1 Interpretation

(1) In these rules—

Act means the *Associations Incorporation Act 1981.*

present—

(a) at a Governance Committee meeting, see rule 23(6); or

(b) at a general meeting, see rule 37(2).

(2) 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.

Sex worker means a person who is a current or past sex worker.

2 Name

The name of the incorporated association is, Respect Inc, '***the association'***.

3 Objects

The objects of the association are—

1. To provide a range of education, information and resources that will support sex workers and increase their awareness of occupational health, safety, emotional wellbeing, legal and taxation rights and responsibilities, in a non judgmental and non-invasive environment.
2. To provide health promotion programs to sex workers
3. To operate within a context of accountability, equity and transparency.
4. To recognise that by providing education, information and support to sex workers, sex workers will be effectively resourced as safer sex educators to pass on those educational benefits to the larger general population.
5. To operate within an affirmative action approach, that is, with all direct services by peers (sex workers past or present) within all levels of the organisation, including management, staff and volunteers, and to foster a culture of inclusiveness and mutual respect within the diverse community of sex workers.
6. To lobby government to provide sex workers with avenues to work within any area of sex work in Queensland they choose without fear of retribution, harassment, discrimination, arrest or prosecution for activities related to sex work.
7. To provide a legitimate voice for Queensland sex workers advocating for decriminalisation and other policies to support sex workers' human, civil and workplace rights and access to remedies without discrimination, including programs and initiatives that aim to reduce discrimination and stigma against sex workers, past and present.
8. To support and liaise with national, state and regional sex worker rights groups in the development of networks, programs and objectives.
9. To build and foster constructive relationships with all stakeholders for the benefit of sex workers.
10. To support the recognition of the sovereignty of Aboriginal and Torres Strait Islander peoples, the traditional custodians with ongoing connection to the land we live and work upon, never ceded.

4 Powers

(1) The association has the powers of an individual.

(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.

(3) The association may take over the funds and other assets and liabilities of the present unincorporated association known as Sex Workers United (the ***unincorporated association***).

(4) 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 the following classes of members:

(a) **ordinary member**—must be:

(i) a current or past sex worker;
(ii) may attend meetings;
(iii) may vote at general meetings; or
(iv) subject to section 61A of the Act may nominate for a position on the Governance Committee;

(2) The number of all classes of members is unlimited.

6 Automatic membership

A person who, on the day the association was incorporated was a member of either the unincorporated association, Crimson Coalition or the incorporated association United Sex Workers North Queensland Inc, and who, on or before a day fixed by the Governance Committee, agrees in writing to become a member of the incorporated association United Sex Workers Inc. must be admitted by the Governance Committee as an ordinary member of the incorporated association.

7 New membership

(1) An applicant for membership of the association must be proposed by 1 member of the association (the ***proposer***) and seconded by another member (the ***seconder***).

(2) An application for membership must be—

(a) in writing or via electronic methods; and
(b) signed by the applicant and the applicants proposer and seconder, in person or via electronic methods; and
(c) in the form decided by the Governance Committee.

8 Membership fees

(1) The membership fee for each ordinary membership and for each other class of membership (if any)—

(a) is free.

9 Admission and rejection of new members

(1) The Governance Committee must consider an application for membership at the next committee meeting held after it receives—

(a) the application for membership;

(2) The Governance Committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the Governance Committee considers the person's application, the person is advised—
    (a) whether or not the association has public liability insurance; and
    (b) if the association has public liability insurance—the amount of the insurance.
(3) The Governance Committee must decide at the meeting whether to accept or reject the application.
(4) If a majority of the members of the Governance 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 Governance Committee decides to accept or reject an application, give the applicant a written notice of the decision.

10 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 Governance Committee may terminate a member's membership if the member—
    (a) does not comply with any of the provisions of these rules; or
    (b) conducts themselves in a way considered to be inconsistent with the objectives of the association as agreed to upon applying for membership, that may change from time to time: or
    (c) conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the association.
(4) Before the Governance 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.
(5) If, after considering all representations made by the member, the Governance Committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

11 Appeal against termination of membership

(1) A person whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
(2) A notice of intention to appeal must be given to the secretary within 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 1 month after receiving the notice, call a general meeting to decide the appeal.

12 General meeting to decide appeal

(1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
(2) At the meeting, the applicant must be given a full and fair opportunity to show why their membership should not be terminated.

(3) Also, the Governance Committee and the members of the committee who terminated the membership must be given a full and fair opportunity to show why the membership should be terminated.
(4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

13 Register of members

(1) The Governance Committee must keep a register of members of the association.
(2) The register must include the following particulars for each member—
    (a) the full name of the member;
    (b) the contact details of the member, including an email address, postal address or residential address;
    (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 Governance Committee or the members at a general meeting decide.
(3) The register must be open for inspection by ordinary members or members of management of the association at all reasonable times.
(4) A member must contact the secretary to arrange an inspection of the register and provide their intentions and motivations for this access.
(5) However, the Governance 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 Governance Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

14 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 14(1) does not apply if the use or disclosure of the information is approved by the association.

15 Appointment or election of secretary

(1) The secretary must be an individual residing in Queensland, or in another State but not more than 100 km from the Queensland border, who is—
    (a) a member of the association elected by the association as secretary; or
    (b) any of the following persons appointed by the Governance Committee as secretary—
        (i) a member of the association's Governance Committee;
        (ii) another member of the association;

(iii) another person who is eligible to be a member of the association.

(2) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the Governance Committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.

(3) If a vacancy happens in the office of secretary, the members of the Governance Committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.

(4) If the Governance Committee appoints a person mentioned in subrule 15(1)(b)(ii) as secretary, other than to fill a casual vacancy on the Governance Committee, the person does not become a member of the management committee.

(5) However, if the Governance Committee appoints a person mentioned in subrule 15(1)(b)(ii) as secretary to fill a casual vacancy on the Governance Committee, the person becomes a member of the Governance Committee.

(6) If the Governance Committee appoints a person mentioned in subrule 15(1)(b)(iii) as secretary, the person does not become a member of the Governance-Committee.

(7) In this rule— ***casual vacancy***, on a Governance Committee, means a vacancy that happens when an elected member of the Governance-Committee resigns, dies or otherwise stops holding office.

16 Removal of secretary

(1) The Governance Committee of the association may at any time remove a person appointed by the committee as the secretary.

(2) If the Governance Committee removes a secretary who is a person mentioned in rule 15(1)(b)(i), the person remains a member of the Governance Committee.

(3) If the Governance Committee removes a secretary who is a person mentioned in rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the Governance Committee under rule 15(5), the person remains a member of the Governance Committee.

17 Functions of secretary

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 chairperson of the association; and

(b) keeping 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.

18 Membership of Governance Committee

(1) The Governance Committee of the association consists of four members, those being the chairperson, vice-chairperson, treasurer and secretary (collectively, the Executive) plus-up to seven other members.

(a) The Governance Committee of the association must include members who fit the following criteria:

(i) two persons who normally reside in the Greater Brisbane area;

(ii) a person who normally resides in the Gold Coast region, which can be defined to within 100 km of the Queensland border;
(iii) a person who normally resides in the Cairns region;
(iv) a person who normally resides in a region that does not have an office within 200 kms of any of the regions mentioned from points (i) to (iv);
(v) a member who is a trans woman;
(vi) a member who is a trans man;
(vii) a member who is gender diverse;
(viii) a member who is of Asian language background;
(ix) a member who is a male sex worker and provides his services to predominantly male clients;
(x) a member who is Aboriginal or Torres Strait Islander;
(xi) and any other criteria the association members determine at a general meeting.

(b) An individual member of the Governance Committee can fill more than one of the above criteria. If no members are found to fill a specific criterion, the position/s will be left open and the Governance Committee is to take every reasonable step to fill this position.

(c) The criteria of membership of the Governance Committee outlined in subrule 18(2) is used in filling positions outlined in subrule 18(1).

(2) A member of the Governance Committee, other than a secretary appointed by the Governance Committee under subrule 15(1)(b)(iii), must be a member of the association.

(3) At each annual general meeting of the association, the members of the Governance Committee must retire from office, but are eligible, on nomination for re-election.

(4) A member of the association may be appointed to a casual vacancy on the Governance Committee under rule 21.

19 Electing the Governance Committee

(1) A member of the Governance 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 Governance Committee;

(b) (b) the nomination must be—

(i) in writing; and
(ii) signed by the candidate and the members who nominated them; and
(iii) given to the secretary at least 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 nominees for unspecified positions on the Governance -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;

(e) at the first meeting of the new Governance Committee, the members of that committee will determine the position each person will hold as outlined in section 18(1).

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

(a) is an adult; and

(b) is not ineligible to be elected as a member under section 61A of the Act.

(3) A list of candidates' names will be posted in a space where members are able to access them.
(4) If required by the Governance Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
(5) The Governance Committee must ensure that, before a candidate is elected as a member of the Governance Committee, the candidate is advised—
    (a) whether or not the association has public liability insurance; and
    (b) if the association has public liability insurance—the amount of the insurance.

20 Resignation, removal or vacation of office of Governance Committee member

(1) A member of the Governance Committee may resign from the committee by giving 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) 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.
(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 member's 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.

21 Vacancies on Governance Committee

(1) If a casual vacancy happens on the Governance 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 Governance Committee may act despite a casual vacancy on the Governance Committee.
(3) However, if the number of committee members is less than the number fixed under rule 24(1) as a quorum of the Governance Committee, the continuing members may act only to—
    (a) increase the number of Governance Committee members to the number required for a quorum; or
    (b) call a general meeting of the association.

22 Functions of Governance Committee

(1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the Governance Committee has the general control and management of the administration of the affairs, property and funds of the association.
(2) The Governance 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 association's rules are inconsistent with the Act—see section 1B of the Act.

(3) The Governance 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 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 otherwise) charged upon the whole or part of the association's property, both present and future; and

(c) to purchase, redeem or pay off any securities issued; and

(d) to borrow amounts from members 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 a way the members of the association may from time to time decide.

(4) For subrule 22(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 Governance Committee.

23 Meetings of Governance Committee

(1) Subject to this rule, the Governance Committee may meet and conduct its proceedings as it considers appropriate.

(2) The Governance Committee must meet at least once every 4 months to exercise its functions.

(3) The Governance 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 Governance Committee.

(5) The Governance 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 23(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.

(8) A member of the Governance 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.

(9) The chairperson of the association is to preside as chairperson at a Governance Committee meeting.

(10) If there is no chairperson or if the chairperson is not present within 10 minutes after the time fixed for a Governance-Committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

24 Quorum for, and adjournment of, Governance Committee meeting

(1) At a Governance Committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.

(2) If there is no quorum within 30 minutes after the time fixed for a Governance 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 Governance 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 Governance 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 24(3), there is no quorum within the new rule 30 minutes after the time fixed for the meeting, the meeting lapses.

25 Special meeting of Governance Committee

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

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

(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.

(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 Governance Committee must be held within 14 days after notice of the meeting is given to the members of the Governance Committee.

26 Minutes of Governance Committee meetings

(1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each ~~management~~Governance ~~c~~Committee meeting.

(2) To ensure the accuracy of the minutes, the minutes of each Governance Committee meeting must be approved by a vote of the Governance Committee and stored in a way the Governance Committee decides.

27 Appointment of subcommittees

(1) The Governance Committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the association's operations.

(2) The Governance Committee may also appoint a consultant to participate in the business of the subcommittee
(3) A member of the subcommittee who is not a member of the Governance Committee is not entitled to vote at a Governance Committee meeting.
(4) A subcommittee may elect a chairperson of its meetings.
(5) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
(6) A subcommittee may meet and adjourn as it considers appropriate.
(7) 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.
(8) Recommendations from subcommittees must be forwarded to the Governance Committee for decision-making and final approval.

28 Acts not affected by defects or disqualifications

(1) An act performed by the Governance Committee, a subcommittee or a person acting as a member of the Governance Committee is taken to have been validly performed.
(2) Subrule 28(1) applies even if the act was performed when—
    (a) there was a defect in the appointment of a member of the Governance Committee, sub-committee or person acting as a member of the Governance Committee; and
    (b) a Governance Committee member, sub-committee member or person acting as a member of the Governance Committee was disqualified from being a member.

29 Resolutions of Governance Committee without meeting

(1) A written resolution endorsed in writing by each member of the Governance Committee is as valid and is effectual as if it had been passed at a committee meeting that was properly called and held.
(2) A resolution in subrule 29(1) may consist of several documents in like form, each signed by one or more members of the committee.

30 First annual general meeting

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

31 Subsequent annual general meetings

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

32 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.

(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 Governance 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.

33 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 Governance Committee;
    (d) appointing an auditor, an accountant or an approved person for the present financial year.

34 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—
    (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 Governance Committee.

35 Notice of general meeting

(1) The secretary may call a general meeting of the association.
(2) The secretary must give at least 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 chairperson must call the meeting.
(4) The Governance 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 Governance -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.

36 Quorum for, and adjournment of, general meeting

(1) The quorum for a general meeting is at least the number of members elected or appointed to the Governance Committee at the close of the association's last general meeting, plus one.
(2) However, if all members of the association are members of the Governance Committee, the quorum is the total number of members less 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 30 minutes after the time fixed for a general meeting called on the request of members of the Governance Committee or the association, the meeting lapses.
(5) 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 Governance Committee or the association—
(a) the meeting is to be adjourned for at least 7 days; and
(b) the Governance 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 36(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 30 days.
(9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

37 Procedure at general meeting

(1) A member may take part and vote in a general meeting in person, 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 the subrule 37(1) is taken to be present at the meeting.
(3) At each general meeting—
(a) the chairperson is to preside as chairperson; and

(b) if there is no chairperson or if the chairperson is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
(c) the chairperson must conduct the meeting in a proper and orderly way.

38 Voting at general meeting

(1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
(2) Each member present and eligible to vote is entitled to one vote only
(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 a majority of those at the general meeting.
(5) However, if at least 20% 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 2 members to conduct the secret ballot in the way the majority of those at the general meeting decide. These 2 people will be known as the returning officers for the purposes of this meeting.
(7) The result of a secret ballot as declared by the returning officers is taken to be a resolution of the meeting at which the ballot was held.

39 Special general meeting

(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 Governance Committee; or
    (b) being given a written request signed by—
        (i) at least 33% of the number of members of the Governance Committee when the request is signed; or
        (ii) at least the number of ordinary members of the association equal to double the number of members of the association on the Governance Committee when the request is signed plus 1;
    (c) being given a written notice of an intention to appeal against the decision of the Governance Committee—
        (i) to reject an application for membership; or
        (ii) to terminate a person's membership.
(2) A request mentioned in subrule 39(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 3 months after the secretary—
    (a) is directed to call the meeting by the Governance Committee; or
    (b) is given the written request mentioned in subrule 39(1)(b); or
    (c) is given the written notice of an intention to appeal mentioned in subrule 39(1)(c).
(4) If the secretary is unable or unwilling to call the special meeting, the chairperson must call the meeting.

40 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 taken.

(2) To ensure the accuracy of the minutes—
    (a) the minutes of each general meeting must be approved at the next general or annual general meeting by a majority of members present verifying their accuracy; and
    (b) the minutes of each annual general meeting must be approved at the next general or annual general meeting by a majority of members present verifying their accuracy.
(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 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.

41 By-laws

(1) The Governance 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.

42 Alteration of rules

(1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
(2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

43 Common seal

(1) The Governance Committee must ensure the association has a common seal.
(2) The common seal must be—
    (a) kept securely by the Governance Committee; and
    (b) used only under the authority of the Governance Committee.
(3) Each instrument to which the seal is attached must be signed by a member of the Governance Committee and countersigned by—
    (a) the secretary; or
    (b) another member of the Governance Committee; or
    (c) someone authorised by the Governance Committee.

44 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 Governance 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) Payments of more than $100 will be made by electronic transfer unless there is a valid reason for cash to be used, as approved by a minimum of one Governance

Committee member and one other person authorised by the Governance Committee, or by two Governance Committee members.

(5) Petty cash will be operated according to the most compliant system as determined by the Governance Committee.

(6) All expenditure must be approved or ratified at a Governance Committee meeting.

45 General financial matters

(1) On behalf of the Governance 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.

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

(3) The assets and income of the organisation shall be applied solely in the furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation

46 Dispute resolution

(1) All members and the Governance Committee must in good faith try to resolve between themselves any dispute arising out of or in relation to these rules or any by-laws, policy or procedure of the association.

(2) If, after attempting to resolve a dispute between themselves, the parties cannot agree on a solution to the dispute, a party may make a formal complaint (the Dispute Notice) to the Governance Committee, which must:

(a) be in writing;

(b) identify the complaint and the issue to be resolved; and

(c) advise whether a resolution to the issue has been sought between the parties themselves.

(3) Upon receipt of a Dispute Notice, the secretary must advise the complainant that the Dispute Notice has been received and forward a copy of the Dispute Notice to the party against whom the complaint is made, within 14 days of receipt of the Dispute Notice:

(a) seeking a response from the party against whom the complaint is made; and

(b) seeking ‘without prejudice’ an early resolution to the complaint.

(4) In the event that an early resolution of the complaint is not possible, the secretary must refer the complaint to an independent mediator.

(5) The mediator will assist the merit of the complaint and contact both parties to the dispute to determine if the complaint can be resolved through a mediation process.

(6) In the event that the mediation is successful, the parties to the dispute will sign a statement to that effect, which will be held at the office of the association for a period of seven years.

(7) In the event that the mediation under rule 31(6) is unsuccessful, the secretary may appoint an arbitrator.

(8) The arbiter will be an independent person with expertise in dispute resolution. Their role is to provide the means for determining the dispute between the parties and refer their findings to the Governance Committee.

(9) The Governance Committee will consider the arbitrator’s findings and will determine the necessary action required to address the complaint.

(10) Each party to the dispute will bear its own costs in relation to resolution of the dispute.
(11) The cost of the mediation will be borne by the association.
(12) The cost of arbitration will be borne by the association, except where the arbitrator considers the complaint to be frivolous or vexatious, in which case the costs of arbitration will be borne by the complainant.
(13) Unless a party has first complied with this clause, either party to a dispute must not commence court proceedings in relation to a dispute arising out of or in relation to these rules or any policy, procedure or code of practice of the association.

47 Documents

The Governance Committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

48 Financial year

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

49 Revocation clause

(1) If the endorsement of the organisation as a deductible gift recipient is revoked, the following shall be transferred to another organisation to which income tax deductible gifts can be made – any surplus:
    (a) Gifts of money or property for the principal purpose of the organisation
    (b) Contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation, and
    (c) Money received by the organisation because of such gifts and contributions.

50 Winding up clause

In the event of the organisation being wound up, any surplus assets remaining after the payment of the organisation's liabilities shall be transferred to another organisation with similar objects to which income tax deductible gifts can be made.