

Constitution

Community Living Association Inc.

Preamble

- A. The objectives of the association outline the commitment that C.L.A. Inc. has to people with different abilities, young people who have had contact with Child safety and / or Youth Justice, young people who are at risk of homelessness and early school leaving, people who have been excluded from the workforce (eg different abilities and people from different cultural backgrounds), and parents with different abilities. Collectively, we refer to these people as our 'Constituents'.
- B. C.L.A. Inc. chooses to use the term 'different abilities', even though the officially accepted term is of people with an 'intellectual disability'. The reason that C.L.A. Inc. has chosen to use different abilities is out of respect for the people we work with who prefer the term 'different abilities' to 'intellectual disability'.
- C. An 'intellectual disability' is one of a group of 'disabilities' that are known collectively as 'developmental disabilities'. These 'developmental disabilities' include intellectual disability, epilepsy, spina-bifida, cerebral palsy and autism. It is often the case that a person with one of these disabilities will also have a secondary disability e.g. intellectual disability and autism or epilepsy or spina-bifida or cerebral palsy.
- D. The association will seek to carry out its objectives in ways that are:
- Respectful, kind and encourage one's own control.
 - Flexible, innovative and responsive, leading and giving hope.
 - Diverse, fun and address the whole self.
 - Written down and shared with others.
 - Well-resourced and heading towards self-sufficiency.
 - Co-operative and collaborative and value all opinions.
 - Seek feedback and question deficiencies.
 - Challenge society and change it, acting politically.
 - Stable, keeping core values and vitality.

1 Interpretation

- 1.1 In these rules:

Act means the *Associations Incorporation Act 1981*.

Association has the meaning in rule 2.1.

By-Laws means the by-laws of the Association as amended from time to time

Constituents has the meaning set out in paragraph A of the preamble.

Different Abilities has the meaning set out in paragraph B of the preamble.

Management Committee means management committee of the Association

Present:

- (a) at a management committee meeting, see rule 22.6; or
- (b) at a general meeting, see rule 36.2.

1.2 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.

2 Name

2.1 The name of the incorporated association is Community Living Association Inc. (**the Association**).

3 Objects

3.1 The objects of the Association are to:

- (a) assist Constituents to determine and achieve what is important to them;
- (b) assist Constituents (as individuals and in community) to stand up for themselves, individually and collectively in the community and to have their say in representing their interests, issues and needs to all sectors of the community and government;
- (c) assist Constituents to improve the social and economic conditions of their lives, for example: income, transport, sporting, recreational, artistic, community involvement etc.;
- (d) assist Constituents to develop a safe and secure daily life in the community.
- (e) assist Constituents to develop their family, friend, partner, neighbours and community relationships and connections.
- (f) assist Constituents to achieve a state of good, healthy psychological and physical wellbeing;
- (g) assist Constituents to achieve a sense of personal potency and value, personal meaning and direction, and to speak up about things that are important to them, become aware of their strengths and use them to let others know about the things they find difficult and unfair;
- (h) assist Constituents to use their time meaningfully and achieve a sense of meaningful use of time for example; employment, studying, volunteering, community service etc;
- (i) collaborate with other organisations to achieve the Association's objectives;
- (j) document and record the Association's work and endeavours, including meeting minutes and information about groups to inform others, and workshops and research on issues which affect the lives of Constituents;
- (k) identify and initiate creative responses to the needs and issues of Constituents, and identify the best ways to support Constituents;
- (l) contribute to the relief of poverty, sickness and other misfortune and to the promotion of the wellbeing of individuals, groups or communities who are disadvantaged and vulnerable either socially, physically, intellectually or emotionally (**social welfare**);
- (m) undertake any other benevolent work or purpose;

- (n) promote, establish carry out and support and to assist in promoting, establishing, carrying out and supporting any social welfare programme designed to contribute to the alleviation of poverty, sickness or other misfortune including those undertaken by Statutory Authorities, voluntary Welfare Organisations and other community groups;
- (o) assist community members build better communities through the inclusion of people with learning difficulties;
- (p) assist families in their commitment to family members with a learning difficulty;
- (q) support young people and their families where those young people are at risk of homelessness, or early school leaving or other social disadvantages that could lead to poverty, sickness or other misfortune;
- (r) support young people in the care of child safety and engage with the Department of Child Safety and other supports to enable their transition from care;
- (s) support parents (with different abilities) be the parents that they wish to be; and
- (t) support people who are excluded from the workforce, develop skills and confidence to engage in paid and / or voluntary work.

4 Powers

- 4.1 The Association has the powers of an individual.
- 4.2 The Association may, for example:
 - (a) enter into contracts;
 - (b) acquire, hold, deal with and dispose of property (real and personal);
 - (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, or conducive to the attainment of the objects in rule 3 and the exercise of the powers of the Association.
- 4.3 The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.
- 4.4 In exercising its powers under this rule 4, the Association must:
 - (a) not subscribe to or support with its funds any 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 rule 44.2;
 - (b) only amalgamate with an incorporated association that has objects altogether or in part similar to those of the Association and which prohibits the distribution of its income and property among its members to an extent at least as great as that imposed upon the Association under or by virtue of rule 44.2; and
 - (c) in case that it takes or holds any property which may be subject to any trusts the Association, only deal with the same in such manner as is allowed by law having regard to such trusts;

5 Classes of members

- 5.1 The membership of the association consists of three classes of members:

- (a) **(Constituent Members)**: persons who receive support from the Association;
- (b) **(Community/Family Members)**: persons who are family members of a Constituent Member, or members of the community supportive of the Association's objects;
- (c) **(Professional Members)**: persons with professional backgrounds useful to the management of the Association and supportive of the objects of the Association.

5.2 The number of members in each class is unlimited.

6 New membership

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

6.2 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.

7 Membership fees

7.1 The membership fee for each class of membership (if any):

- (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.

8 Admission and rejection of new members

8.1 The Management Committee must consider an application for membership at the next committee meeting held after it receives:

- (a) the application for membership; and
- (b) the appropriate membership fee for the application.

8.2 The Management Committee must ensure that, as soon as possible after the person applies to become a member of the Association, and before the Management Committee considers the persons 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.

8.3 The Management Committee must decide at the meeting whether to accept or reject the application.

8.4 If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

- 8.5 The secretary of the Association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.

9 When membership ends

- 9.1 A member may resign from the Association by giving a written notice of resignation to the secretary.
- 9.2 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.
- 9.3 The Management Committee may terminate a member's membership if the member:
- (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for at least 2 months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 9.4 Before the Management Committee terminates a member's membership, it must give the member a full and fair opportunity to show why the membership should not be terminated.
- 9.5 If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

10 Appeal against rejection or termination of membership

- 10.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- 10.2 A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- 10.3 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.

11 General meeting to decide appeal

- 11.1 The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- 11.2 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.

- 11.3 The Management Committee members who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 11.4 An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 11.5 If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

12 Register of members

- 12.1 The Management Committee must keep a register of members of the Association.
- 12.2 The register must include the following particulars for each member:
- (a) the full name of the member;
 - (b) the postal or residential address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or time of resignation of the member;
 - (e) details about the termination or reinstatement of membership; and
 - (f) any other particulars the Management Committee or the members at a general meeting decide.
- 12.3 The register must be open for inspection by members of the Association at all reasonable times.
- 12.4 A member must contact the secretary to arrange an inspection of the register.
- 12.5 However, the Management Committee may, on the application of a member of the Association, withhold information about the member (other than the members full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

13 Prohibition on use of information on register of members

- 13.1 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.
- 13.2 Rule 13.1 does not apply if the use or disclosure of the information is approved by the Association.

14 Appointment or election of secretary

- 14.1 The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
- (a) a member of the Association elected by the Association as secretary; or
 - (b) any of the following persons appointed by the Management Committee as secretary:
 - (i) a member of the Management Committee;
 - (ii) another member of the Association;
 - (iii) another person.
- 14.2 If a vacancy happens in the office of secretary, the members of the Management Committee must ensure a secretary is appointed or elected for the Association within 1 month after the vacancy happens.
- 14.3 If the Management Committee appoints a person mentioned in rule 14.1(b)(ii) as secretary:
- (a) other than to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee; or
 - (b) to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.
- 14.4 If the Management Committee appoints a person mentioned in rule 14.1(b)(iii) as secretary, the person does not become a member of the Management Committee.
- 14.5 In this rule, **casual vacancy** on a Management Committee means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

15 Removal of secretary

- 15.1 The Management Committee of the Association may at any time remove a person appointed by the committee as the secretary.
- 15.2 If the Management Committee removes a secretary who is a person mentioned in rule 14.1(b)(i), the person remains a member of the Management Committee.
- 15.3 If the Management Committee removes a secretary who is a person mentioned in rule 14.1(b)(ii) and who has been appointed to a casual vacancy on the Management Committee under rule 14.4, the person remains a member of the Management Committee.

16 Functions of secretary

- 16.1 The secretary's functions include, but are not limited to:
- (a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Association;
 - (b) keeping minutes of each meeting;

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

17 Membership of Management Committee

- 17.1 The Management Committee of the Association consists of a president, vice-president, treasurer and secretary, and any other members the Association's members elect at a general meeting, up to a maximum of six people and provided that:
- (a) each class of members have at least three members on the Management Committee;
and
 - (b) at least one member of the Management Committee is from the Constituent Member class and has Different Abilities.
- 17.2 A member of the Management Committee, other than a secretary appointed by the Management Committee under rule 14.1(b)(iii), must be a member of the Association.
- 17.3 Permanent and contracted full-time staff, part-time staff and casual staff of the Association are ineligible to be nominated for or elected to the Management Committee.
- 17.4 At each annual general meeting of the Association, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.
- 17.5 A member of the Association may be appointed to a casual vacancy on the Management Committee under rule 20.

18 Electing the Management Committee

- 18.1 A member of the Management Committee may only be elected as follows:
- (a) Any 2 members of the Association may nominate another member (the **candidate**) to serve as a member of the Management Committee;
 - (b) the nomination must be:
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the secretary at least 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 1 candidate for each vacant position on the Management Committee;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 18.2 A person may be a candidate only if the person is:
- (a) an adult; and
 - (b) not ineligible to be elected as a member under these rules or section 61A of the Act.

- 18.3 A list of the candidates names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Association for at least 7 days immediately preceding the annual general meeting.
- 18.4 If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 18.5 The Management Committee must ensure that, before a candidate is elected as a member of the Management 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.

19 Resignation, removal or vacation of office of Management Committee member

- 19.1 A member of the Management Committee may resign from the committee by giving written notice of resignation to the secretary.
- 19.2 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.
- 19.3 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.
- 19.4 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.
- 19.5 A member has no right of appeal against the members removal from office under this rule.
- 19.6 A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

20 Vacancies on management committee

- 20.1 If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the Association to fill the vacancy until the next annual general meeting.
- 20.2 The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- 20.3 However, if the number of committee members is less than the number fixed under rule 23.1 as a quorum of the Management Committee, the continuing members may act only to:
- (a) increase the number of Management Committee members to the number required for a quorum; or

- (b) call a general meeting of the Association.

21 Functions of Management Committee

- 21.1 Subject to these rules or a resolution of the members of the Association carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Association.
- 21.2 The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- Note: The Act prevails if the Associations rules are inconsistent with the Act. See section 1B of the Act.
- 21.3 The Management Committee may exercise the powers of the Association:
- (a) to borrow, raise or secure the payment of amounts in a way the members of the Association decide;
 - (b) to secure the amounts mentioned in rule 21.3(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 Associations property, both present and future;
 - (c) to purchase, redeem or pay off any securities issued;
 - (d) to borrow amounts from members and pay interest on the amounts borrowed;
 - (e) to mortgage or charge the whole or part of its property;
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
 - (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.
- 21.4 For rule 21.3(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
- (a) the financial institution for the Association; or
 - (b) if there is more than 1 financial institution for the Association—the financial institution nominated by the Management Committee.

22 Meetings of Management Committee

- 22.1 Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- 22.2 The Management Committee must meet at least 8 times a year to exercise its functions.
- 22.3 The Management Committee must decide how a meeting is to be called.
- 22.4 Notice of a meeting is to be given in the way decided by the Management Committee.

- 22.5 The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 22.6 A committee member who participates in the meeting as mentioned in rule 22.5 is taken to be present at the meeting.
- 22.7 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.
- 22.8 A member of the Management Committee must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- 22.9 The president is to preside as chairperson at a Management Committee meeting.
- 22.10 If there is no president or if the president is not present within 10 minutes after the time fixed for a Management Committee meeting, the vice-president will preside as chairperson at the meeting.
- 22.11 If there is no vice-president or if the vice-president is not present within 10 minutes after the process in rule 22.10 is complete, members may choose 1 of their number to preside as chairperson at the meeting.

23 Quorum for, and adjournment of, Management Committee meeting

- 23.1 At a Management 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.
- 23.2 If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the meeting lapses.
- 23.3 If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the committee the meeting is to be adjourned to:
- (a) the same time and place the following week; or
 - (b) the day, time and place, as the members of the Management Committee who are present are to decide.
- 23.4 If, at an adjourned meeting mentioned in rule 23.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

24 Special meeting of Management Committee

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

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

25 Minutes of Management Committee meetings

- 25.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.
- 25.2 To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

26 Appointment of subcommittees

- 26.1 The Management Committee may appoint a subcommittee consisting of members of the Association considered appropriate by the committee to help with the conduct of the Associations operations. All subcommittees must conform to any procedure, regulations or similar that may be imposed on it by the Management Committee.
- 26.2 A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- 26.3 A subcommittee may elect a chairperson of its meetings.
- 26.4 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.
- 26.5 A subcommittee may meet and adjourn as it considers appropriate.
- 26.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

27 Acts not affected by defects or disqualifications

- 27.1 An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.

- 27.2 Rule 27.1 applies even if the act was performed when:
- (a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
 - (b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

28 Resolutions of Management Committee without meeting

- 28.1 A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 28.2 A resolution mentioned in rule 28.1 may consist of several documents in like form, each signed by 1 or more members of the committee.

29 Annual general meetings

- 29.1 Each 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.

30 Management Committee members to be elected at annual general meeting

- 30.1 The Association must elect the members of the Management Committee at each annual general meeting of the Association.

31 Other business for annual general meeting of large incorporated associations and particular medium and small incorporated associations

- 31.1 This rule applies if the Association is:
- (a) a large incorporated association to which sections 59A and 59AA of the Act apply; or
 - (b) a medium incorporated association to which sections 59A and 59AA of the Act apply; or
 - (c) a small incorporated association to which sections 59A and 59AA of the Act apply.
- 31.2 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) for a large incorporated association, appointing an auditor or an accountant for the present financial year;

- (d) for a medium or small incorporated association, appointing an auditor, an accountant or an approved person for the present financial year.

32 Other business for annual general meeting of other medium incorporated associations

- 32.1 This rule applies if the Association is a medium incorporated association to which sections 59A and 59AB of the Act apply.
- 32.2 The following business must be conducted at each annual general meeting of the Association:
 - (a) receiving the Association's financial statement, and verification statement, for the last reportable financial year;
 - (b) presenting the financial statement and verification statement to the meeting for adoption; and
 - (c) appointing an auditor, an accountant or an approved person for the present financial year.

33 Other business for annual general meeting of other small incorporated associations

- 33.1 This rule applies if the Association is a small incorporated association to which sections 59A and 59AB of the Act apply.
- 33.2 The following business must be conducted at each annual general meeting of the Association:
 - (a) receiving the Association's financial statement, and verification statement, for the last reportable financial year; and
 - (b) presenting the financial statement and verification statement to the meeting for adoption.

34 Notice of general meeting

- 34.1 The secretary may call a general meeting of the Association;
- 34.2 The secretary must give at least 14 days' notice of the meeting to each member of the Association.
- 34.3 If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 34.4 The Management Committee may decide the way in which the notice must be given.
- 34.5 However, notice of the following meetings must be given in writing:
 - (a) a meeting called to hear and decide the appeal of a person against the Management Committee's decision:
 - (i) to reject the person's application for membership of the Association; or

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

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

35 Quorum for, and adjournment of, general meeting

- 35.1 The quorum for a general meeting is at least the number of members elected or appointed to the Management Committee at the relevant date plus 1.
- 35.2 However, if all members of the Association are members of the Management Committee, the quorum is the total number of members less 1.
- 35.3 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 35.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Association, the meeting lapses.
- 35.5 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 Management Committee or the Association, the meeting is to be adjourned to:
- (a) the same time and place the following week; or
 - (b) the day, time and place that the Management Committee decides.
- 35.6 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.
- 35.7 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.
- 35.8 If a meeting is adjourned under rule 35.5(b), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 35.9 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.
- 35.10 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.

36 Procedure at general meeting

- 36.1 A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 36.2 A member who participates in a meeting as mentioned in rule 36.1 is taken to be present at the meeting.

- 36.3 At each general meeting:
- (a) the president is to preside as chairperson; and
 - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice-president is to preside as chairperson; and
 - (c) if there is no vice-president or if the vice-president is not present within 15 minutes after the process in rule (b) is complete or is unwilling to act, members present must elect 1 of their number to be chairperson of the meeting; and
 - (d) the chairperson must conduct the meeting in a proper and orderly way.

37 Voting at general meeting

- 37.1 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.
- 37.2 Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 37.3 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.
- 37.4 The method of voting is to be decided by the Management Committee.
- 37.5 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 37.6 If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- 37.7 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

38 Special general meeting

- 38.1 The secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 days after being:
- (a) directed to call the meeting by the Management Committee; or
 - (b) given a written request signed by at least:
 - (i) 33% of the number of members of the Management Committee when the request is signed; or
 - (ii) the number of ordinary Members of the Association equal to double the number of members of the Association on the Management Committee when the request is signed plus 1; or
 - (c) being given a written notice of an intention to appeal against the decision of the Management Committee:
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.

- 38.2 A request mentioned in rule 38.1(b) must state:
- (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- 38.3 A special general meeting must be held within 3 months after the secretary:
- (a) is directed to call the meeting by the Management Committee; or
 - (b) is given the written request mentioned in rule 38.1(b); or
 - (c) is given the written notice of an intention to appeal mentioned in rule 38.1(c).
- 38.4 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

39 Proxies

- 39.1 An instrument appointing a proxy must be in writing and be in the following or similar form:
- [Community Living Association Inc.]:
I, _____ of _____, being
a member of the association, appoint _____
of _____
as my proxy to vote for me on my behalf at the (annual) general meeting of the
association, to be held on the _____ day of _____
20____
and at any adjournment of the meeting.
- Signed this _____ day of _____ 20____.
- Signature
- 39.2 The instrument appointing a proxy must, if the appointer is:
- (a) an individual, be signed by the appointor or the appointor's attorney properly authorised in writing; or
 - (b) a corporation:
 - (i) be under seal; or
 - (ii) be signed by a properly authorised officer or attorney of the corporation.
- 39.3 A proxy may be a member of the Association or another person.
- 39.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 39.5 Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 39.6 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 39.7 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

[Community Living Association Inc.]:
 I, _____ of _____, _____ being
 a member of the association, appoint _____
 of _____
 as my proxy to vote for me on my behalf at the (annual) general meeting of the
 association, to be held on the _____ day of _____
 20_____
 and at any adjournment of the meeting.
 Signed this _____ day of _____ 20_____.
 _____ Signature
 This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the
 following resolutions—
 [*List relevant resolutions*]

40 Minutes of general meetings

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

41 By-laws

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

42 Alteration of rules

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

43 Funds, accounts and common seal

- 43.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.
- 43.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 43.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 43.4 A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- 43.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following:
- (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) any 1 of 3 other members of the Association who have been authorised by the Management Committee to sign cheques issued by the Association.
- 43.6 However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- 43.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 43.8 A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- 43.9 All expenditure must be approved or ratified at a Management Committee meeting.
- 43.10 If the Association has a common seal, the common seal must be:
- (a) kept securely by the management committee; and
 - (b) used only under the authority of the management committee.
- 43.11 Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by:
- (a) the secretary; or
 - (b) another member of the management committee; or
 - (c) someone authorised by the management committee.

44 General financial matters

- 44.1 On behalf of the Management Committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 44.2 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers as set out in the Constitution, 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. Nothing in this clause contained shall prevent:
- (a) the payment in good faith of interest to any such member in respect of moneys advanced by him or her to the Association or otherwise owing by the Association to him or her; or
 - (b) remuneration to:
 - (i) any officers or servants of the Association; or
 - (ii) any officer or member of the Association or other person in return for any services actually rendered to the Association;
 - (c) 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.

45 Documents

- 45.1 The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

46 Financial year

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

47 Distribution of surplus assets to another entity

- 47.1 This rule applies if the Association:
- (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets after satisfaction of all its debts and liabilities.
- 47.2 The surplus assets must not be distributed among the members of the Association.
- 47.3 The surplus assets must be given to another entity:
- (a) having objects similar to the Association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members at least as great as is imposed on the Association under rule 44.2, as determined by the members of the Association.
- 47.4 In this rule: **surplus assets** see section 92(3) of the Act.

48 National Regulatory System for Community Housing winding-up requirements

- 48.1 In this clause 'Community Housing Asset', 'Corresponding Law', 'Housing Agency', 'Participating Jurisdiction' and 'Registered Provider' have the same meanings as in the *Housing Act 2003* (Qld).
- 48.2 Despite rule 47, each Community Housing Asset remaining after satisfaction of the Company's liabilities must be transferred as follows:
- (a) each remaining Community Housing Asset of the Company in Queensland must be transferred under s37H(2)(a) of the *Housing Act 2003* (Qld); and
 - (b) each remaining Community Housing Asset of the Company located in a Participating Jurisdiction must be transferred under the Corresponding Law of that Participating Jurisdiction to:
 - (i) the Housing Agency in the Participating Jurisdiction;
 - (ii) another Registered Provider in the Participating Jurisdiction; or
 - (iii) another entity as prescribed under the Corresponding Law.