



RULES OF ASSOCIATION

Financial Counsellors' Association of Queensland Inc

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RULES OF ASSOCIATION

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

The following definitions apply in this document:

Act refers to the *Associations Incorporation Act 1981* (Qld).

Accredited Member means a person who is a Member of the Association and who satisfies the requirements for an Accredited or Full Member set out in the Membership Standards.

Affiliate Member means a person who is a Member of the Association and who satisfies the requirements for an Affiliate set out in the Membership Standards.

Annual General Meeting means the Annual General Meeting of the Members held in accordance with section 55 of the Act.

Association means the Financial Counsellors' Association of Queensland Inc.

Associate Member means a person who is a Member and who satisfies the requirements for an Associate set out in the Membership Standards.

Casual Vacancy means in respect of rules 12.1 and 12.4, a Management Committee vacancy as a result of a Management Committee member resigning, dying or, without the permission of the Chair (or in the case of the Chair the rest of the Management Committee), failing to attend two (2) consecutive Management Committee meetings.

Chair means the Chair of the Association.

Disciplinary Procedures means the Financial Counsellor Disciplinary Process: Policy and Procedures agreed to by State and Territory Financial Counselling Associations.

Effective Date means the date that the Department of Fair Trading registers these rules, approved by the Members at a Special General Meeting, as the new rules of the Association.

Financial Counsellor refers to a person who provides financial counselling, and assists consumers to manage the consequences of debt and advocates and/or negotiates on behalf of consumers, free from conflict of interest.

Financial Counselling Services means the provision of independent, financial counselling services (offered by community organisations, community legal centres and some government agencies) to the community free of charge.

Gift or Gifts means a gift of money, property or deductible contributions which originate from deductible sources.

Indictable Offence means:

- (a) any crime or misdemeanour under the *Criminal Code 1899* (Qld) (**Code**) or any other similar state legislation; or
- (b) an offence under a Federal law where the maximum penalty is greater than 12

months imprisonment.

ITAA means the *Income Tax Assessment Act 1997* (Cth).

Lapsed Membership refers to the circumstance where a Member's membership fees are in arrears for at least two (2) months and their membership has been terminated.

Management Committee refers to the management committee of the Association.

Meeting refers to any of the following:

- (a) Annual General Meeting; or
- (b) Special General Meeting.

Member means an individual who has satisfied the conditions of membership contained in rule 6 of this document.

Membership Standards means the National Standards for Membership & Accreditation of Australian State and Territory Financial Counselling Associations, as supplemented by any additional standards set by the Management Committee from time to time.

Secretary means the person elected to act as the secretary of the Association in accordance with rule 11.4 of this document.

South East Queensland means the geographical area of Brisbane, Gold Coast, Ipswich and the Sunshine Coast.

Special General Meeting refers to a meeting of Members (other than the Annual General Meeting), which has been arranged by the Secretary in accordance with rule 16.1.

Special Resolution means a resolution passed by at least 75% of Members entitled to vote, who:

- (a) are present at a Meeting; or
- (b) have submitted a proxy in accordance with rule 21.

Surplus Assets has the same meaning as contained in section 92(3) of the Act.

Tax Act means the ITAA, the *Income Tax Assessment Act 1936* (Cth) and any other relevant act.

Voting Member means an Accredited Member or an Associate Member.

1.2 Model rules

Subsection 47(1) of the Act does not apply to the Association. Accordingly these rules apply to the exclusion of the model rules prescribed under the regulations.

1.3 Rules for Interpreting this Document

Except where the context makes it clear that a rule is not intended to apply:

- (a) the contents pages and headings are for convenience only and do not affect the interpretation of this document;

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- (b) a reference to:
- (i) a word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act;
 - (ii) legislation (including subordinate legislation) is to that legislation as amended, re enacted or replaced, and includes any subordinate legislation issued under it;
 - (iii) a document (including this document), or a provision of a document (including a provision of this document), is to that document or provision as amended or replaced;
 - (iv) anything (including a right, obligation or concept) includes each part of it;
 - (v) any body or agency, if that body or agency ceases to exist, is renamed, reconstituted, replaced or has its powers or functions removed (**Defunct Body**), means the agency or body which succeeds to the Defunct Body's powers or functions, or performs most closely the functions of the Defunct Body; or
 - (vi) a rule, schedule or annexure is to a rule of, or schedule or annexure to, this document, and
- (c) a singular word includes the plural, and vice versa.

2. CHARITABLE INSTITUTION

The Association is to be endorsed as exempt from tax under Subdivision 50-B of the ITAA (endorsement as a Tax Concession Charity). The institution is established as a charitable institution, pursues charitable purposes only and applies its income in promoting these purposes.

3. NAME

The name of the incorporated association is the Financial Counsellors' Association of Queensland Inc (**Association**).

4. OBJECTS

The objects of the Association are to:

- (a) relieve poverty, sickness, destitution, suffering, misfortune or helplessness in the community; specifically focusing on aiding those people who suffer disadvantage caused by or as a consequence of financial distress or financial issues;
- (b) identify the financial issues of consumers in the community and develop strategies for assistance;
- (c) improve the economic, personal and social circumstances of people who are disadvantaged, in need or vulnerable and are suffering from or as a consequence of financial distress or financial issues;

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- (d) establish financial counselling as a skilled occupation by:
 - (i) establishing standards of service and training and monitoring accreditation levels of Financial Counsellors;
 - (ii) promoting the study, training and on-going professional development of Financial Counsellors; and
 - (iii) promoting financial counselling generally within the community;
 - (e) raise funds for, and otherwise assist and support, programmes which improve individuals who are suffering from or as a consequence of financial distress or financial issues;
 - (f) lobby for the provision of adequate and autonomously funded Financial Counselling Services;
 - (g) facilitate steps to increase the capacity and capability of Financial Counselling Services to meet the needs of the Queensland community;
 - (h) facilitate, liaise and coordinate between various organisations involved in providing Financial Counselling Services to ensure the consistency of service standards between the various organisations;
 - (i) develop and maintain standards of service which are consistent with the policies as laid down by the Association;
 - (j) provide guidance to Members and their employers with regards to professional standards, ethical obligations and minimum service standards;
 - (k) provide a focus and stimulus for change in the areas of consumer law, policy and education;
 - (l) raise funds for and/or receive all gifts of money or property for this purpose and invite members of the public to make gifts of money or property to the Association for the promotion of the Objects;
 - (m) support and promote the charitable aims and objectives of similar organisations or charities, or private not for profit organisations which have been created with objects similar to the Objects as considered appropriate by the Management Committee;
 - (n) undertake such further purposes as are in the opinion of the Management Committee, but without prejudicing the classification of the Association as an organisation falling within Division 50 of the ITAA 97 and a deductible gift recipient under Division 30 of the ITAA 97;
 - (o) attract and encourage and acquire gifts, bequests and all forms of deferred gifts to enable the fulfilment of these Objects; and
 - (p) encourage a philosophy of good financial counselling practice by:
 - (i) enabling clients to gain social and economic control of their lives;
 - (ii) providing information and advice which is independent of any financial consideration of the agency or Financial Counsellor; and

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- (iii) developing consumer advocacy as an integral component of case management.
 - (q) do all things necessary to promote the objects of the Association contained in this rule.

5. POWERS

The Association has the powers of an individual and may:

- (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.

6. MEMBERSHIP

6.1 Number of Members

The number of Members of each class is unlimited.

6.2 Classes of Members

The membership of the Association consists of the following classes:

- (a) Accredited Member;
- (b) Associate Member;
- (c) Affiliate Members; and
- (d) any other class of membership determined by the Management Committee from time to time.

6.3 Membership term

Subject to rule 6.9, a Member's membership term is 12 months.

6.4 Rights of Members

- (a) An Accredited Member is entitled to be elected as a member of the Management Committee, including the role of Chair.
- (b) An Associate Member is entitled to be elected as a member of the Management Committee (other than the Chair).
- (c) All Members are entitled to receive notice of a Meeting and to attend a Meeting.
- (d) An Accredited Member and an Associate Member is entitled to vote at a Meeting.
- (e) A Member of any other class of membership has the rights determined by the Management Committee at the time of creation of the class in accordance with rule 6.2(d).

6.5 Admission of Members

- (a) An applicant for membership to the Association (whether a new Member or a renewing Member) must:
 - (i) submit a signed written application to the Association for consideration, using the appropriate form prescribed by the Management Committee together with any supporting information or documents required by the Management Committee for the purposes of deciding the application; and
 - (ii) pay the membership fee to the Association.
- (b) Where an application for membership is received by the Association, the Management Committee must decide whether the applicant (whether a new or renewing Member) is eligible for and should be admitted as a Member.

6.6 Membership Fee

The membership fee for each Member class:

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

6.7 Rejection of New Members

Except in the circumstances of non-payment of the membership fee, the Secretary must, as soon as practicable after the Management Committee accepts or rejects an application, give the applicant a written notice of the decision.

6.8 Disciplinary Investigations

The Management Committee may decide to institute a disciplinary investigation in relation to a Member where a complaint is made against the Member or other information about the Member comes to the committee's attention. The process to be followed will comply with the Disciplinary Procedures.

6.9 When Membership Ends

- (a) A Member may resign from the Association by giving a written notice of 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) The Management Committee may terminate a Member's membership if the Member:
 - (i) is convicted of an Indictable Offence;
 - (ii) commits an act of fraud;
 - (iii) does not comply with any of these rules; or

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- (iv) has Lapsed Membership.
 - (d) The Management Committee may also terminate a Member's membership as an outcome of a disciplinary investigation in accordance with rule 6.8.
 - (e) Except in the circumstances of a Lapsed Membership, 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 the Management Committee decides to terminate the membership, the Secretary must give the Member a written notice of the decision.

6.10 Appeal against rejection or termination of Membership

- (a) Except in the circumstances of a Lapsed Membership, a person whose application for membership has been rejected (whether as a new or renewing Member), or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision (**Notice**).
- (b) A Notice must be given to the Secretary within 28 days after the person receives written notice of the decision.
- (c) If the Secretary receives a Notice, the Management Committee must establish a panel to decide the appeal. Subject to the Disciplinary Procedures, the panel may include a Management Committee member but must also include at least one person who is not a Management Committee member.
- (d) The panel must give the applicant and/or Member (as the case may be) a fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (e) The panel must decide the appeal by a majority vote.
- (f) If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.

7. MEMBERS' REGISTER

7.1 Obligation to maintain the register

- (a) The Management Committee must keep a register of Members.
- (b) The register must include the following particulars for each Member:
 - (i) the full name of the Member;
 - (ii) the Member's contact details;
 - (iii) the date of admission as a Member;
 - (iv) where applicable, the date of death or time of resignation of the Member;

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- (v) where applicable, details about the suspension, termination or reinstatement of the Member's membership (including where a suspension or termination occurs as an outcome of a disciplinary investigation referred to in rule 6.8); and
 - (vi) any other particulars that the Management Committee determines should be included in the register.

7.2 Inspection of the register by Members

Members are entitled to access the full name and contact details of each Member.

- (a) Subject to rule 7.2(c), if a Member requires further details of another Member from the register, the Member must apply in writing to the Management Committee requesting either:
 - (i) the information to be provided by the Secretary to the Member; or
 - (ii) the right to inspect the register to access additional personal information of a Member.
- (b) The request from the Member must state:
 - (i) what information is required; and
 - (ii) the reasons why the Member requires the information.
- (c) If the Management Committee:
 - (i) has reasonable grounds for believing the disclosure of the personal information of a Member would put the Member at risk of harm; or
 - (ii) is otherwise unsatisfied with the reasons provided by the Member requesting access,

the Management Committee may withhold the information about the Member (other than the Members' full name and membership number).
- (d) Subject to rules 7.2(a), (b) and(c), after giving at least five (5) Business Days' notice to the Secretary, a Member will either (as the Management Committee decides):
 - (i) be provided with access to the Members' register during normal business hours; or
 - (ii) the Secretary will provide the information requested to the Member.

7.3 Prohibition on the use of the information contained in the register

- (a) A Member of the Association must not:
 - (i) use information obtained from the Association's register to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes which is not related to or directly connected to the Objects of the Association; 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 for the purpose of advertising for political, religious, charitable or commercial purposes which is not related to or directly connected to the

objects of the Association.

- (b) Rule 6.3(a) does not apply if the Management Committee approves the use or disclosure of the information.

7.4 Access rights of a State or Territory financial counselling association

The Management Committee may provide an association that is a member of Financial Counselling Australia with an extract from the register showing the names and details of those whose membership has been suspended or terminated following a disciplinary investigation in accordance with rule 6.8.

8. COMPOSITION AND ELECTION OF THE MANAGEMENT COMMITTEE

8.1 Eligibility

A Member of the Management Committee must be eligible to be elected under section 61A of the Act.

8.2 Composition of the Management Committee

- (a) The Management Committee consists of a Chair, Vice Chair, Treasurer, Secretary and between 1 and 4 other committee members.
- (b) A maximum of 50% of the Management Committee may be employed by any one organisation.
- (c) A minimum of 2 members of the Management Committee must be employed and/or reside outside of South East Queensland.

8.3 Election of the Management Committee

A Management Committee Member may only be elected as follows:

- (a) Any two (2) Members (**Proposers**) may nominate another Member (**Candidate**) to serve on the Management Committee.
- (b) The nomination must:
- (i) be in writing;
 - (ii) specify whether the Candidate is standing to be Chair or a Management Committee member;
 - (iii) be signed by the Candidate and the Proposers; and
 - (iv) be given to the Secretary at least 14 days before the Annual General Meeting at which the election is to be held.
- (c) At least seven (7) days prior to the Annual General Meeting, the Management Committee must send to each Member a list of the Candidates' names in alphabetical order, with the names of the Proposers. The list must specify which of the Candidates are standing for Chair and which for Management Committee member.
- (d) Each Member present and eligible to vote at the Annual General Meeting may vote for one (1) Candidate for the position of Chair and one (1) Candidate for each other vacant position on the Management Committee.

- (e) If, at the start of the meeting, there are not enough Candidates nominated, nominations may be taken from Members at the Annual General Meeting.
- (f) The Management Committee must ensure that, before a Candidate is elected to the Management Committee, the Candidate is advised:
 - (i) whether or not the Association has public liability insurance; and
 - (ii) the amount of the insurance.

8.4 Term

A Management Committee member holds office until the second Annual General Meeting after their election. A retiring Management Committee member is eligible for re-election for a maximum of two further consecutive terms.

9. TRANSITIONAL MANAGEMENT COMMITTEE

9.1 Continuation of previous Management Committee

Notwithstanding anything else in these rules, the Management Committee in office immediately prior to the Effective Date continues in office thereafter on the basis set out in this rule.

9.2 Term of office

- (a) The Chair continues in office until the second Annual General Meeting after the Effective Date. At that Annual General Meeting, that person may stand for re-election for a maximum of one further consecutive term.
- (b) Three other Management Committee members (to be agreed by the Management Committee or failing agreement selected by ballot) continue in office until the second Annual General Meeting after the Effective Date. At that Annual General Meeting, they may stand for re-election for a maximum of one further consecutive term.
- (c) The other Management Committee members retire at the next Annual General Meeting after the Effective Date when they may stand for re-election for a maximum of one further consecutive term.

10. FUNCTIONS OF THE MANAGEMENT COMMITTEE

10.1 Management Committee

- (a) The Management Committee has the control of the administration of the affairs, property and funds of the Association.
- (b) The Management Committee may delegate any of their functions or powers to a body or individual, for example, a subcommittee of the Management Committee or an employee of the Association.

11. OFFICE BEARERS

11.1 Chair

- (a) The Chair's role is to lead the Association as the chief elected officer and to chair the Meetings and Management Committee meetings.
- (b) The Members may at a Meeting vote to remove a person appointed to act as the Chair.
- (c) If a Casual Vacancy happens in the office of Chair, the Management Committee must within one (1) month elect a person to act in the role pending the election by the Members of a new Chair at the next Annual General Meeting of Members.

11.2 Vice Chair

- (a) The Management Committee must elect one of the members of the committee to be the Vice Chair.
- (b) The Management Committee may at any time remove and replace the Vice Chair.
- (c) The Vice Chair supports the Chair as required from time to time.

11.3 Treasurer

- (a) The Management Committee must elect one of the members of the committee to be the Treasurer.
- (b) The Management Committee may at any time remove and replace the Treasurer.
- (c) The Treasurer is responsible for overseeing the finances of the Association and financial reporting to the Management Committee and the Annual General Meeting.

11.4 Secretary

- (a) In accordance with the Act, the Management Committee must elect one of the members of the committee to be the Secretary.
- (b) The Management Committee may at any time remove and replace the Secretary.
- (c) The Secretary's functions include, but are not limited to:
 - (i) arranging Meetings, including preparing a notice of Meeting and determining the business to be conducted at a Meeting in consultation with the Chair;
 - (ii) keeping minutes of each Meeting; and
 - (iii) maintaining the register of Members.

12. MANAGEMENT COMMITTEE PROCESSES

12.1 Management Committee Meetings

- (a) A meeting of the Management Committee:
 - (i) must be held at least once every two months; and
 - (ii) may be held in any manner that the Management Committee members see fit including 'in person', by telephone conference or by other electronic methods of communication.
- (b) A special meeting of the Management Committee must be promptly arranged by the Secretary if the Chair or two other Management Committee members so request.
- (c) Quorum
 - (i) The quorum for the Management Committee meeting is more than 50% of the Management Committee members in office.
 - (ii) The quorum must be present for the whole of a meeting.
 - (iii) If there is no quorum within 30 minutes after the time fixed for the meeting called, the meeting is to be adjourned until the date and time determined by the Management Committee members present at the meeting.
- (d) A decision of the Management Committee is to be decided by a majority vote of Management Committee members present at the meeting and, if the votes are equal, the decision is made in the negative.

12.2 Resolutions of the Management Committee without a Meeting

- (a) A written resolution signed by each Management Committee member is as valid and effectual as if it had been passed at a Management Committee meeting that was properly called and held.
- (b) A resolution mentioned in rule 12.2(a) may consist of several documents in like form, each signed by 1 or more Management Committee members. Signing may occur by an electronic means that provides a reliable method to identify each signatory and their intention to execute the document.

12.3 Resignation of, removal of or vacation of office by a Management Committee member

- (a) A Management Committee member may resign from the committee by giving written notice of 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 Management Committee member may be removed from office at a Special General Meeting if a majority of the Members present and eligible to vote at the meeting vote in favour of removing the Management Committee Member.

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- (d) Before a vote of Members is taken about removing the Management Committee Member from office, the Management Committee member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
 - (e) A Management Committee member has no right of appeal against the Member's removal from office under this rule.
 - (f) A Management Committee member immediately vacates their membership in the circumstances mentioned in section 64(2) of the Act.

12.4 Vacancies on the Management Committee

- (a) If a Casual Vacancy happens on the Management Committee other than the office of Chair, the continuing Management Committee members may appoint a person (whether or not a Member) to fill the vacancy for the balance of the term of the previous committee member or a shorter period.
- (b) The continuing Management Committee members may act despite a Casual Vacancy.
- (c) However, if the number of committee members falls below 5, the continuing Management Committee members may act only to:
 - (i) increase the number of Management Committee members to at least 5; or
 - (ii) call a Special General Meeting.

12.5 Minutes of Management Committee meetings

- (a) The Secretary must ensure full and accurate minutes are kept of each Management Committee meeting.
- (b) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be approved by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying the accuracy of the minutes.

13. SUBCOMMITTEES

13.1 Appointment of subcommittees

- (a) The Management Committee may appoint a subcommittee to help with the conduct of the Association's operations. A subcommittee may be comprised of two or more members of the Management Committee and may also include an external person.
- (b) A subcommittee must have written terms of reference agreed to by the Management Committee.
- (c) A subcommittee must report to the Management Committee.

14. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- (a) An act performed by the Management Committee, a subcommittee or a person acting as a Management Committee Member is taken to have been validly performed.

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- (b) Rule 14(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 member of the Management Committee, subcommittee member or person acting as a member of the Management Committee was disqualified from being a Member.

15. ANNUAL GENERAL MEETING

15.1 Calling the Annual General Meeting

- (a) The Secretary must arrange the meeting:
 - (i) at least once each year; and
 - (ii) within six (6) months after the end date of the Association's reportable financial year.
- (b) If the Secretary is unable (for whatever reason) or unwilling to arrange the meeting, the Chair must arrange the meeting.

15.2 Notice of an Annual General Meeting

- (a) The Secretary must give at least 14 days written notice of the meeting to each Member.
- (b) The notice of an Annual General Meeting must state the business to be conducted at the meeting.

15.3 Business to be conducted at the Annual General Meeting

Subject to the application of section 59 of the Act, the following business must be conducted at each Annual General Meeting:

- (a) receiving the Association's financial statements, and audit report, for the last reportable financial year;
- (b) presenting the financial statements and audit report to the meeting for adoption;
- (c) election of the Management Committee Members due for election; and
- (d) appointing an auditor or an accountant for the present financial year.

16. SPECIAL GENERAL MEETING

16.1 Calling a Special General Meeting

- (a) A Special General Meeting may be held at any time during the year by giving 14 days written notice to the Members (**Notice**).
- (b) The Secretary must arrange a Special General Meeting where he or she:
 - (i) is directed to do so by the Management Committee; or

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- (ii) receives a written request (**Request**) signed by:
 - (A) at least 33% of the Management Committee members; or
 - (B) at least the number of Voting Members equal to double the number of Management Committee Members , plus one (1).
 - (c) If the Secretary is unable or unwilling to arrange the meeting, the Chair must arrange the meeting.

16.2 Business to be conducted at the Special General Meeting

The business to be addressed at the Special General Meeting will be:

- (a) the matters stated in the Notice or the Request; and
- any other matter which the Members determine is appropriate.

17. VOTING AT MEETINGS

17.1 Voting majority

- (a) At the Meeting, each question, matter or resolution, other than a Special Resolution, must be decided by a majority of votes of the Voting Members present.
- (b) Each Voting Member present and eligible to vote is entitled to 1 vote only.
- (c) If the votes are equal, the chairperson has a casting vote.
- (d) A Member is not entitled to vote at the Meeting if the Member's annual subscription is in arrears at the date of the meeting.

17.2 Secret ballot & method of voting

- (a) The method of voting is to be decided by the Management Committee.
- (b) However, if at least 20% of the Voting Members present demand a secret ballot, voting must be by secret ballot.
- (c) If a secret ballot is held, the chairperson must appoint two (2) Members to conduct the secret ballot in the way the chairperson decides.
- (d) 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.

18. QUORUM FOR, AND ADJOURNMENT OF, A MEETING

- (a) The quorum for the Meeting must be the number of Members elected or appointed to the Management Committee plus one (1).
- (b) No business may be conducted at the Meeting unless there is a quorum of Members when the meeting proceeds to business.

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- (c) If there is no quorum within 30 minutes after the time fixed for the Meeting to be held, the meeting is to be adjourned for:
 - (i) at least 30 days; or
 - (ii) another suitable period determined by the Members who are present.
 - (d) The quorum will not lapse if a Member is prohibited by law from being present at all or part of the Meeting.
 - (e) The Secretary must give the Members notice of an adjourned meeting.

19. PROCEDURE AT A MEETING

- (a) A Member may take part and vote at a 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) At each Meeting:
 - (i) the Chair is to preside as chairperson;
 - (ii) if there is no Chair or if the Chair is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Management Committee members present at the Meeting must choose be chairperson of the meeting; and
 - (iii) the chairperson must conduct the meeting in a proper and orderly way.

20. MINUTES OF MEETINGS

- (a) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Meeting are entered in an Association register.
- (b) To ensure the accuracy of the minutes of each Meeting the minutes must be signed by the chairperson.
- (c) If asked by a Member, the Secretary must, within 28 days after the request is made:
 - (i) make the minutes for a Meeting available for inspection by the Member at a mutually agreed time and place; and/or
 - (ii) give the Member copies of the minutes of the Meeting.
- (d) The Association may require the Member to pay the reasonable costs of providing copies of the minutes.

21. PROXIES

- (a) The Schedule to this document contains the form for appointing a proxy.
- (b) The signed proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (c) Each signed 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. A proxy may be given to the Secretary in accordance with directions in the proxy form.

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- (d) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
 - (e) The proxy voting option at a Meeting is limited to 2 proxies per Member present and eligible to vote. A Member may not exercise voting as proxy for more than 2 other Members of the Association.
 - (f) If a Member holds more than 2 proxies, then the Chairman of the Meeting will be appointed as the default proxy for each proxy in excess of 2 held by the Member and the Chairman must exercise the absent Member's proxy in accordance with the signed proxy form.

22. ALTERATION OF RULES

- (a) Subject to the Act, these rules may be amended, repealed or added to by a Special Resolution carried at the Annual General Meeting or a Special General Meeting.
- (b) However an amendment, repeal or addition is valid only if the Chief Executive of the Office of Fair Trading registers it.

23. SEAL

- (a) The Management Committee must ensure the Association has 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 attached must be signed by a Management Committee Member and countersigned by:
 - (i) the Secretary;
 - (ii) another Management Committee Member; or
 - (iii) someone authorised by the Management Committee.

24. FUNDS AND ACCOUNTS

- (a) 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.
- (b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- (c) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (d) A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer with 2 signatories authorised by the Management Committee.
- (e) All expenditure must be approved or ratified at a Management Committee meeting.

25. GENERAL FINANCIAL MATTERS

- (a) 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.
- (b) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.
- (c) No part of the income or property of the Association may be paid, transferred either directly or indirectly or distributed (**Prohibited Payment**), by way of dividend, bonus, Management Committee fee or other payment, to any of the Members, except for bona fide compensation for:
 - (i) re-imbusement for "out-of pocket" expenses incurred by the Member; or
 - (ii) services rendered to the Association by a Member in a professional or technical capacity, where:
 - (A) the provision of the service has the prior approval of the Management Committee; and
 - (B) the amount payable is not more than an amount which is commercially reasonable as a payment for that service.

26. RECORDS

The Management Committee must ensure the safe custody of books, documents, instruments of title and electronic records of the Association.

27. FINANCIAL YEAR

The end date of the Association's financial year is December 31 in each year.

28. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- (a) This rule applies if the Association:
 - (i) is wound-up or dissolution of the Association under part 10 of the Act; and
 - (ii) has Surplus Assets.
- (b) The Surplus Assets must not be distributed among the Members.
- (c) The Surplus Assets must be given or transferred to another entity or institution:
 - (i) having objects similar to the Association's objects and which is approved by the Commissioner of Taxation as a charitable institution for the purposes of any Tax Act; and
 - (ii) the rules of which prohibit the distribution of the entity's income and assets to its Members.

29. REVOCATION

- (a) If the Association is endorsed as an income tax deductible gift recipient, and it is wound up or its endorsement as a deductible gift recipient is revoked (whichever

occurs first), any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:

- (i) gifts of money or property for the principal Objects of the Association;
 - (ii) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
 - (iii) money received by the organisation because of such gifts and contributions.
- (b) If upon the winding up or dissolution of the Association there remains any property, after satisfaction of all debts and liabilities, such property:
- (i) shall not be paid to or distributed among the Members; but
 - (ii) shall be transferred to a fund, authority or institution having similar objects to the Objects of the Association and whose rules shall prohibit the distribution of among its members and to which income tax deductible gifts can be made under subdivision 30 of the ITAA.

30. INDEMNITY

- (a) All Management Committee Members will be indemnified against all costs, losses and expenses which they may incur or become liable for due to any contract entered into or deed done by the Management Committee Member in the discharge of his or her duties.
- (b) The indemnity does not extend to any officers for costs, losses, charges and expenses due to liability that has occurred through the Management Committee member's own wilful default.

Schedule

Proxies

(rule 21)

I

[Insert full name]

Being a Member of the Financial Counsellors' Association of Queensland Inc (**Association**) entitled to attend and vote at the Meeting,

Appoint

as my proxy to vote for me on my behalf at the (Annual) or a (Special) General Meeting (**Meeting**) of the Association,

or failing the person so named or, if no person is named, the Chairman of the meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the meeting to be held:

| | |
|--------------------------|--|
| Date | |
| Meeting Location: | |

Voting on Business of the Meeting

| | FOR | AGAINST | ABSTAIN |
|--------------|--------------------------|--------------------------|--------------------------|
| Resolution 1 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in this box

By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even though he has an interest in the outcome of the resolution. The Chairman will vote in favour of all of the resolutions if no directions are given.

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your vote is not to be counted in computing the required majority on a poll.

Signed this day of 20

SIGNED by Name of Party:

Signature of party

Name (BLOCK LETTERS)

[Insert instructions as to how the completed and signed proxy form is able to be given to the Secretary eg by mailing it to the office or by emailing it from the Member's email address to the Association's email address.]