



**AUSTRALIAN LOCAL
GOVERNMENT WOMEN'S
ASSOCIATION
QUEENSLAND BRANCH**

***Australian Local Government Women's
Association
Queensland Branch Inc.***

CONSTITUTION

Incorporation Date: 31 October 1997

First Revision: 3 August 2000

Second Revision: 13 July 2001

Third Revision: 29 July 2011

Fourth Revision 26 July 2013

Fifth Revision 29 July 2016

RULES

1. Interpretation

In these Rules, unless the contrary intention appears,

‘Act’ - means Associations and Incorporation Act, Queensland, 1981

‘association/the association’ – means the Australian Local Government Women’s Association Queensland Branch **Inc.**

‘auditor’ – means the person appointed as auditor by the association

‘authorised delegate’ – means the delegate authorized in writing to represent the Branch at other meetings

‘branch’ – means the Australian Local Government Women’s Association , Queensland Branch **Inc.**

‘committee’- means the Management Committee of the association

‘conference’ – means the annual conference arranged in conjunction with the Annual General Meeting

‘Management Committee member’ means- **a member of the current Management Committee**

‘financial member’ – means a person/entity has paid the annual subscription fee in full, within one month of the date of the fees invoice

‘financial year’ – means **1 July to 30 June.**

‘general meeting’ – includes the Annual general Meeting, biennial or any special meeting of the association

‘management committee’ – means all elected members to management committee positions plus zone representatives

‘member’ –shall include financial member, Honorary member and Life member of the association

‘month’ – shall mean calendar month

‘ordinary member of the committee’ –means a member of a committee to which they have been elected or appointed who is not an Management Committee member of the association

‘Regulations’ –means Regulations under the Act

‘relevant documents’- has the same meaning as ‘documents’ in the Act

‘special general meeting’ – means any general meeting other than the annual general meeting

‘special resolution’ – has the same meaning as in the Act

‘term’- means two years unless otherwise specified

‘written notice’ – means by electronic transmission, prepaid post, or hand delivery.

‘zone’ – shall mean the division of Queensland into specific areas

2. Name

The name of the incorporated association shall be *Australian Local Government Women's Association (Queensland Branch) Inc*, herein called "the association".

The Policy of the association shall be strictly Non Partisan, Non Sectarian and Non Discriminatory under Australia's Anti-Discrimination Laws..

3. Objects

The objects for which the association is established are:-

- (1) To assist in furthering knowledge and understanding of the functions of local government;
- (2) To encourage women to participate in all aspects of local government;
- (3) To encourage women to make a career in local government;
- (4) To further protect the interests and rights of women employed in and elected to local government;
- (5) To take action in relation to any subject or activity affecting local government or local government legislation;
- (6) To act in an advisory capacity to intending women candidates for local government election.

4. Powers

- (1) The association has, in the exercise of its affairs, all 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 also issue secured and unsecured notes, debentures and debenture stock for the association.

5. Classes of Membership

- (1) Membership of the Association shall consist of :
 - (a) Ordinary Members
 - (b) Corporate Members
 - (c) Life Members
 - (d) Honorary Members.
- (2) The number of ordinary members shall be unlimited.

6. Membership

- (1) Every applicant for class (a) or (b) membership of the association shall be proposed by one (1) member of the association and seconded by another member.
- (2) The application for membership shall be made in writing, signed by the applicant and the applicant's proposer and seconder and shall be in such form as the management committee from time to time prescribes.
- (3) The management committee only shall have power to nominate any member for life membership in recognition of their outstanding service to the association.

- (4) The Management Committee only shall have the power to nominate any member for Honorary Membership for one year.
- (5) The nominations with reasons for such nomination shall be put to every member of the Management Committee; all members of this committee must agree to the nomination of Life and Honorary Members before such membership can be bestowed. The voting shall be by secret ballot.

7. Membership Fees

- (1) The membership fees for each class of membership shall be such sum as the members may from time to time at any annual general meeting so determine.
- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the management committee shall from time to time determine.

8. New Members

- (1) An application 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; and
 - (b) signed by the applicant and the applicant's proposer and seconder; and
 - (c) in the form decided by the management committee.

9. Admission and Rejection of New Members

- (1) At the next meeting of the management committee after the receipt of any application and the fee applicable for any class of membership, such application may be considered by the management committee, who may thereupon determine upon the admission or rejection of the applicant.
- (2) Any applicant who receives a majority of the votes of the members of the management committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- (3) Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

10. Termination of Membership

- (1) A member may resign from the association at any time by giving notice in writing to the secretary.
- (2) Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (3) If a member:-
 - (a) is convicted of an indictable offence; or
 - (b) fails to comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for a period of two (2) months or more; or
 - (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the association, the management committee shall consider whether the member's membership shall be terminated.
- (4) Before any action is taken, the member concerned shall be given a full and fair opportunity of presenting their case as to why it should not be terminated. Subsequently, if the management committee resolves to terminate the membership, it shall instruct the secretary to advise the member in writing of the decision.

11. Appeal Against Rejection or Termination of Membership

- (1) A person whose application for membership has been rejected or whose membership has been terminated may within one (1) month of receiving written notification thereof, lodge with the secretary written notice of the person's intention to appeal against the decision of the management committee.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within three (3) months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.
- (3) At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the management committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.
- (4) The appeal shall be determined by the vote of the members present at such meeting.
- (5) Where a person whose application is rejected, does not appeal against the decision of the management committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

12. Register of Members

- (1) The management committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the association and the dates of their admission.
- (2) Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the management committee or the members at a general meeting may require from time to time.
- (3) The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.
- (4) 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.

13. Prohibition on Use of Information on Register of Members

- (1) A member of the association must not:
 - (a) use information obtained from the register of members to contact, or send material to, another member of the association for the purpose of advertising for any purpose not associated with the organisation; or
 - (b) disclose information obtained from the register to someone else.

14. Secretary

- (1) The secretary must be an individual residing in the State who is:-
 - (a) a member of the association elected by the association as secretary; or
 - (b) a member of the association's management committee appointed by the committee as secretary; or
 - (c) appointed by the management committee as secretary (whether or not the individual is a member of the association).
- (2) If a vacancy happens in the office of secretary, the members of the management committee must appoint or elect a secretary within one month after the vacancy happens

- (3) The management committee may appoint and remove the secretary at any time.
- (4) The functions of the Secretary shall be as stated in the association's Standing Rules of Procedure

15. Membership of Management Committee

- (1) For the purpose of the constitution of the management committee, the area of the association shall be divided into four (4) zones, which shall, as far as practicable, coincide with the electoral zones established by State Government for local government areas under the current Local Government Act. The management committee of the association shall consist of the following officers:

President
Vice President
Secretary
Treasurer
Publicity Officer and
1 Management Committee Member from each of the specified zones.

The duties of the Management Committee members and Zone members, as well as the number and location of Zones, shall be as specified in the association's Standing Rules of Procedure.

- (2) The term of office for the management committee will be two (2) year duration at the expiration of which they shall retire from office but shall be eligible upon nomination for re-election.
- (3) The election of officers and other members of the management committee shall take place at the Annual general Meeting of the association in the following manner:–
 - (a) any two (2) members of the association shall be at liberty to nominate any other member to serve as an officer or other member of the management committee;
 - (b) the nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the secretary at least forty-two (42) days before the annual general meeting at which the election is to take place;
 - (c) a list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be sent to all members of the association at least fourteen (14) days immediately preceding the annual general meeting;
 - (d) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - (e) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

16. Resignation or Removal from, or Vacation of , Office of Member of Management Committee

- (1) Any member of the management committee may resign from membership of the management committee at any time by giving notice in writing to the secretary and such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date;
- (2) A member may be removed from office at a general meeting of the association where that member shall be given the opportunity to fully present the member's case. The question of removal shall be determined by the vote of the members present and eligible to vote at such a general meeting in favour of removing the member;
- (3) There is no right of appeal against a member's removal from office under this rule.
- (4) A member immediately vacates the office of member in the circumstances mentioned in Section 64(2) of the Act. .

17. Vacancies on Management Committee

- (1) The management committee shall have power at any time to appoint any member of the association to fill any casual vacancy on the management committee until the next annual general meeting.
- (2) The continuing members of the management committee may act notwithstanding any casual vacancy in the management committee but, if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the management committee, the continuing member or members may act for the purpose of increasing the number of members of the management committee to that number or of summoning a general meeting of the association, but for no other purpose.

18. Functions of the Management Committee

- (1) Except as otherwise provided by these rules and subject to resolutions of the members of the association carried at any general meeting, the management committee:-
 - (a) shall have the general control and management of the administration of the affairs, property and funds of the association; and
 - (b) shall have authority to interpret the meaning of these rules and any matter relating to the association on which these rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act. (The Act prevails if any of the association's rules are inconsistent with the Act.)
- (2) The management committee may exercise all the powers of the association:-
 - (a) to borrow or raise or secure the payment of money in such manner as the members of the association may think fit and secure the same 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 and in particular 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;
 - (b) to borrow amounts from members and to pay interest on the amounts borrowed and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association, and to provide and pay off any such securities; and
 - (c) to invest in such manner as the members of the association may from time to time determine.
- (3) For sub-section (2)(b) the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by:-
 - (a) the financial institution for the association; or
 - (b) if there is more than one (1) financial institution for the association – the financial institution nominated by the association.

19. Meetings of Management Committee

- (1) The management committee shall meet at least once every four (4) calendar months to exercise its functions.
- (2) The management committee must decide how a meeting is to be called.
- (3) Notice of a meeting is to be given in the way decided by the management committee.
- (4) A special meeting of the management committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the management committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

- (5) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using a 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 sub-rule (5), is taken to be present at the meeting.
- (7) At every meeting of the management committee half the number of members plus one shall constitute a quorum.
- (8) From time to time, the management committee may invite external representative(s) to attend the meeting to provide information and input into matters of importance. The invited representative(s) will have not voting rights at the meeting.
- (9) However, questions arising at any meeting of the management committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (10) A member of the management committee shall not vote in respect of any contract or proposed contract with the association in which the member is interested, or any matter arising there out, and if the member does so vote the member's vote shall not be counted.
- (11) Not less than 14 days notice shall be given by the secretary to members of the management committee of any special meeting of the management committee.
- (12) Such notice shall clearly state the nature of the business to be discussed thereat.
- (13) The president shall preside as chairperson at every meeting of the management committee or, if there is no president, or if at any meeting the president is not present within 10 minutes after the time appointed for holding the meeting, the vice-president shall be chairperson or, if the vice-president is not present at the meeting, the members may choose one (1) of their number to be chairperson of that meeting.
- (14) If within 30 minutes from the time appointed for the commencement of a management committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management committee, shall lapse.
- (15) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the management committee may determine and, if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting shall lapse.

20. Delegation of Powers of Management Committee

- (1) 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.
- (2) 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.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose one (1) of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

21. Acts Not Affected By Defects or Disqualifications

All acts done by any meeting of the management committee or of a subcommittee or by any person acting as a member of the management committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the management committee or person acting as aforesaid or that the members of the management committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the management committee.

22. Resolutions of Management Committee Without Meeting

- (1) A resolution in writing signed by all the members of the management committee for the time being entitled to receive notice of a meeting of the management committee shall be as valid and effectual as if it had been passed at a meeting of the management committee duly convened and held.
- (2) Any such resolution may consist of several documents in like form, each signed by one (1) or more members of the management committee.

23. Annual General Meetings

Each annual general meeting must be held:-

- (a) at least once each year, preferably in conjunction with the annual State conference of the association; and
- (b) within three (3) months after the end of the association's previous financial year.

24. Business to be Transacted At Annual General Meeting

- (1) The following business must be transacted at every annual general meeting:-
 - (a) the receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the association for the last financial year;
 - (b) the receiving of the auditor's report on the financial affairs of the association for the last financial year;
 - (c) the presenting of the audited statement to the meeting for adoption;
 - (d) the election of members of the management committee as per clause 15.3 (a)-(e)
 - (e) the appointment of an auditor.

25. Special General Meeting

- (1) The secretary shall convene a special general meeting by sending out notice of the meeting to all voting members within one (1) month of:-
 - (a) being directed to do so by the management committee; or
 - (b) being given a requisition in writing signed by not less than one-third of the members presently on the management committee or not less than the number of ordinary members of the association which equals double the number of members presently on the management committee plus one; or
 - (c) being given a notice in writing of an intention to appeal against the decision of the management committee to reject an application for membership or to terminate the membership of any person.
- (2) A requisition mentioned in subsection (1) shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

26. Quorum at General Meeting

- (1) At any general meeting the number of members required to constitute a quorum shall be the number of members presently on the management committee plus one.
- (2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management committee or the association, shall lapse.
- (4) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the management committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (5) The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (6) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (7) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

27. Notice of General Meeting

- (1) The secretary shall convene all general meetings of the association by giving not less than 14 days notice of any such meeting to the members of the association.
- (2) The manner by which such notice shall be given shall be determined by the management committee.
- (3) However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the management committee, shall be given in writing.
- (4) Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

28. Procedure at General Meeting

- (1) Unless otherwise provided by these rules, at every general meeting:-
 - (a) the president shall preside as chairperson, or if there is no president, or if the president is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-president shall be the chairperson or if the vice-president is not present or is unwilling to act then the members present shall elect one (1) of their number to be chairperson of the meeting; and
 - (b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and
 - (c) every question, matter or resolution shall be decided by a majority of votes of the members present; and
 - (d) every member present shall be entitled to one (1) vote and in the case of an equality of votes the chairperson shall have a second or casting vote; and
 - (e) however, no member shall be entitled to vote at any general meeting if the member's annual subscription is more than one (1) month in arrears at the date of the meeting; and
 - (f) voting shall 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 shall be a secret ballot; and

- (g) the chairperson shall appoint two (2) members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
 - (h) a member may only vote in person; and
 - (i) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every management committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.
- (2) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every management committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding management committee meeting verifying their accuracy.
 - (3) Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.
 - (4) However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

29. Rules of Procedure

Rules of Procedure regarding the standard operating procedures of the organisation, not inconsistent with the Rules herein under the *Associations Incorporation Act 1981*, may be proposed by the Management Committee and presented to the members at the Annual General Meeting for endorsement. Such Rules of Procedure can also be amended by members present at the Annual General Meeting. All such changes will be by a majority vote of the members present at the Annual General Meeting.

30. Alteration of the Constitution

- (1) Subject to the provisions of the *Associations Incorporation Act 1981*, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.
- (2) However an amendment, rescission or addition is valid only if it is registered by the chief executive.

31. Common Seal

- (1) The management committee shall provide for a common seal and for its safe custody.
- (2) The common seal shall only be used by the authority of the management committee and every instrument to which the seal is affixed shall be signed by a member of the management committee and shall be countersigned by the secretary or by a second member of the management committee or by some other person appointed by the management committee for the purpose.

32. Funds and Accounts

- (1) The funds of the association must be kept in the name of the association in a financial institution decided by the management committee.
- (2) 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.
- (3) All moneys shall be deposited as soon as practicable after receipt thereof.
- (4) All amounts shall be paid by either cheque or electronic transfer signed and/or approved by any two (2) of the President, Secretary, Treasurer or other member authorized from time to time by the management committee.
- (5) Cheques shall be crossed "not negotiable" except those in payments of wages, allowances or petty cash recoupments which may be open.

- (6) The management committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a management committee meeting.
- (8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the particulars of:-
 - (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the association at the close of that year.
- (9) The auditor must examine the statement prepared under subsection (8) and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- (10) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

33. Documents

The management committee shall provide for the safe custody of books, documents, instruments of title and securities of the association. Members who have a valid reason for requesting access to any documents held by the management committee, must apply in writing to the management committee for such access.

34. Financial Year

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

35. Distribution of Surplus Assets To Another Entity

- (1) This section applies if the association is wound-up under part 10 of the Act and there are surplus assets.
- (2) The Management Committee will distribute the surplus assets and funds to a like minded organisation encompassing the same values and objectives as the Australian Local Government Women's Association Queensland Branch.
- (3) In this section:-
 "surplus assets" has the meaning given by section 92 (3) of the Act.
- (4) The Management Committee shall give consideration to depositing all records of the association, including memorabilia, publications, photos (in whatever form) with the State Library of Queensland.

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