lodged.

.....
Delegate of the Chief Executive

14 OCT 2020
.....

- (b) another member of the management committee; or
- (c) someone authorised by the management committee.

47 Funds and accounts

- (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.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any two (2) of the following—
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) any one (1) of three (3) other members of the association who have been authorised by the management committee to sign cheques issued by the association.
- (6) However, one (1) of the persons who signs the cheque must be the president, the secretary or the treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (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.
- (9) All expenditure must be approved or ratified at a management committee meeting.

48 General financial matters

- (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.

I hereby certify this is a copy of page ²⁹ of ²⁹ pages of *the whole/~~a part~~ of a document lodged.

Delegate of the Chief Executive

14 OCT 2020

- (2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

49 Documents

- (1) The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

50 Financial year

- (1) The end date of the association's financial year is 30 June in each year.

51 Distribution of surplus assets to another entity

- (1) This rule applies if the association—
- (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the association.
- (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.
- (4) In this rule— *surplus assets* see section 92(3) of the Act.