



# **CONSTITUTION**

**Of The**

**NATIONAL SECURITY ASSOCIATION OF AUSTRALIA (QLD) INC.**

# CONSTITUTION

Of the

## NATIONAL SECURITY ASSOCIATION OF AUSTRALIA (QLD) INC.

1. In these Rules, unless the context or subject matter otherwise indicates or requires:

**Commercial or Industrial Information** shall include any registered or unregistered, or any complete or incomplete patent, trade mark or design information, knowledge or technique, research and technical data, formulae, calculations, drawings, results, conclusions, costing, price structures, contracts, lists of suppliers or customers, and the contents of private business discussions or memoranda, tape recordings, video tapes, films, microfilms or photographs of the same.

**Association** means National Security Association of Australia (Qld) Inc.

**Executive Committee:** means the Executive Committee of the National Security Association of Australia (Qld) Inc.

**Financial Members** means a member who, according to the books and records of the Treasurer is in good financial standing with the Association.

**Member** means a person or corporation who has been accepted as a member of the Association by the Executive Committee.

**Month** means calendar month.

**Power**, authorities and discretions hereby conferred on the Association, the Executive Committee or Sub-committee thereof, the President, Vice-Presidents, Secretary, Treasurer, or on a member may be exercised at any time and from time to time.

**Property** includes money and everything animate or inanimate, capable of being the subject of ownership.

The following shall have the same meaning as that provided under the Security Providers Act 1993.

- Security Provider
- Bodyguard
- Crowd Controller
- Private Investigator
- Security Adviser
- Security Equipment Installer
- Security Officer
- Security Firm
- Security Equipment
- Licenses

Words importing the singular include the plural and vice versa. Words importing the masculine gender only include the feminine gender, and include a corporation.

Writing includes typewriting, printing, lithography, photography, and other modes of representing or reproducing words in a visible form and written has a corresponding meaning.

## 2. NAME

The name of the Association shall be **NATIONAL SECURITY ASSOCIATION OF AUSTRALIA (QLD) INC.**

### 3. RULES BINDING MEMBERS

Rules of the Association shall bind the Association and all members thereof and all persons claiming through them respectively to the same extent as if each member and subscribed his name and affixed his seal thereto, and as though there were contained in the Rules a covenant on the part of each member to observe all the provisions of the Rules.

### 4. OFFICE OF THE ASSOCIATION

The office of the Association in Queensland shall be the business address of the duly elected Secretary or at such other places as the Executive Committee shall determine from time to time.

### 5. AIMS AND OBJECTS

The aims and objects of the Association shall be:

- a. To promote the study and extension of the science and professional practice of security.
- b. To develop the most effective security measures in commerce and industry.
- c. To promote a close liaison between all members of the Association and Police Forces within the Commonwealth of Australia, with other officially constituted law enforcement bodies, and with any other organisations having similar aims and objects to the Association.
- d. (i) To establish and prescribe standards of professional conduct which shall be incorporated in the Code of Conduct  
(ii) To ensure the due observance of the established and prescribed Code of Conduct
- e. To establish teaching facilities, to make surveys and studies, hold conference, forums and training courses, and arrange for the presentation of lectures and the reading of papers on matters and problems of interest to members. Also to foster, promote, encourage and facilitate discussions, study and research and generally to collect and disseminate information of service or interest in any matter or by any means deemed appropriate to members and management in industry and commerce.

### 6. SEAL

The Association shall have its name inscribed in legible characters upon a Seal. The Seal shall be kept at the Office in such custody as the Executive Committee shall direct. The device of the Seal shall be the name of the Association encircling the word "Seal". The Seal shall be used only under the authority of a Resolution of a General Meeting or of the Executive Committee and shall be attested by the signatures of two members of the Executive Committee and the Secretary or in lieu of the Secretary, such other person as the Executive Committee shall authorise.

### 7. MEMBERSHIP

Members of the Association shall fall into one of the following categories:

- (a) **Individual Members:** Subject to the discretion of the Executive Committee in Rule 8, membership shall be available to any individual holding a security providers individual license in Queensland. Individual members do not have a voting right.
- (b) **Corporate Members:** Subject to the discretion of the Executive Committee in rule 8, membership shall be available to any organisation which holds a security providers firms license in Queensland. Corporate Members shall be entitled to nominate and be represented by no more than two (2) delegates. Only one (1) delegate however, shall have voting rights. Nomination of Delegates must be lodged in writing with the Executive Committee.

- (c) **Honorary Members:** Honorary membership may be granted to any person or corporation who:
- (i) Is elected as Patron of the Association
  - (ii) Has previously held membership and by reason of work commitments has left this State: or
  - (iii) At the discretion of the Executive Committee has assisted the Association in the promotion of the Aims and Objectives of the Association.

Honorary members do not have a vote.

- (d) **Life Members:** Life membership may be conferred upon any person who, in the opinion of the Executive Committee, has given meritorious service to the Association. Life members do not have a vote.
- (f) There is no limit to the number of persons who may be admitted to Honorary, or Life membership. There is no limit to the number of corporations who may be admitted to honorary membership.
- (g) **Associate Members:** Subject to the discretion of the Executive Committee in Rule 8, Membership shall be available to a person who, whether as an employee, consultant or self employed person carries out duties which do not require the person to be a licensed Security Provider. Associate Membership shall be unlimited and Associate Members will have no voting rights.

## 8. ACCEPTANCE OF MEMBERS

The Executive Committee may in its absolute discretion admit any person as a member who, whether as employee or consultant, or corporation applies to become a member in such manner as the Executive Committee prescribes and agreeing to be bound by the Code of Conduct, Rules and By-Laws of the Association. No appeal shall lie from any decision of the Executive Committee in relation to the admission or proposed admission of members.

- 8A.** A condition of membership for new applicants is that they are to be residents of Queensland. However, should a person who is a member move to an area outside Queensland as his/her place of residence, and then he/she may retain membership. Corporate membership may be granted to a corporation if the Corporation is the holder of a current Queensland Security Providers License and their nominee is a resident of Queensland.
- 8B.** A further condition of membership for new applicants is that all applications for membership shall be endorsed by a proposer and seconder both of whom shall be current financial individual or corporate members of the Association.
- 8C.** A condition of membership for a corporation, firm or individual who is required to possess a Security Firms licence in the state of Queensland shall be that they agree to comply with the Security Providers Act and Regulations (Qld) in relation to audits to be conducted by the Association's appointed and or approved auditor.

9. The Executive Committee shall not be bound to divulge to any person, including the applicant, the reason for non-acceptance of such application for membership to the Association.
10. The full name, address, date of acceptance and number of each member shall be recorded by the Secretary in a Register of Members to be retained in the Office of the Association.

## 11. LIABILITY OF MEMBERS

The liability of a member to the association shall be limited to the entrance fee, annual subscription and any special levy imposed by the Executive Committee in accordance with Rule 12 hereof.

## 12. SUBSCRIPTIONS AND LEVIES

- (a) The entrance fee shall be such amount as is determined from time to time by the Executive Committee.
- (b) The annual subscription shall be such amount as is determined from time to time by the Executive Committee. No annual subscription shall be payable by Honorary or Life Members.
- (a) The entrance fee and annual subscriptions are payable in the case of a new member upon notification of acceptance of membership provided that when a person or corporation has been admitted to membership during a year, then the Treasurer may determine to accept from such person or corporation a reduced first annual subscription calculated pro rata according to the number of whole calendar months remaining in the normal subscription period. In the case of existing members, annual subscriptions are payable on the 1<sup>st</sup> July of each year or such other date as is determined from time to time by the Executive Committee.
- (b) In addition to the entrance fee and annual subscription the Executive Committee shall have power to impose at any time a special levy on members and such levy shall become due and payable on a date determined by the Executive Committee.

## 13. CERTIFICATES

The Executive Committee shall have power to issue Certificates to members. These Certificates shall remain the property of the Association and the Executive Committee shall have the power to withdraw any such Certificate. Persons or Corporations ceasing to be members shall forthwith return their Certificates to the Association on demand.

## 14. TERMINATION OF MEMBERSHIP

Where an Individual or Corporate member ceases to hold a security providers license, for a period in excess of twelve (12) months, then the Executive Committee may in its discretion call upon that member to show cause why his membership should not be terminated.

A person or corporation shall cease to be a member of the Association in any of the following circumstances:

- (a) If his Annual Subscription is overdue three months, and notice of this has been given to him in accordance with these Rules;
- (b) Upon his death;
- (c) As and from the date upon which he becomes bankrupt or makes any arrangement or composition with his creditors;
- (d) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (e) Upon the acceptance of his resignation in writing by the Executive Committee;
- (f) Fails to respond appropriately to a show cause notice to cancel membership.

If a person or corporation ceases to be a member of the Association for any reason whatsoever whether by reason of expulsion or otherwise he shall forfeit the unexpired portion of his annual subscription and shall not be entitled to make any claim against the monies or other property of the Association **PROVIDED THAT** nothing in these rules shall relieve a member of his obligation to pay to the Association all unpaid joining fees, subscriptions and levies due and payable to the Association up to the date upon which he ceased to be a member of the Association.

## 15. EXPULSIONS OF MEMBERS

In the absence of a satisfactory explanation (after the issuance of a show cause notice) from the member who has the right to be heard, the Executive Committee may by a majority vote of the members, present, vote to remove from the books of the Association the name of any member who:

1. Breaks any Rules, Regulations, By-Laws, Orders of the Association, or the Association's Code of Conduct;
2. Refuses or neglects after special notice to comply with the Rules, Regulations, By-Laws, Orders of the Association, or the Association's Code of Conduct;
3. Conducts himself in a manner considered to be injurious or prejudicial to the character and interests of the Association;
4. Makes any false or misleading statement in his application for membership; or
5. Is convicted of an offence, which in the opinion of the Executive Committee, renders him unfit for continued membership.
6. Has had their Queensland Security Providers Licence suspended or cancelled.

And he shall thereupon cease to be a member of the Association provided that before a Resolution passed on the ground referred to under Sub-clause (c) of this Clause is carried by the Executive Committee, a member concerned:

- (a) Shall be given Notice in writing that it is intended at a Meeting of the Executive Committee, that he be called upon to show cause why he should not be expelled on the ground stated in the Notice, particulars of which ground shall be specified therein; and
- (b) Shall in the same or subsequent notice be informed of the date (which shall not be earlier than 14 days after the Notice referred to in Paragraph (a) of this Provision) time and place of the Meeting at which the Resolution of the Executive Committee shall be proposed.
- (c) Under this section a member has the right to respond to the show cause notice in writing and or personally and to produce any evidence to the committee that would assist the committee in ensuring the rights of the member are upheld and the rules of natural justice are followed.
- (b) If a member elects to request to meet the committee to respond to a show notice then the request must be in writing and received by the secretary no later than 5 working days before the meeting as described in Section 15 (b).
- (c) In respect to Section 15 (b) only the member or the members nominated person may attend and the nominated person must be the nominated person shown on the members original application to become a member or as changed by notice in writing received by Secretary prior to the issuance of the show cause notice.

## 16. EXECUTIVE COMMITTEE

- (a) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Executive Committee:
  - (i) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
  - (ii) shall by authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- (b) The Executive Committee may exercise all the powers of the Association:
  - (i) 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;

- (ii) to borrow money from members at a rate of interest not exceeding interest at the rate for the item being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, 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 any pay off any such securities; and
  - (iii) to invest in such manner as the members of the Association may from time to time determine.
- 17. For the conduct of the business and affairs of the Association and of the Executive Committee, the Executive Committee shall have power to appoint Sub-Committees consisting of such financial members, whether members of the Executive Committee or not, or such other members as it shall think fit and to delegate to any such Sub-Committee such of its power as it may deem expedient.
- 18.
  - (a) The Executive Committee shall consist of eleven financial members of the Association until otherwise determined by the Association in General Meeting in accordance with Rule 27 (b). At least one member shall represent a licensed security firm as described in the Queensland Security Providers Act.
  - (b) The Executive Committee shall at its first meeting after the Annual General Meeting in each year appoint from its members a President, two Vice- Presidents, a Secretary and a Treasurer.
  - (c) The President, Vice-Presidents, Secretary and the Treasurer shall hold office for one year, and shall retire from these respective offices on the day of the Annual General Meeting next succeeding their appointments, but may be re- appointed.
  - (d) In the event of a casual vacancy occurring in the office of President, Vice-President, Secretary or Treasurer, or any elective office, the Executive Committee may temporarily appoint to the vacant office some person from its members to hold the same position and the person so appointed may continue in office up to and including the day of such Annual General meeting next following.
- 19. The President shall preside as Chairman at meeting of the Executive Committee. In the absence of the President, one of the Vice-Presidents shall be appointed Chairman. In the absence of the President and Vice-Presidents, the members of the Executive Committee present shall elect a Chairman from amongst their number. In the case of an equality of votes, the Chairman of the Meeting shall have a second or casting vote.
- 20. The Executive Committee shall retire by rotation at each Annual General Meeting of the Association, six members of the Committee retiring in one year and five members of the committee retiring in the next year, or in such other rotation as from time to time be decided upon by the Association in General Meeting.
- 21. The members of the Executive Committee to retire in any year shall, subject to the provisions as to fulfilling casual vacancies, be those who have been longest in office since their last election, but as between persons who become members of the Executive Committee on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by ballot.
- 22. A retiring member of the Executive Committee shall be eligible for re-election.
- 23. All nominations for election to the Executive Committee (other than to fill casual vacancies) must be received in writing by the Secretary at least fourteen days before the date of the Annual General Meeting, the consent of the nominee having been first obtained. In the event of there being insufficient nominations to fill all vacancies in the Executive Committee at the time of the holding of the General Meeting, further nominations may be accepted during such General Meeting. Only financial members shall be eligible to be elected to the Executive Committee. Where a financial member is a corporation and is represented by two (2) delegates, one (1) delegate shall be eligible to be elected to the Executive Committee.

24. Retiring members for the Executive Committee shall be deemed to have been duly nominated unless they notified the Secretary to the contrary.
25. (a) The Association in General Meeting may fill a vacancy in the office of the Executive Committee, whether such vacancy is caused by retirement by rotation or otherwise, by electing a member to the Executive Committee.
- (b) The Association in General Meeting may from time to time increase or reduce the number members to the Executive Committee and may also determine in what rotation the increased or reduced number is to go out of office.
26. Any casual vacancy occurring in the Executive Committee may be filled by the Executive Committee making an appointment, and the financial member so appointed shall be subject to retirement at the same time as if he had become a member of the Executive Committee on the day on which the Executive Committee member in whose place he was appointed was last elected to the Executive Committee.
27. The Executive Committee shall meet at least once in every two calendar months.
28. (a) A person automatically ceases to be a member of the Executive Committee or an office bearer of the Association if he:
- (i) Dies;
  - (ii) Becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (iii) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (iv) Resigns his office by notice in writing to the Association;
  - (v) Is removed from office by a resolution pursuant to Rule 31;
  - (vi) Is absent without leave from two consecutive meetings of the Executive Committee provided that he shall not forfeit his appointment if leave of absence is granted by the Executive Committee at the Executive Committee Meeting next occurring after his second consecutive absence; or
  - (vii) Ceases to be a member of the Association for any reason.
- (b) A person automatically ceases to be an Executive Committee member or officer of the Association when the period for which he was elected or appointed expires unless he has been re-elected or re-appointed.
29. The Association at any extraordinary General Meeting may, by special resolution, remove any member of the Executive Committee before the expiration of his period of office and may, by simple majority at the same meeting or any other meeting, appoint another financial member in his stead. The member so appointed shall be subject to retirement at the same time as if he had become a member of the Executive Committee on the day on which the member of the Executive Committee in whose place he is appointed was last elected to the Executive Committee **PROVIDED THAT** the member of the Executive Committee proposed to be removed by special resolution shall be given notice of the resolution and of the time and date at which the Meeting is to be held and may attend the Meeting and shall be entitled to be heard in his own defence before such resolution is put to the vote.

### 30. MINUTES

The Secretary shall cause full and accurate Minutes of all questions, matters, resolutions and other proceedings of every Executive 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. For the purposes of ensuring the accuracy of the recording of such Minutes, the Minutes of every Executive Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Executive Committee Meeting verifying their accuracy. Similarly, the Minutes of every General Meeting shall be signed by the Chairman of that Meeting or the Chairman of the next succeeding General Meeting of Annual General Meeting.



### 31. APPOINTMENTS AND REMOVAL OF EMPLOYEES

Without prejudice to the general powers conferred on the Executive Committee by these Rules, the Executive Committee shall have power to appoint, and, at its discretion, remove or suspend employees, and to fix the powers, duties and remuneration of same.

### 32. INSURANCE

The Executive Committee may arrange insurance against loss, damage to or liability of the Association by reason of fire, accident or otherwise, as the Executive Committee sees fit, and may also arrange fidelity guarantee insurance for any person having receipt or charge of any money of the Association.

### 33. QUORUM FOR EXECUTIVE COMMITTEE MEETINGS

- (a) The Quorum for all Executive Committee Meetings shall consist of 50% plus one of the current executive members. If there is no Quorum at a Meeting within half an hour of the appointed time for the Meeting, that Meeting shall be adjourned for seven (7) days, and if there again is no Quorum within half an hour of the appointed time for the Meeting as adjourned, those members present shall form a Quorum.
- (b) The continuing Executive Committee members may act notwithstanding a vacancy in their number, but, if and so long as their number is reduced below a Quorum, only for the purpose of filling vacancies to the extent necessary to bring their number up to Quorum or of summoning a General Meeting.

### 34. GENERAL MEETING

The Executive Committee shall arrange for the Annual General Meeting for the Association to be held in every year within six (6) months after the close of the financial year and shall arrange for the holding of any Special General Meetings as convened in accordance with Rule 42.

- 35. At least Twenty-one **(21) clear** days notice of the date fixed for the holding of the Annual General Meeting should be given by letter, to all financial members. In the case of Special Resolutions to be presented to such Meetings, the period of notice shall be seven (7) days. A copy of the Resolution shall be supplied to each financial member.
- 36. If the Executive Committee neglects or fails to appoint the time and place of the Annual General Meeting required to be held within the period hereinbefore prescribed, and five (5) financial members of the Association may convene the Annual General Meeting. This may be done in a manner outlined in Rule 37 or by means of a suitable advertisement placed in "The Courier Mail" giving at least seven (7) days notice and setting out that as the Executive Committee has failed to convene a Meeting within the prescribed period, the within-mentioned five (5) financial members intend to convene the Meeting at the time and place indicated.
- 37. The ordinary business of the Annual General Meeting shall be:
  - (i) To confirm Minutes of the last preceding Annual General Meeting and/or any General Meeting held since that Meeting;
  - (ii) To receive from the Executive Committee, Auditors or any officers of the Association reports upon the transactions of the Association during the financial year;
  - (iii) To elect members of the Executive Committee by the means of a postal ballot forwarded to all financial members not later than seven (7) days prior to the General Meeting. Completed ballot papers received by the Secretary after the nominated commencing time of the Annual General Meeting are deemed invalid. The Chairman is to appoint three (3) scrutineers to open the ballot papers and to conduct the counting. The scrutineers count is final and is not subject to appeal. (Res. 6.2.8)
  - (iv) To elect and determine the remuneration of Auditors, if necessary; and
  - (v) To bring forward and deal with any other general business.

38. The Executive Committee shall cause to be inserted in any Notice convening a General Meeting, any business of which notice of his intention to move has been given by a member not less than seven (7) days prior to the date of such Meeting.
39. At least **seven (7) days** written notice of a General Meeting shall be given to all financial members by the Secretary.
40. An Extraordinary General Meeting may be convened by the Executive Committee or by a requisition signed by seven (7) financial members and forwarded to the Secretary. Upon the convening of an Extraordinary General Meeting in manner aforesaid the Secretary shall within seven (7) days forward to all financial members seven (7) clear days written notice of the date fixed for the holding of the Meeting, failing which, if the Meeting has been convened by requisition, the requisitioners may themselves call the Meeting by seven (7) clear days written notice to all members, and may at the discretion of the Meeting be reimbursed for any expenditure thereby incurred.
41. The Quorum for an Annual General Meeting shall consist of not less than twenty (20%) of financial members. If there is no Quorum at a meeting within half an hour of the appointed time for the Meeting the Meeting shall be dissolved if convened upon a requisition of members, but otherwise shall be adjourned for seven (7) days and if there again be no Quorum within half an hour of the appointed time for the Meeting as adjourned, those members present shall form a Quorum.
42. (a) The President of the Executive Committee shall preside as Chairman at every General Meeting of the Association.  
(b) If there is no such President, or if at any Meeting he is not present within fifteen (15) minutes after the time appointed for holding the Meeting, or is unwilling to act as Chairman, the Executive Committee members present shall choose one of their number to be Chairman, and if no Executive Committee member present be willing to take the chair, the members present may elect one of their number as Chairman.
43. In the case of equality of votes the Chairman of the Meeting has, both on a show of hands and at a poll, a second or casting vote.
44. (a) Every question submitted to a Meeting shall be decided by a show of hands unless before or upon the declaration of the show of hands a poll is demanded by:
  - (i) the chairman of the Meeting; or
  - (ii) not less than five (5) members present in person and having the right to vote at the Meeting.  
(b) The demand for a poll may be withdrawn.
45. (a) If the poll is demanded as aforesaid and not withdrawn it shall be taken in such manner and at such time and place and either at once or after an interval of adjournment or otherwise as the Chairman of the Meeting directs and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.  
  
(b) In the case of a dispute as to the admission or rejection of a vote the Chairman of the Meeting shall determine the same and his determination made in good faith is final and conclusive.
46. (a) A poll shall not be demanded on the election of a Chairman and a poll demanded on a question of adjournment shall be taken at the Meeting and without adjournment.  
(b) A demand for a poll does not prevent the continuance of the Meeting for the transaction of any business other than the question on which the poll has been demanded.

47. (a) The Chairman of the Meeting may with the consent of the Meeting adjourn the same from time to time and from place to place but no business shall be transacted at an adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.
- (b) Where a meeting other than a Meeting adjourned for want of a Quorum is adjourned for more than fourteen (14) days, notice of the adjournment shall be given to the members and others entitled to notice of the meeting.
48. The right to vote, whether on show of hands or on a poll, at any General Meeting of the Association shall be vested in financial members only who shall be entitled to one vote. Where a financial member is a corporation and is represented by two (2) Delegates only one (1) Delegate may vote on behalf of the corporation the Delegates represent.
49. A Patron or Patrons of the Association may be appointed at a General Meeting.

## **50. SPECIAL RESOLUTION**

A Special Resolution means a Resolution which is passed by a majority of not less than three quarters of financial members as may be present in person at any General Meeting of which notice specifying the intention to propose the resolution has been duly given in accordance with these Rules.

## **51. BY-LAWS**

- (a) The Executive Committee may, by a majority of not less than two thirds of the Executive Committee members present, make, amend, or rescind by-laws binding on the Executive Committee and Sub-Committees or on the Association and the members.
- (b) At least fourteen (14) days notice in writing of the intention to consider and (if thought fit) pass a resolution pursuant to paragraph (a) hereof shall be given to all Executive Committee members for the time being in Queensland.
- (c) Other provisions of these Rules conferring powers on the Executive Committee shall be read and construed and have effect subject to this Rule.

## **52. ALTERATION OF RULES**

Subject to the provisions of the Associations Incorporation Act, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting; provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Under Secretary, Department of Justice, Brisbane.

## **53. FUNDS AND ACCOUNTS**

- (a) The funds of the Association shall be banked in the name of the Association in such bank as the Executive Committee may from time to time direct.
- (b) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly any financial affairs of the Association and the particulars usually shown in books of a like nature. These records may be kept electronically.
- (c) All monies shall be banked as soon as practicable after receipt thereof.
- (d) All amounts of One Hundred Dollars (\$100.00) or over shall be paid by cheque signed by any two of the President, Secretary, Treasurer or other Member authorised from time to time by the Executive Committee.
- (e) The treasurer is authorised to pay accounts by electronic funds transfer.
- (f) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment's which may be open.
- (g) The Executive Committee shall determine the amount of petty cash, which shall be kept on the impress system.
- (h) All expenditure shall be approved or ratified at an Executive Meeting.
- (i) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a Statement containing particulars of:

- (i) The income and expenditure for the financial year just ended; and
- (ii) The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.

The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion hereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association

#### **54. CUSTODY OF BOOKS AND DOCUMENTS**

All books of accounts, securities, documents and papers of the Association other than such (if any) as the Executive Committee may direct in writing to be kept elsewhere shall be kept at the Office in such manner and with such provision for their security as the Executive Committee shall direct in writing.

#### **55. FINANCIAL YEAR**

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

#### **56. AUDIT**

One or more Auditors, who shall be qualified Accountants, shall be appointed at each Annual General Meeting to hold office until the next Annual General Meeting.

- 57. If an appointment is not made at an Annual General Meeting, the Executive Committee shall appoint Auditors of the Association for the current year.
- 58. A member of the Executive Committee or employee of the Association shall not be capable of being appointed Auditor of the Association.
- 59. A person, other than a retiring Auditor, shall not be capable of being appointed Auditor at an Annual General Meeting unless notice of an intention to nominate that person to the office of Auditor has been given by a financial member of the Association not less than seven (7) days before the Annual General Meeting, and the Association shall send a copy of any such notice to the retiring Auditor.
- 60. The Executive Committee may fill any casual vacancy in the Office of Auditor, but while any such vacancy continues, the surviving or continuing Auditor or Auditors, if any, may act.
- 61. The remuneration of the Auditors of the Association shall be fixed by the Association in General Meeting, except that the remuneration of any Auditors appointed by the Executive Committee may be fixed by the Executive Committee.
- 62. The Executive Committee shall cause the Auditors to have access to all books, accounts, vouchers, securities and documents of the Association, and to be furnished with such information and explanation by the members of the Executive Committee and employees as may be necessary for the performance of their duties as Auditors.
- 63. The Books of the Association shall be audited as early as possible after the close of each financial year and the Auditors shall submit their report to the Annual General Meeting of the Association.

#### **64. SOLICITOR**

The Executive Committee shall have power to appoint a Solicitor and to obtain legal advice and assistance as may be deemed necessary from time to time.

#### **65. NOTICES**

A notice may be given by the Association to any member, either personally or by sending it by post to him to the last address supplied by such member to the Association.

66. Where a Notice is sent by post, service of the Notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the Notice, and to have been effected at the time at which the letter would be delivered in the ordinary course of the post.
67. Neither an accidental omission to give a notice of any kind required or permitted under these Rules whether in relation to a General Meeting, a Meeting of the Executive Committee or otherwise nor the non-receipt of a notice invalidates a resolution or other proceeding.

#### **68. LIMITATION OF APPEALS AND ACTIONS**

No appeals whatsoever shall lie from the decision of the Executive Committee under Rules 8, 14, 15 and 17 and no appeals shall lie from the decisions of a General Meeting or the Association under rule 31, nor shall any member who has been expelled or whose membership has been terminated, have any right of action whether at law or in equity or other remedy whatsoever against the Association, the Executive Committee, or any member thereof or any officer or employee of the Association by reason of such expulsion or termination or by reason of any act done or notice given or action to be done or given consequent on or incidental to such expulsion or termination.

#### **69. INDEMNITY**

To the extent permitted by law, every member of the Executive Committee and every officer of the Association shall be indemnified by the Association against all costs, losses and expenses which such member or officer may properly incur or become liable for by reasons of any contract entered into or any act or thing done by him in the exercise of his duties in accordance with these Rules unless the liability arises out of conduct involving a lack of good faith.

The Association may where the Executive Committee considers it appropriate to do so pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Association against liabilities as aforesaid.

#### **70. DISSOLUTION**

If at any General Meeting a resolution for the dissolution of the Association shall be passed by a majority of the Members present and such Resolution shall at an Extraordinary General Meeting, held not less than one month thereafter, be confirmed by Special Resolution, the Executive Committee shall thereupon or at such a future date as shall be specified in such Resolution proceed to realise the property of the Association, and if after the discharge of all liabilities and satisfaction of all debts of the Association there remains any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association but shall be given to such Charity or Appeal as is specified by the Members of the Association in such Resolution and upon the completion of such distribution, the Association shall be dissolved.