

Basic Rights Queensland Inc
CONSTITUTION

History of Amendments

September 2003 AGM Section 14(b) changed to allow six months from the financial year to hold AGM's.

November 2008 AGM Section 4, 5a, 8a, 10a, 14dii changed to allow for organisational membership.

November 2008 AGM Section 3a changed to allow for broader organisational powers to recover legal costs.

December 2012 General Meeting

- Section 10(a) changed to allow for up to 10 Management Committee members.
- Section 13(n)(i) and (ii) added to allow for Management Committee meetings to be held by teleconference.
- Section 13(m) amended to allow Management Committee resolutions to be passed electronically via email.

October 2013 AGM Section 18 changed to allow payment by electronic funds transfer.

August 2014 SGM Association Section 2 changed to reflect the change of name of the Association to "Basic Rights Queensland Inc"

November 2014 General Meeting update of entire constitution to more closely align with the current Model Clauses in the *Associations Incorporation Regulation 1999* (Qld) and to ensure compliance with ACNC Governance Standards pursuant to the *Australian Charities and Not-for-profits Commission Act 2012* (Cth). Approved by OFT January 2015.

1. Interpretation

- (a) In this Constitution:

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

Authority means includes any governmental, semi-governmental, municipal or statutory authority, instrumentality, organisation, body or delegate (including any town planning or development authority, public utility, environmental, building, health, safety or other body or authority) having jurisdiction, authority or power over or in respect of the Company, the Business or the Properties.

present means:

- (i) in relation to being present at a Management Committee meeting, present in accordance clause 23(f); or
- (ii) in relation to being present at a general meeting, present in accordance with clause 34(b).
- (b) A word or expression that is not defined in this Constitution, 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 “Basic Rights Queensland Inc” (the **Association**).

3. Objects

- (a) The objects of the Association are:

Primary object:

Basic Rights Queensland Inc promotes people’s access to fundamental rights to social security and freedom from discrimination by providing legal and social services. Basic Rights Queensland Inc focusses on people in necessitous circumstances and the most vulnerable people in society.

Ancillary objects:

Ancillary to and solely for the purpose of carrying out the Primary Object, the Association has the following Ancillary Objects:

- (i) Any object calculated to further the Object set out in the Primary Object;
- (ii) Assist people in poverty, people with disabilities or caring responsibilities, people who are sick, unemployed and vulnerable, to resolve problems relating to their entitlement to Social Security and other welfare benefits by providing information, referrals, advice, advocacy and representation to government agencies, tribunals and courts, and including recovery of professional legal costs and outlays from persons who receive legal representation from the service;

- (iii) Assist people who are the subject of discrimination, including those with disabilities, by providing information, referrals, advice, advocacy and representation to government agencies, tribunals and courts;
- (iv) Provide information and resources to people in poverty, people with disabilities or caring responsibilities, people who are sick, unemployed or vulnerable;
- (v) Assist people in poverty, people with disabilities or caring responsibilities, people who are sick, unemployed and vulnerable to understand their rights and obligations regarding social security, other welfare benefits and discrimination and of the functions, duties and powers of the agencies administering welfare benefits and anti-discrimination legislation;
- (vi) Increase the capacity of human service agencies and others to assist and support their clients in relation to social security and discrimination by the provision of community and legal education and resources;
- (vii) Collect and analyse data, and research the problems of entitlement to social security and other welfare benefits and of discrimination experienced by people in poverty, people with disabilities or caring responsibilities, people who are sick, unemployed and vulnerable;
- (viii) Undertake, sponsor and publicise critical research, policy development, law reform and lobbying in relation to social security and discrimination and other laws affecting people in poverty, people with disabilities or caring responsibilities, people who are sick, unemployed and vulnerable;
- (ix) Provide practical work experience opportunities for students in relevant disciplines to gain experience in the handling and resolution of welfare, social security and discrimination problems faced by our clients;
- (x) Provide premises, offices and other facilities for persons conducting non-profit information, referrals, advice, advocacy and representation services for matters relating to the entitlement to Social Security, other welfare benefits and discrimination in Brisbane or any other place in Queensland;
- (xi) Join or co-operate with other organisations whose objects are altogether or in part similar to those of the Association, provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of clauses 42 and 47 of this Constitution;
- (xii) Such other activities (that must be consistent with the principal object or ancillary objects) as determined by the Management Committee from time to time; and
- (xiii) To do all such things as may be incidental to the attainment of such ancillary objects.

The objects of the Association are separate and independent and are not limited by reference to any other object or any other clause in this Constitution.

4. Powers

- (a) The Association has the powers of an individual including the power :
- (i) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit; and
 - (ii) secure the amounts mentioned in subparagraph 4(d)(i) 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 all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities; and
 - (iii) to purchase, redeem or pay off any securities issued; and
 - (iv) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (v) to mortgage or charge the whole of its property or any part thereof; and
 - (vi) to issue debentures and other securities, whether outright or as a security for any debt, liability or obligation of the Association; and
 - (vii) to provide and pay off any such securities; and
 - (viii) to invest in such manner as the members of the Association may from time to time determine; and
 - (ix) buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises, in furtherance of the objects of the Association; and
 - (x) purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association, provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts; and
 - (xi) enter into any arrangements with any government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; and
 - (xii) obtain from any such government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions; and

- (xiii) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Association; and
- (xiv) remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects; and
- (xv) construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof; and
- (xvi) invest and deal with money of the Association not immediately required in such manner as may from time to time be thought fit; and
- (xvii) take, or otherwise acquire, and hold shares, debentures or other securities or any company or body corporate; and
- (xviii) in furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate and otherwise to assist any person or body corporate; and
- (xix) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments; and
- (xx) sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association, in furtherance of the objects of the Association; and
- (xxi) take or hold mortgages, liens or charges, to secure payments of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any moneys due to the Association from purchasers and others; and
- (xxii) take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association, provided that if the Association takes or holds any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts; and
- (xxiii) take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise; and

- (xxiv) purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate, in furtherance of the objects of the Association; and
 - (xxv) transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate provided that such association has similar objects and prohibits the distribution of its income and property to members, in furtherance of the objects of the Association.
- (b) For subclause 4(d)(iv), 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:
- (i) the financial institution for the Association to the Association; or
 - (ii) if there is more than one financial institution for the Association—the financial institution nominated by the Management Committee.

5. Classes of members

- (a) The membership of the Association shall consist of ordinary members, organisational members and life members.
- (b) Organisational members are not eligible for positions on the Management Committee.

6. Membership

The number of members shall be unlimited.

7. New membership

- (a) Subject to this Constitution, any person who is not less than 18 years of age shall be eligible to become a member of the Association upon payment to the Association of his or her annual subscription for the current financial year.
- (b) Subject to this Constitution, any organisation shall be eligible to become a member of the Association upon payment to the Association of its annual subscription for the current financial year.
- (c) Every applicant for any class of membership of the Association shall be proposed by one member of the Association (the **proposer**) and seconded by another member (the **seconder**).
- (d) An application for membership must be:
 - (i) in writing
 - (ii) signed by the applicant and the applicant's proposer and seconder; and
 - (iii) in such form as the Management Committee from time to time prescribes.

- (e) The number of life members shall be unlimited.
- (f) Life membership shall be granted by the Management Committee to a member in recognition of outstanding service. Nominees for life membership may be proposed by any ordinary or life member of the Association and seconded by another ordinary member or life member.
- (g) Life membership may be awarded posthumously.

8. Membership fees

The membership fee for each ordinary membership and for each other class of membership:

- (a) is the amount decided by the members from time to time at a general meeting; and
- (b) is payable when, and in the way, the Management Committee decides.

9. Admission and rejection of new members

- (a) The Management Committee must consider an application for membership at the next Management Committee meeting held after the Association receives:
 - (i) the application for membership; and
 - (ii) the appropriate membership fee for the application.
- (b) The Management Committee must ensure that, as soon as possible after the person or organisation applies to become a member of the Association, and before the Management Committee considers the person's or organisation's application, the applicant is advised:
 - (i) whether or not the Association has public liability insurance; and
 - (ii) if the Association has public liability insurance—the amount of the insurance.
- (c) The Management Committee must decide at the meeting whether to accept or reject the application.
- (d) If a majority of the members of the Management Committee present at the meeting vote to accept or reject an application as a member, the applicant must be accepted as a member for the class of membership applied for.
- (e) The secretary of the Association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant written notice of the decision, with or without reasons for the decision.

10. When membership ends

- (a) A person or organisation ceases to be a member of the Association upon their resignation from the Association, or in the case of a natural person, their death.
- (b) A member may resign from the Association at any time by giving notice in writing to the secretary.
- (c) The resignation takes effect at:

- (i) the time such notice is received by the secretary; or
 - (ii) if a later time is stated in the notice—that later time.
- (d) The Management Committee may terminate a member's membership if the member:
 - (i) is convicted of an indictable offence;
 - (ii) fails to comply with any of the provisions of this Constitution;
 - (iii) has membership fees in arrears for a period of at least two months; or
 - (iv) conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association.
- (e) 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.
- (f) If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the secretary of the Management Committee must give the member a written notice of the decision, with or without reasons for the decision.

11. Appeal against rejection or termination of membership

- (a) A person or organisation whose application for membership has been rejected, or whose membership has been terminated, may within one month of receiving written notification thereof, lodge with the secretary written notice of the person's or organisation's intention to appeal against the decision of the Management Committee.
- (b) If the secretary receives a notice of intention to appeal, the secretary must, within one month after receiving the notice, call a general meeting to decide the appeal.

12. General meeting to decide appeal

- (a) The general meeting to decide an appeal must be held within three months after the secretary receives the notice of intention to appeal.
- (b) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (c) Also, the Management Committee and the members of the Management Committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (d) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (e) If a person or organisation whose application for membership has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person or organisation appeals but the appeal is unsuccessful,

the secretary must, as soon as practicable, refund the amount of any membership fee paid by the person or organisation.

13. Register of members

- (a) The Management Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons or organisations admitted to membership of the Association and the dates of their admission.
- (b) The Register must include the following particulars for each member:
 - (i) the full name of the member;
 - (ii) the postal or residential address of the member;
 - (iii) the date of admission as a member;
 - (iv) the date the person or organisation ceases to be a member;
 - (v) details about the termination or reinstatement of membership; and
 - (vi) any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- (c) The Register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.
- (d) However, the Management Committee may, on the application of a member of the Association, withhold information about the member (other than the member's full name) from the Register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

14. Prohibition on use of information on register of members

- (a) A member of the Association must not:
 - (i) 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
 - (ii) 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.
- (b) Subclause 14(a) does not apply if the use or disclosure of the information is approved by the Association.

15. Appointment or election of secretary

- (a) 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) a member of the Association elected by the Association as secretary; or
- (ii) any of the following persons appointed by the Management Committee as secretary:
 - A. a member of the Association's Management Committee;
 - B. another member of the Association; and
 - C. another person.
- (b) 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 month after the vacancy happens.
- (c) If the Management Committee appoints a person mentioned in subclause 15(a)(ii)(B) as secretary other than to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee.
- (d) However, if the Management Committee appoints a person mentioned in subclause 15(a)(ii)(B) as secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.
- (e) If the Management Committee appoints a person mentioned in subclause 15(a)(ii)(C) as secretary, the person does not become a member of the Management Committee.
- (f) In this clause:

casual vacancy, on the Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

16. Removal of secretary

- (a) The Management Committee of the Association may at any time remove a person appointed by the Management Committee as secretary.
- (b) If the Management Committee removes a secretary who is a person mentioned in clause 15(a)(ii)(A), the person remains a member of the Management Committee.
- (c) If the Management Committee removes a secretary who is a person mentioned in clause 15(a)(ii)(B) and who has been appointed to a casual vacancy on the Management Committee under clause 15(d), the person remains a member of the Management 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 president 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 Management Committee

- (a) The Management Committee of the Association shall consist of a president, vice-president, secretary, treasurer and a minimum of three and no more than a maximum of six other ordinary or life members, all of whom shall be members of the Association.
- (b) A member of the Management Committee, other than a secretary appointed by the Management Committee under clause 15(a)(ii)(C), must be a member of the Association.
- (c) At the annual general meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- (d) A member of the Association may be appointed to a casual vacancy on the Management Committee under clause 21.

19. Electing the Management Committee

- (a) A member of the Management Committee may only be elected as follows:
 - (i) any two members of the Association may nominate another member (the **candidate**) to serve as a member of the Management Committee;
 - (ii) the nomination, which shall be:
 - A. in writing; and
 - B. signed by the candidate and the members who nominated him or her; and
 - C. given to the secretary at least fourteen days before the annual general meeting at which the election is to take place;
 - (iii) each member of the Association present and eligible to vote at the annual general meeting may vote for one candidate for each vacant position on the Management Committee; and
 - (iv) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (b) A person may be a candidate only if the person:
 - (i) is an adult; and
 - (ii) is not ineligible to be elected as a member under section 61A of the Act.
- (c) 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 days immediately preceding the annual general meeting.

- (d) If required by the Management Committee, balloting lists shall be prepared containing the names of the candidates in alphabetical order.
- (e) The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised:
 - (i) whether or not the Association has public liability insurance; and
 - (ii) if the Association has public liability insurance—the amount of the insurance.

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

- (a) A member of the Management Committee may resign from the Management Committee at any time by giving notice in writing of the resignation to the secretary.
- (b) The resignation takes effect at:
 - (i) the time the notice is received by the secretary; or
 - (ii) if a later time is stated in the notice—the later time.
- (c) A member of the Management Committee may be removed from office at a general meeting of the Association if a majority of the members of the Management Committee present and eligible to vote at the meeting vote in favour of removing the member of the Management Committee.
- (d) Before a vote of members of the Management Committee is taken about removing the member of the Management Committee from office, the member of the Management Committee must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (e) A member of the Management Committee has no right of appeal against the member's removal from office under this clause.
- (f) A member of the Management Committee immediately vacates the office of member in circumstances mentioned in section 64(2) of the Act.

21. Vacancies of Management Committee

- (a) If a casual vacancy happens on the Management Committee, the continuing members of the Management Committee may appoint another member of the Association to fill the vacancy until the next annual general meeting.
- (b) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- (c) However, if and so long as the number of Management Committee members is less than the number fixed by this Constitution as a quorum of the Management Committee, the continuing members may act only to:

- (i) increase the number of members of the Management Committee to the number required for a quorum; or
- (ii) call a general meeting of the Association.

22. Functions of the Management Committee

- (a) Except as otherwise provided by this Constitution and subject to resolutions of the members of the Association carried at any general meeting, the Management Committee:
 - (i) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - (ii) shall have the authority to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution is silent, but any interpretation, must have regard to the Act, including any regulation made under the Act.

23. Meetings of Management Committee

- (a) Subject to this clause, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (b) The Management Committee shall meet at least once every four months to exercise its functions.
- (c) The Management Committee must decide how a meeting is to be called.
- (d) Notice of a meeting is to be given in the way decided by the Management Committee.
- (e) The Management Committee may hold meetings, or permit a Management 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.
- (f) A Management Committee member who participates in the meeting as mentioned in subclause 23(e) is taken to be present at the meeting.
- (g) A question arising at a Management Committee meeting is to be decided by a majority vote of members of the Management Committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (h) A member of the Management Committee must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract, or proposed contract, and if the member does vote, the member's vote must not be counted.
- (i) The president shall preside as Chairman at every meeting of the Management Committee, or if there is no president, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, the vice-president shall be Chairman or if the vice-president is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.

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

- (a) At a meeting of the Management Committee, more than 50% of members elected to the Management Committee as at the close of the last general meeting of the members form a quorum.
- (b) 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 Management Committee, the meeting lapses.
- (c) 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 Management Committee:
 - (i) the meeting is to be adjourned for at least one day; and
 - (ii) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
- (d) If, at an adjourned meeting mentioned in subclause 24(c), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

25. Special meeting of Management Committee

- (a) 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 Management Committee by giving each member of the Management Committee notice of the meeting within 14 days after the secretary receives the request.
- (b) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (c) A request for a special meeting must state:
 - (i) why the special meeting is called; and
 - (ii) the business to be conducted at the meeting.
- (d) A notice of special meeting must state:
 - (i) the day, time and place of the meeting; and
 - (ii) the business to be conducted at the meeting.
- (e) A special meeting of the Management Committee must be held within 14 days after the notice of the meeting is given to the members of the Management Committee.

26. Minutes of Management Committee meetings

- (a) 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.

- (b) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the Chairman of the meeting, or the Chairman of the next Management Committee meeting, verifying their accuracy.

27. Appointment of subcommittees

- (a) The Management Committee may appoint a subcommittee consisting of members of the Association considered appropriate by the Management Committee to help with the conduct of the Association's operations.
- (b) The Management Committee may delegate any of its powers to a subcommittee consisting of such members of the Association as the Management Committee thinks fit. Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- (c) A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- (d) A subcommittee may elect a Chairman of its meetings.
- (e) If a Chairman is not elected, or if the Chairman is not present within ten minutes after the time fixed for a meeting, the members present may choose one of their number to be Chairman of the meeting.
- (f) A subcommittee may meet and adjourn as it considers appropriate.
- (g) 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.

28. Acts not affected by defects or disqualification

- (a) An act performed by the Management Committee, a subcommittee or by a person acting as a member of the Management Committee is taken to have been validly performed.
- (b) Subclause 28(a) applies even if the act was performed when:
 - (i) 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
 - (ii) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

29. Resolutions of Management Committee without meeting

- (a) A resolution in writing signed by all the members of the Management Committee is as valid and effectual as if it had been passed at a meeting of the Management Committee that was properly convened and held.

- (b) A resolution mentioned in subclause 29(a) may consist of several documents in like form, including electronic form, each signed by one or more members of the Management Committee.

30. Subsequent annual general meetings

Each subsequent annual general meeting must be held:

- (a) at least once each year; and
- (b) within six months of the end date of the Association's reportable financial year.

31. Business to be conducted at annual general meeting

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; and
- (d) the appointment of an auditor or an accountant for the present financial year.

32. Notice of general meeting

- (a) The secretary may call a general meeting of the Association.
- (b) The secretary must give at least 14 days notice of the meeting to each member of the Association.
- (c) If the secretary is unable or unwilling to call the meeting, the president of the Association must call the meeting.
- (d) The Management Committee may decide the way in which the notice must be given.
- (e) However, notice of the following meetings must be given in writing:
 - (i) a meeting called to hear and decide the appeal of a person or organisation against the Management Committee's decision:
 - A. to reject the person's or organisation's application for membership of the Association; or
 - B. to terminate the person's or organisation's membership of the Association;
 - (ii) a meeting called to hear and decide a proposed special resolution of the Association.
- (f) A notice of a general meeting must state the business to be conducted at the meeting.

33. Quorum for, and adjournment of, general meeting

- (a) The quorum for a general meeting is at least the number of members elected or appointed to the Management Committee at the close of the Association's last general meeting plus one.
- (b) However, if all members of the Association are members of the Management Committee, the quorum is the total number of members less one.
- (c) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (d) If there is no quorum within 30 minutes from the time fixed for a general meeting called on the request of members of the Management Committee or the Association, the meeting lapses.
- (e) If there is no quorum within 30 minutes from the time fixed for a general meeting called other than on the request of members of the Management Committee or the Association:
 - (i) the meeting is to be adjourned for at least seven days; and
 - (ii) the Management Committee is to decide the day, time and place of the adjourned meeting.
- (f) The Chairman may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (g) If a meeting is adjourned under subclause 33(f), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (h) 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 days.
- (i) If a meeting is adjourned for at least thirty days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

34. Procedure at general meeting

- (a) 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.
- (b) A member who participates in a meeting as mentioned in subclause 34(a) is taken to be present at the meeting.
- (c) At each general meeting:
 - (i) the president is to preside as Chairman; and
 - (ii) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice-president shall be the Chairman or if the vice-president is not

present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting; and

- (iii) the Chairman must conduct the meeting in a proper and orderly way.

35. Voting at general meeting

- (a) 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.
- (b) Each member present and eligible to vote is entitled to one vote only and, if the votes are equal, the Chairman has casting vote, as well as a primary vote.
- (c) A member is not entitled to vote at a general meeting if the member's annual subscription is more than one month in arrears at the date of the meeting.
- (d) Voting must be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there must be a secret ballot.
- (e) If a secret ballot is held, the Chairman must appoint two members to conduct the secret ballot in such manner as he or she shall determine.
- (f) The result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.

36. Special general meeting

- (a) The secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 days after:
 - (i) being directed to call the meeting by the Management Committee; or
 - (ii) being given a written request signed by:
 - A. at least 33% of the number of members presently on the Management Committee when the request is signed; or
 - B. at least the number of ordinary members of the Association equal to double the number of members presently on the Management Committee when the request is signed plus one; or
 - (iii) being given written notice of an intention to appeal against the decision of the Management Committee:
 - A. to reject an application for membership; or
 - B. to terminate the membership of any person or organisation.
- (b) A request mentioned in subclause 36(a)(ii) must state:
 - (i) the reasons why such special general meeting is being convened; and
 - (ii) the business to be conducted at the meeting.

- (c) A special general meeting must be held within three months after the secretary:
 - (i) is directed to call the meeting by the Management Committee; or
 - (ii) is given the written request mentioned in subclause 36(a)(ii); or
 - (iii) is given the written notice of an intention to appeal mentioned in subclause (36)(a)(iii).

37. Proxies

- (a) A member may vote in person or by proxy or by attorney and on a show of hands.
- (b) Each person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
- (c) An instrument appointing a proxy must be in writing and be in the following or similar form:

ASSOCIATION:

I, _____ of _____,
 being a member of the abovenamed Association, hereby appoint _____,
 _____ of _____,
 or failing him, _____ 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 thereof.

Signed this _____ day of _____ 20____.

Signature.

- (d) The instrument appointing a proxy must:
 - (a) if the appointor is an individual—be signed by the appointor or of his or her attorney duly 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.
- (e) A proxy may but need not be a member of the Association.
- (f) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- (g) Each instrument appointing a proxy must be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person or organisation named in the instrument proposes to vote.

- (h) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (i) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following form or a form as near thereto as circumstances permit:

ASSOCIATION:

I, _____ of _____,
 being a member of the abovenamed Association, hereby appoint _____,
 of _____,
 or failing him, _____ 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 thereof.

Signed this _____ day of _____ 20____.

Signature.

This form is to be *in favour of _____ the resolution.
 *against _____

*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he or she thinks fit.);

38. Minutes of general meetings

- (a) The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting to be entered in a minute book.
- (b) If asked by a member of the Association, the secretary must, within 28 days after the request is made:
 - (i) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (ii) give the member copies of the minutes of the meeting.
- (c) The Association may require the member to pay the reasonable costs of providing copies of the minutes.
- (d) To ensure the accuracy of the minutes:
 - (i) the minutes of each general meeting must be signed by the Chairman of that meeting or the Chairman of the next general meeting, verifying their accuracy; and
 - (ii) the minutes of each annual general meeting must be signed by the Chairman of that meeting or the Chairman of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.

39. By-Laws

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with this Constitution, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

40. Alteration of Constitution

- (a) Subject to the provisions of the Act, this Constitution may be amended, repealed or added to from time to time by a special resolution carried at a general meeting.
- (b) If the members adopt these amendments, the amendments must be certified as true and correct by two members of the Management Committee.
- (c) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

41. Common Seal

- (a) The Management Committee may have a Common Seal.
- (b) The Common Seal must be:
 - (i) kept securely by the Management Committee; and
 - (ii) used only under the authority of the Management Committee.
- (c) Each instrument to which the Seal is affixed must be signed by a member of the Management Committee and shall be countersigned by:
 - (i) the secretary; or
 - (ii) another member of the Management Committee; or
 - (iii) someone authorised by the Management Committee.

42. Funds and Accounts

- (a) The funds of the Association shall be banked in the name of the Association in such bank as the Management Committee may from time to time direct.
- (b) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (c) All moneys shall be banked as soon as practicable after receipt thereof.
- (d) A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- (e) If a payment of \$100 or more is made by cheque, the cheque must be signed by any two of the following:
 - (i) the president;

- (ii) the secretary;
- (iii) the treasurer; or
- (iv) any one of three other members of the Association who have been authorised by the Management Committee to sign cheques issued by the Association,

provided that one of the persons who signs the cheque must be the president, the secretary or the treasurer.

- (f) Cheques shall be crossed “*not negotiable*” except those in payment of wages, allowances or petty cash recouplements which may be open.
- (g) A petty cash account must be kept on the imprest system. The Management Committee shall determine the amount of petty cash which shall be kept in the account.
- (h) All expenditure shall be approved or ratified at a Management Committee meeting.
- (i) As soon as practicable after the end of each financial year the treasurer must, on behalf of the Management Committee, prepare a statement containing particulars of:
 - (i) the income and expenditure for the financial year just ended; and
 - (ii) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (j) All such statements shall be examined by the auditor who shall present his or her report upon such audit to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- (k) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

43. Establishment and Operation of Gift Fund

- (a) The Association must maintain for its Principal Purpose, a fund (Gift Fund):
 - (i) to which gifts of money or property for that purpose are to be made;
 - (ii) to which any money received by the Association because of those gifts is to be credited; and

- (iii) that does not receive any other money or property.
- (b) The Association must use the following only for its Principal Purpose:
 - (i) gifts made to the Gift Fund; and
 - (ii) any money received because of those gifts.
- (c) The Association must maintain a separate bank account for the Gift Fund.

44. Documents

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

45. Financial Year

The financial year of the Association shall close on 30 June in each year.

46. Dissolution

The Association shall be dissolved:

- (a) if the membership is less than three persons; or
- (b) if a resolution to that effect is carried by a vote of a three-fourths majority of the financial members present at a general meeting convened to consider the question.

47. Distribution of surplus assets to another entity

- (a) If the Association is wound up or if the endorsement (if any) of the Association as a deductible gift recipient is removed any surplus assets of the Gift Fund remaining after payment of liabilities attributable to it shall be transferred to a fund authority or institution to which income tax deductible gifts may be made.
- (b) In the event of the Association being wound up, any surplus assets or property remaining after the payment of the Association's liabilities shall not be distributed among the members of the Association and shall be transferred to another organisation in Australia which:
 - (i) has objects similar to the Association's objects; and
 - (ii) the clauses of which prohibit the distribution of the entity's income and assets to its members.
- (c) In this clause:
surplus assets has the same meaning given in section 92(3) of the Act.

48. General

This Association shall have no affiliation with any political party.

CERTIFICATION

We certify that this is a true and correct copy of the Constitution of **BASIC RIGHTS QUEENSLAND INC.**

.....
(President)

.....
(Secretary)

Read CHAIRPERSON for CHAIRMAN whereso mentioned in Constitution.