

Constitution

PAPUA NEW GUINEA FEDERATION QUEENSLAND INC. IA40711

The Amendment of the rules of PNGFQI passed on
29 June 2025.

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Model Rules of Papua New Guinea Federation Queensland Inc. IA40711

1. Interpretation

(1) In these Model Rules -

Act	means the Associations Incorporation Act 1981.
Applicant	has the meaning set out in Rule 6(1).
Application	has the meaning set out in Rule 6(2).
Association Member	has the meaning set out in Rule 5(1)(b).
Casual Vacancy	has the meaning set out in Rule 16(6).
Complainant	has the meaning set out in Rule 11(1)(d).
Complaint	has the meaning set out in Rule 11(1)(a).
Dispute	has the meaning set out in Rule 11(1)(c).
Family Member	has the meaning set out in Rule 5(1)(c).
Federation	has the meaning set out in Rule 2.
Grievance	has the meaning set out in Rule 11(1)(b).
Individual Member	has the meaning set out in Rule 5(1)(a).
Life Member	the meaning set out in Rule 5(1)(e).
Management Committee	means the committee as described in Rule 19.
Member Concerned	has the meaning set out in Rule 10(2).
Mode/Rules	means this document.
Office Bearers	means president, vice president, treasurer and secretary.
Present	means-
	(a) at a Management Committee meeting, see Rule 25(6);
	or
	(b) at a general meeting, see Rule 36(2).
Proposer	has the meaning set out in Rule 6(1).
Rule	means a rule in these Model Rules.
Student Member	has the meaning set out in Rule 5(1)(d).

(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

The name of the incorporated Federation is Papua New Guinea Federation Queensland Inc.
(the Federation).

3. Objects

- (1) The objects of the Federation are to be a charity whose purpose is to advance the culture of the Papua New Guinean people by-
- promoting and maintaining Papua New Guinea's rich cultural heritage and national identity;
 - facilitating a focal networking point for government, corporate and community representatives;
 - offering a common avenue for all activities and major events by other Papua New Guinean groups and associations in a coordinated manner; and

- (d) fostering an environment of friendship and unity among Papua New Guineans, former residents, and friends.
- (2) The assets and income of the Federation shall be applied solely in furtherance of its abovementioned objects and no portion shall be distributed directly or indirectly to the members of the Federation except as bona fide compensation for services rendered or expenses incurred on behalf of the Federation.

4. Powers

- (1) The Federation has the powers of an individual.
- (2) The Federation may, for example-
 - (a) enter into contracts; and
 - (b) acquire, hold, deal with and dispose of property; and
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The Federation may also issue secured and unsecured notes, debentures and debenture stock for the Federation.

5. Classes of members

- (1) The membership of the Federation consists of five classes of membership-
 - (a) **Individual membership:** An individual person over the age of 18 who is of Papua New Guinean descent or has a demonstrable connection to Papua New Guinea currently or in the past (**Individual Member**). Individual Member voting rights are only available to members who are Australian citizens or permanent residents of Australia.
 - (b) **Association membership:** An incorporated or unincorporated association of members (**Association Member**). Association Members must appoint a delegate prior to the annual general meeting each year via a method to be determined by the Management Committee. This delegate shall be considered the 'member' referred to through these Model Rules.
 - (c) **Family membership:** A family unit consisting of two parents and their children aged under 18 years (**Family Member**). Both parents are eligible to vote. One adult member of the family will be appointed as the delegate for the family prior to the annual general meeting or special general meeting via a method to be determined by the Management Committee. This delegate shall be considered as the 'member' referred to through these Model Rules.
 - (d) **Student membership:** An individual of any age undertaking study at a recognised institution (**Student Member**). Student Members have no voting rights.
 - (e) **Life membership:** Life membership may be conferred upon recommendation by the Management Committee at a general meeting (**Life Member**). A life member nominee will have served for not less than 10 years and will have provided outstanding services to the Federation. Life members have no voting rights.
- (2) The number of Individual Members, Association Members, Family Members, and Student Members is unlimited. A maximum of one Life Member will be conferred each year.

6. New membership

- (1) An applicant for membership of the Federation (**the Applicant**) must be proposed by a member of the Federation (**the Proposer**), if the Proposer is an Association Member, the application must be signed by the Delegate of that association or an office bearer (President/ Chair, Secretary or Treasurer) of that association.

7. Membership fees

- (1) The membership fee for each ordinary membership and for each other class of membership (if any)-
 - (a) is the amount decided by the members from time to time at a general meeting based on a recommendation from the Management Committee; and
 - (b) is payable when, and in the way, the Management Committee decides.

8. Admission and rejection of new members

- (1) The Management Committee must consider an Application for membership at the next committee meeting held after it receives-
 - (a) the Application; and
 - (b) the appropriate membership fee for the Application.
- (2) The Management Committee must ensure that, as soon as possible after the person applies to become a member of the Federation, and before the Management Committee considers the Application, the Applicant is advised-
 - (a) whether or not the Federation has public liability insurance; and
 - (b) if the Federation has public liability insurance-the amount of the insurance.
- (3) The Management Committee must decide at the committee meeting whether to accept or reject the Application.
- (4) If a majority of the members of the Management Committee present at the committee meeting vote to accept the Applicant as a member, the Applicant must be accepted as a member for the class of membership applied for.
- (5) The secretary of the Federation 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

- (1) A member may resign from the Federation by giving a written notice of resignation to the secretary.
- (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.
- (3) The Management Committee may terminate a members membership if the member -
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these Model 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 Federation.
- (4) Before the Management Committee terminates a members membership, the Management Committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (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. Conduct of members

- (1) It is the obligation of each member to-
 - (a) support the objects of the Federation;
 - (b) abide by these Model Rules;
 - (c) preserve the good reputation and interests of the Federation in their conduct;
 - (d) settle all membership fees to the Federation.
- (2) The Management Committee may conduct an inquiry into the conduct of a member, if they have reasonable cause to believe that the member concerned (**Member Concerned**)-
 - (a) has breached any part of these Model Rules; or
 - (b) has committed any act that is prejudicial to the good reputation or the interests of the Federation; or
 - (c) has neglected or refused their obligations as a member of the Federation; or
 - (d) has conducted themselves in a manner inconsistent with or contradictory to the objects of the Federation.
- (3) The Member Concerned is entitled to be present and to be heard at such inquiry.
- (4) If after due inquiry the Management Committee finds that any of the matters set out in Rule 10(2) has occurred, they may resolve to consider whether any disciplinary action should be taken against the Member Concerned.
- (5) Disciplinary action may be in the form of-
 - (a) a written warning; or
 - (b) suspension of membership for a specified period; or
 - (c) expulsion from the Federation.
- (6) Before taking disciplinary action against a member, the Management Committee must give the Member Concerned an opportunity to show cause, and-
 - (a) the secretary shall inform the Member Concerned of the Management Committee's findings and notify them that disciplinary action may be taken against him or her unless sufficient cause is shown otherwise; and
 - (b) the Member Concerned may elect to show cause in verbal hearing or by making written representations or both; and
 - (c) the Member Concerned is entitled to be given reasonable time, not less than 14 days, to prepare their written representations, if they so elect; and
 - (d) if the Member Concerned wishes to show cause in a verbal hearing, the secretary shall fix a reasonable date and time, not less than 14 days from the date of notification in sub-Rule 10(6)(a) above, for the hearing.

- (7) If after due consideration-
- (a) the Management Committee finds that the Member Concerned has shown sufficient cause for the disciplinary action to be dropped, the secretary shall inform the Member Concerned accordingly in writing;
 - (b) the Management Committee resolves to take disciplinary action against the Member Concerned, the secretary must give them written notification of the Management Committee's decision and of their right to appeal against the Management Committee's decision to the members in a special general meeting.
- (8) If the Member Concerned is aggrieved by the decision of the Management Committee, they may appeal against the Management Committee's decision by lodging a notice of appeal in the form provided.
- (9) The notice of appeal shall-
- (a) be delivered to the secretary within 14 days of the written notification to the Member Concerned in sub-Rule 10(7); and
 - (b) contain the grounds for the appeal.
- (10) If the notice of appeal is received within the time provided, the secretary must-
- (a) convene a special general meeting for the members to consider the appeal;
 - (b) circulate to members details relating to the appeal, including:
 - (i) particulars of the conduct of the Member Concerned;
 - (ii) the written representations of the Member Concerned (if any);
 - (iii) minutes of the inquiry and the show cause hearing (if any) as well as of Management Committee meetings relating to the matter; and
 - (iv) the grounds for the decision of the Management Committee.
- (11) If a notice of appeal is lodged, there shall be a stay of the disciplinary action over the Member Concerned pending the outcome of the appeal.
- (12) In the special general meeting convened for the purpose of hearing the appeal of the Member Concerned-
- (a) only the matter of the appeal and related issues may be considered;
 - (b) the Member Concerned may present their appeal verbally, in writing or both;
 - (c) the Management Committee may respond verbally, in writing or both;
 - (d) the decision of the Management Committee may be:
 - (i) affirmed; or
 - (ii) varied; or
 - (iii) overturned,
- by the members in a secret ballot with a majority of votes cast by members eligible to vote.
- (13) The decision of the Management Committee shall be deemed affirmed if the special general meeting is dissolved due to a lack of quorum.

11. Complaints, grievances, and disputes

- (1) In this Rule-
 - (a) **Complaint** refers to an expression of dissatisfaction from a source external to the Federation;
 - (b) **Grievance** refers to an expression of dissatisfaction or disagreement from a source within the Federation;
 - (c) **Dispute** refers to a Complaint or Grievance which has not been able to be resolved between the parties concerned for whatever reason; and
 - (d) **Complainant** refers to the person with a Complaint or Grievance which has not been able to be resolved between the parties concerned, resulting in a Dispute.
- (2) Where possible, the Federation encourages Complaints and Grievances to be resolved between the parties concerned in an informal manner.
- (3) Where such resolution in a manner as set out in sub-Rule 23(2) is not possible, or has been unsuccessful, the Dispute may be forwarded to the Management Committee via the secretary. It must be signed by the person lodging it and contain-
 - (a) details of the Dispute;
 - (b) particulars of the Complainant such as name, email address, and telephone number.
- (4) Any Dispute received that does contain the above may be noted by the Management Committee and any further action taken will be at their discretion.
- (5) The following procedure shall apply to the resolution of Disputes between-
 - (a) members of the Federation;
 - (b) a member and the Federation and the Management Committee;
 - (c) By law to address the Dispute between the Federation and any non-members that is required by law to be addressed.
- (6) An independent party may be utilised to conduct an investigation into the Dispute. This may involve interviewing the parties involved, including witnesses if relevant, reviewing documentation, etc.
- (7) Another conference between the parties may be held following an investigation to attempt to resolve the Dispute.
- (8) If, within 30 business days after meeting to resolve the Dispute in accordance with this Rule, the Dispute is not resolved, the parties may refer the Dispute to an independent mediator for mediation at a recognised mediation or dispute resolution centre.
- (9) Failing mediation, the Dispute may be referred to court for resolution.
- (10) Pending resolution of any Dispute, the parties must continue to perform their functions and duties (if any) under these Model Rules without prejudice to their respective rights and remedies (except where such functions or duties are the subject of the Dispute).

12. Appeal against rejection or termination of membership

- (1) A person whose Application 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.

- (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.
- (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.

13. General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (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 Applicant's membership should not be terminated.
- (3) Also, the Management Committee and the members of the committee who rejected the Application or terminated the membership must be given a full and fair opportunity to show why the Application should be rejected or the Applicant's membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person whose Application 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.

14. Register of members

- (1) The Management Committee must keep a register of members of the Federation.
- (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;
 - (f) any other particulars the Management Committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the Federation at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the Management Committee may, on the Application of a member of the Federation, withhold information about that member (other than the member's full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

15. Prohibition on use of information on register of members

- (1) A member of the Federation must not-
 - (a) use information obtained from the register of members of the Federation to contact, or send material to, another member of the Federation 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 Federation for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Sub-Rule 15(1) does not apply if the use or disclosure of the information is approved by the Federation.

16. Appointment or election of secretary

- (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) at least 18 years of age; and
 - (b) a member of the Federation elected by the Federation as secretary; or
 - (c) any of the following persons appointed by the Management Committee as secretary-
 - (i) a member of the Federation's Management Committee;
 - (ii) another member of the Federation; or
 - (iii) another person.
- (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 Federation within 1 month after the vacancy happens.
- (3) If the Management Committee appoints a person mentioned in sub-Rule 16(1)(c)(ii) as secretary, other than to fill a Casual Vacancy on the Management Committee, the person does not become a member of the Management Committee.
- (4) However, if the Management Committee appoints a person mentioned in sub-Rule 16(1)(c)(ii) as secretary to fill a Casual Vacancy on the Management Committee, the person becomes a member of the Management Committee.
- (5) If the Management Committee appoints a person mentioned in sub-Rule 16(1)(c)(iii) as secretary, the person does not become a member of the Management Committee.
- (6) In this Rule 16 -
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.

17. Removal of secretary

- (1) The Management Committee of the Federation may at any time remove a person appointed by the committee as the secretary.
- (2) If the Management Committee removes a secretary who is a person mentioned in Rule 16(1)(b), the person remains a member of the Management Committee.

- (3) If the Management Committee removes a secretary who is a person mentioned in Rule 16(1)(b) and who has been appointed to a Casual Vacancy on the Management Committee under Rule 16(4), the person remains a member of the Management Committee.

18. Functions of secretary

The secretary's functions include, but are not limited to-

- (a) calling meetings of the Federation, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Federation; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the Federation; and
- (d) maintaining the register of members of the Federation.

19. Membership of Management Committee

- (1) The Management Committee of the Federation consists of a president, treasurer, and any other members the Federation members elect at a general meeting - to a maximum of 9 members.
- (2) A member of the Management Committee, other than a secretary appointed by the Management Committee under Rule 16(1)(b), must be a member of the Federation.
- (3) Management Committee members are elected or appointed to the Management Committee for three-year terms.
- (4) To support staggered three-year terms for Management Committee members, the following process will be followed at each annual general meeting of the Federation:
 - (a) one-third (1/3) of the Management Committee, including at least one (1) of the four (4) Office Bearers, shall stand down each year at the annual general meeting;
 - (b) the initial sequence of standing down shall be determined by voluntary agreement or, if necessary, by drawing lots, thereafter, members shall stand down in order of longest continuous service since their last election;
 - (c) retiring members are eligible for re-election unless otherwise disqualified by these Model Rules or applicable law;
 - (d) if the number of Management Committee members standing down does not meet the required one-third (1/3) proportion, additional members shall stand down to satisfy this requirement, again, determined by longest continuous service. This rotational retirement process aims to ensure that no more than one-third (1/3) of the Management Committee changes in any given year, thereby maintaining continuity in governance and leadership.
- (5) At each annual general meeting of the Federation, all Management Committee members who have served their term must retire from office, but are eligible, on nomination, for re-election.
- (6) A member of the Federation may be appointed to a Casual Vacancy on the Management Committee under Rule 20. Any member filling a Casual Vacancy in this manner will only complete the remainder of the term held by the person they are replacing, but are eligible, on nomination, for re election.
- (7) The Office Bearers must not be members of the same family. Members of the same family are defined as:

- (a) blood relatives;
- (b) family by marriage / in-laws; and
- (c) adopted family.

20. Electing the Management Committee

- (1) A member of the Management Committee may only be elected as follows-
 - (a) any 2 members of the Federation 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 Federation 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, vacant positions will be filled as per Rule 22.
- (2) A person may be a Candidate only if the person-
 - (a) is an adult;
 - (b) is not ineligible to be elected as a member under section 61A of the Act; and
 - (c) has held financial status for a minimum of one (1) year and have actively volunteered within a sub-committee.
- (3) A list of the Candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be distributed to members at least 7 days immediately preceding the annual general meeting.
- (4) If required by the management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (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 Federation has public liability insurance; and
 - (b) if the Federation has public liability insurance-the amount of the insurance.

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

- (1) A member of the Management Committee may resign from the Management Committee by giving written notice of resignation to the secretary.
- (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.
- (3) A member may be removed from office at a general meeting of the Federation if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

- (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.
- (5) A member has no right of appeal against the members removal from office under this Rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.
- (7) Members of the Federation may call a general meeting at any time to move to vote of a no confidence in one or more of the Management Committee members-This motion requires 70% majority.

22. Vacancies on Management Committee

- (1) If a Casual Vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the Federation to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the Management Committee may act despite a Casual Vacancy on the Management Committee.
- (3) However, if the number of committee members is less than the number fixed under sub- Rule 26(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 Federation.

23. Functions of Management Committee

- (1) Subject to these Model Rules or a resolution of the members of the Federation 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 Federation.
- (2) The Management Committee has authority to interpret the meaning of these Model Rules and any matter relating to the Federation on which the Model 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 these Model Rules are inconsistent with the Act-see section 1B of the Act.

- (3) The Management Committee may exercise the powers of the Federation-
 - (a) to borrow, raise or secure the payment of amounts in a way the members of the Federation decide; and
 - (b) to secure the amounts mentioned in sub-Rule 23(3)(a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Federation in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Federation's property, both present and future; and
 - (c) to purchase, redeem or pay off any securities issued; and

- (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Federation; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the Federation may from time to time decide.
- (4) For sub-Rule 23(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 Federation; or
 - (b) if there is more than 1 financial institution for the Federation-the financial institution nominated by the Management Committee.

24. Duties of Management Committee

- (1) The Management Committee must carry out its functions:
- (a) in the best interests of the Federation; and
 - (b) with reasonable care and due diligence.
- (2) Each member of the Management Committee also has a duty to:
- (a) prevent the Federation from trading whilst insolvent;
 - (b) not use their position as a member to gain a benefit or material advantage for themselves or another person, or cause detriment to the Federation;
 - (c) disclose any personal interests in matters being considered at a Management Committee meeting, including foregoing the right to be present at the meeting or vote on the matter, unless permitted to do so by the Management Committee; and
 - (d) disclose, at the Federation's annual general meeting, any remuneration or other benefits they receive in the course of their role as a member of the Management Committee.

25. Meetings of Management Committee

- (1) Subject to this Rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (2) The Management Committee must meet at least once every 4 months to exercise its functions.
- (3) The Management Committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Management Committee.
- (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.
- (6) A committee member who participates in the meeting as mentioned in sub-Rule 25(5) is taken to be present at the meeting.
- (7) A question arising at a Management 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.

- (8) A member of the Management Committee must not vote on a question about a contract or proposed contract with the Federation 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.
- (9) The president is to preside as chairperson at a Management Committee meeting.
- (10) If the president wishes to hand the chairperson role to another person at any stage of the meeting, they may do so by a resolution of the meeting.
- (11) A person appointed by the meeting as the chairperson may be a Management Committee member, a member of the Federation or another person, but if they are not a Management Committee member they do not have a vote.
- (12) 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 members may choose 1 of their number to preside as chairperson at the meeting.

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

- (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.
- (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.
- (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-
 - (a) the meeting is to be adjourned for at least 1 day; and
 - (b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in sub-Rule 26(3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

27. Special meeting of Management Committee

- (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.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) A request for a special meeting must state-
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state-
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.

- (5) 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.

28. Minutes of Management Committee meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are taken by electronic means, securely maintained and not at risk of being tampered with.
- (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.

29. Appointment of subcommittees

- (1) The Management Committee may appoint a subcommittee consisting of members of the Federation considered appropriate by the committee to help with the conduct of the Federation's operations.
- (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.
- (3) A subcommittee may elect a chairperson of its meetings.
- (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.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (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.

30. Acts not affected by defects or disqualifications

- (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.
- (2) Sub-Rule 30(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.

31. Resolutions of Management Committee without meeting

- (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 Management Committee meeting that was properly called and held.
- (2) A resolution mentioned in sub-Rule 31(1) may consist of several documents in like form, each signed by 1 or more members of the committee.

32. Annual general meetings

Each annual general meeting must be held-

- (a) at least once each year; and
- (b) within 6 months after the end date of the Federation's reportable financial year.

33. Business to be conducted at annual general meetings

A. Level 1 incorporated associations and particular level 2 and 3 incorporated associations

- (1) This Rule applies only if the Federation is-
 - (a) a level 1 incorporated association; or
 - (b) a level 2 incorporated association to which section 59 of the Act applies; or
 - (c) a level 3 incorporated association to which section 59 of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the Federation-
 - (a) receiving the Federation's financial statement, and audit report, for the last reportable financial year;
 - (b) presenting the financial statement and audit report to the meeting for adoption;
 - (c) electing members of the Management Committee;
 - (d) for a level 1 incorporated association - appointing an auditor or an accountant for the present financial year;
 - (e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies - appointing an auditor, an accountant or an approved person for the present financial year.

B. Other level 2 incorporated associations

- (1) This Rule applies only if the Federation is a level 2 incorporated association to which section 59A of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the Federation-
 - (a) receiving the Federation's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption;
 - (c) electing members of the Management Committee;
 - (d) appointing an auditor, an accountant or an approved person for the present financial year.

C. Other level 3 incorporated associations

- (1) This Rule applies only if the Federation is a level 3 incorporated association to which section 59B of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the Federation-
 - (a) receiving the Federation's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption;
 - (c) electing members of the Management Committee.

34. Notice of general meeting

- (1) The secretary may call a general meeting of the Federation.
- (2) The secretary must give at least 14 days' notice of the meeting to each member of the Federation.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The Management Committee may decide the way in which the notice must be given.
- (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; or
 - (ii) to terminate the person's membership of the Federation;
 - (b) a meeting called to hear and decide a proposed special resolution of the Federation.
- (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

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the Management Committee at the close of the Federation's last general meeting plus 1.
- (2) However, if all members of the Federation are members of the Management Committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (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 Federation, the meeting lapses.
- (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 Federation-
 - (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.
- (6) 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.
- (7) If a meeting is adjourned under sub-Rule 35(6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) 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.
- (9) 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

- (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.
- (2) A member who participates in a meeting as mentioned in sub-Rule 36(1) is taken to be present at the meeting.
- (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 members present must elect 1 of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

37. Voting at general meeting

- (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.
- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the proposal will be considered defeated.
- (3) A member is not entitled to vote at a general meeting if the member's annual membership fees are in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the Management Committee.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (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

- (1) The secretary must call a special general meeting by giving each member of the Federation notice of the meeting within 14 days after-
 - (a) being directed to call the meeting by the Management Committee; or
 - (b) being given a written request signed by-
 - (i) at least 33% of the number of members of the Management Committee when the request is signed; or
 - (ii) at least the number of ordinary members of the Federation equal to double the number of members of the Federation 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.

- (2) A request mentioned in sub-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.
- (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 sub-Rule 38(1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in sub-Rule 38(1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

39. Proxies

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form-

[Name of Federation]:

I, _____ of _____ being a member of the Federation, appoint _____ of _____ as my proxy to vote for me on my behalf at the (annual) general meeting of the Federation, to be held on the _____ day of _____ [year] and at any adjournment of the meeting.

Signed this _____ day of _____ [year].

Signature:

- (2) The instrument appointing a proxy must-
 - (a) if the appointor is an individual-be signed by the appointor or the appointor's attorney properly authorised in writing; or
 - (b) if the appointor is a corporation-
 - (i) be under seal; or
 - (ii) be signed by a properly authorised officer or attorney of the corporation.
- (3) A proxy may be a member of the Federation or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (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.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) Any person present may only hold a maximum of three (3) proxies. This means that they will be casting up to 4 votes (if they are also a member of the Federation).
- (8) 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-

[Name of Federation]:

I, _____ of _____ being a member of the Federation, appoint _____ of _____ as my proxy to vote for me on my behalf at the (annual) general meeting of the Federation, to be held on the _____ day of _____ [year] and at any adjournment of the meeting.

Signed this _____ day of _____ [year].

Signature:

This form is to be used *in favour of/*against [strike out whichever is not wanted] the following resolution

[List relevant resolutions]

40. Minutes of general meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are taken by electronic means, securely maintained and not at risk of being tampered with.
- (2) To ensure the accuracy of the minutes-
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Federation that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the Federation, 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.
- (4) The Federation may require the member to pay the reasonable costs of providing copies of the minutes.

41. By-laws and policies

- (1) The Management Committee may make, amend or repeal by-laws, not inconsistent with these Model Rules, for the internal management of the Federation.
- (2) A by-law may be set aside by a vote of members at a general meeting of the Federation

42. Alteration of the Model Rules

- (1) Subject to the Act, these Model Rules may be amended, repealed or added to by a special resolution carried at a general meeting.

- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive of the Office of Fair Trading.
- (3) The Management Committee must notify the Australian Taxation Office in writing of any alteration or amendment to these Model Rules especially alterations that will affect its entitlement for endorsement (if applicable).

43. Common seal

The Federation will not have a common seal.

44. Funds and accounts

- (1) The funds of the Federation must be kept in an account in the name of the Federation in a financial institution decided by the Management Committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Federation.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the Federation of \$100 or more must be made by cheque or electronic funds transfer.
- (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 Federation who have been authorised by the Management Committee to sign cheques issued by the Federation.
- (6) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (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.
- (9) All expenditure must be approved or ratified at a Management Committee meeting.

45. General financial matters

- (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.
- (2) The income and property of the Federation must be used solely in promoting the Federation's objects and exercising the Federation's powers.

- (3) Members of the Management Committee may be reimbursed for approved out-of-pocket expenses upon provision of a receipt.

46. Documents

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

47. Financial year

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

48. Distribution of surplus assets to another entity

- (1) This Rule applies if the Federation-
- (a) endorsement as a deductible gift recipient is revoked (if applicable); or
 - (b) is wound-up under part 10 of the Act; and
 - (c) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the Federation.
- (3) The surplus assets must be given to another entity-
- (a) having objects similar to the Federation's objects;
 - (b) which is charitable at law; and
 - (c) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this Rule-
surplus assets has the meaning as in see section 92(3) of the Act.
- (5) If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be distributed or transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
- (a) gifts of money or property for the principal purpose of the organisation;
 - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
 - (c) money received by the organisation because of such gifts and contributions.