



## QAGTC Constitution

# The Queensland Association for Gifted and Talented Children Inc.

## RULES<sup>1</sup>

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<sup>1</sup> Incorporating 2 September 1985 with amendments: 15 March 1988, 8 August 1988, 24 August 2005

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## NAME

1. The name of this incorporated association shall be *The Queensland Association for Gifted and Talented Children Inc.* (hereinafter in these rules called “the Association”)

## OBJECTS

2. The objects for which this Association is established are: -
  - (1) To provide an organizational focus for the recognition of the existence and needs of gifted and talented children;
  - (2) To provide for the prevention and relief for the psychological distress which can be caused in both parents and children by the exceptional abilities possessed by the child. (added 15 Mar 88)
  - (3) To obtain and disseminate information on the nature of giftedness and the difficulties experienced by gifted and talented children, their parents and their teachers;
  - (4) To provide assistance and support services to gifted and talented children, to their parents and to other interested persons without prejudice; (added 15 Mar 88; amended 24 Aug 2005)
  - (5) To assist in the development of gifted and talented children in need or from deprived or financially limited backgrounds. (added 15 mar 88)
  - (6) To promote public, institutional, governmental and individual acceptance and awareness of the needs of gifted and talented children;
  - (7) To promote the inclusion of relevant courses on gifted and talented children in programmes for the training and further education of teachers and educational administrators, guidance officers and other relevant personnel;
  - (8) To provide opportunities for formal and informal interaction between gifted and talented children and between their families;
  - (9) To seek representation on all policy making bodies in matters pertaining to these objects;
  - (10) To maintain contact with similar organizations within Australia and overseas.

## POWERS

3. The powers of the Association are: -
  - (1) To take over the funds and other assets and liabilities of the present unincorporated association known as “The Queensland Association for Gifted and Talented Children”;
  - (2) To subscribe to, become a member of and co-operate with any other Association, club or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to nor support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 31 (10);
  - (3) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the

- Association or persons frequenting the Association's premises;
- (4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
  - (5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which - the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
  - (6) To appoint, employ, remove or suspend such managers. clerks, secretaries, servants, workmen and any other persons as may be necessary or convenient for the purposes of the Association;
  - (7) To remunerate any person or body corporate for services rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
  - (8) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
  - (9) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit subject where applicable to Regulation 32(14) of the Collections Regulations 1975;.
  - (10) To take, or otherwise acquire, and hold shares. debentures or other securities of any company or body corporate;
  - (11) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee or give guaranties or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
  - (12) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated associations property or assets present or future and to purchase, redeem or pay—off any such securities;
  - (13) To draw, make, accept, endorse, discount, execute and issue promissory notes. bills of exchange, 'bills of lading and other negotiable or transferable instruments;
  - (14) In furtherance of the objects of the Association to sell, improve, manage, develop,

exchange, lease, dispose of, or otherwise deal with all or any part of the property and rights of the Association;

- (15) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- (16) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (4)
- (17) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the Funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (18) To print and publish any newspapers, periodicals, books or leaflets and produce any audiovisual materials that the Association may think desirable for the promotion of its objects and to copyright the same in the name of the Association;
- (19) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to the Association and which shall prohibit the distribution of its or their Income and property among Its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 31 (10). and which is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in paragraph 78 (1) (a) of the Income Tax Assessment Act;
- (20) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (21) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with the Association is authorised to amalgamate;
- (22) To make donations for patriotic, charitable or community purposes;
- (23) In furtherance of the objects of the Association to make representations by written, electronic or personal means to any Government, Authority, Corporation, Institution, incorporated association, unincorporated association, person or body of persons;
- (24) To set charges for any services rendered to any person or body of persons: provided that the Association may offer rebates or any other form of concession to members of the association in respect of such charges;
- (25) To establish branches of the Association in the manner prescribed in these rules; and
- (26) To do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the association.

#### FORMATION OF BRANCHES

4. (1) The Association may approve the establishment of branches of the Association in any locality of Queensland or from any groups of members of the association with a common interest;
- (2) (a) The Association may cause to be established a branch by calling a public meeting of interested persons for the purpose of considering the formation of a branch of the Association;

- (b) Should the persons present and voting at such a meeting resolve to establish a branch of the Association, an interim committee elected for the purpose shall make application to the Association in writing for recognition as a branch; any interim committee so appointed by virtue of its appointment shall be empowered to do all such acts and things as may be necessary for the securing of the Association's approval for the establishment of the branch;
- (3) An unincorporated association, or an association incorporated in accordance with the provisions of the Associations Incorporation Act 1983, with objects similar to and consistent with the objects of the Association may make application to be recognized as a branch of the Association: provided that the members of the applicant association have, at a meeting called for the purpose, resolved to apply for recognition as a branch of the Association;
- (4) Any application for recognition as a branch shall be made to the Secretary and shall contain a resolution to adopt the constitution of the Association passed at a meeting attended by at least ten people;
- (5) Every member of a branch shall be deemed to be a member of the Association and liable to all of the obligations of such membership;
- (6) The number of branches shall be unlimited.

#### CLASSES OF MEMBERS

- 5. (1) The membership of the Association shall consist of: -
  - (a) Ordinary members, being individuals or families
  - (b) Institutional members, being organizations with a demonstrated interest in the objects of the Association;
  - (c) Life members. A general meeting of the Association may, on the recommendation of the Management Committee, elect as a Life Member of the QAGTC any person who has rendered outstanding service to the Association or  $\text{€}$  the advancement of its objects. The rights and privileges and obligations of a Life Member shall in all respects be identical to those of an ordinary member with the exception that a Life Member shall not be obliged to pay any annual subscription.
- (2) The number of ordinary members shall be unlimited;
- (3) The number of institutional members shall be unlimited.
- (4) The number of life members shall be unlimited except that no more than two shall be elected in any one year.

#### MEMBERSHIP

- 6. (1) Every person who at the date of incorporation of the Association was a member of the unincorporated association referred to in rule 3 (1) or a member of the unincorporated associations known as the Darling Downs Association for Gifted and Talented Children, the Gold Coast Association for Gifted and Talented Children, the Bundaberg Association for Gifted and Talented Children and who on or before the 30th day of June 1985 agrees in writing to become a member of the Association shall be admitted by the Management Committee to the same class of membership of the Association as that member held in the unincorporated association; every member of the Association

who previously to his/her agreeing to become a member of the Association has paid his/her subscription due on the 1st day of July, 1984, as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to the Association for the period prior to the first day of July 1985.

- (2) Every applicant for any class of membership of the Association (other than the members of the unincorporated associations referred to in sub-rule (1)) shall be made in writing, signed by the applicant and shall be in such form as the Management Committee from time to time prescribes.

### MEMBERSHIP FEES

7. (1) The membership fees for each class of membership shall be such sum as the Committee shall determine;
- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine;
- (3) A financial member at any material time is a member who is not then indebted to the Association in respect of any annual subscription, or in arrears with any levy or other payment in excess of two months;
- (4) Only those members who are financial members at the time shall be entitled to vote upon any motion at any annual or general meeting of the Association or be an office-bearer of the Association;
- (5) A member of the Association who is in arrears with his annual subscription for three (3) calendar months shall be deemed to have forfeited his membership but the Management Committee, or on appeal from the adverse decision of the Management Committee the members at a general meeting, may reinstate him/her on payment of the amount due;
- (6) Except as otherwise provided by these Rules and subject to the resolutions of the members of the Association carried at any general meeting the Management Committee: -
  - (a) shall have the authority to grant a rebate of part or all of the membership fee by virtue of a member's financial circumstances; and
  - (b) shall have the power to allocate part of the membership fee to branches, the amount of such rebate to be calculated on the basis of the number of financial members being at the time registered members of a branch to which rebate applies;

### ADMISSION AND REJECTION OF MEMBERS

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

rejection.

#### TERMINATION OF MEMBERSHIP

9. (1) A member may resign from the Association at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (2) If a member -
  - (i) is convicted of an indictable offence; or
  - (ii) fails to comply with any of the provisions of these Rules; or
  - (iii) has membership fees in arrears for a period of three months or more; or
  - (iv) conducts him/herself in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Management Committee shall consider whether his membership shall be terminated.
- (3) The member concerned shall be given a full and fair opportunity of presenting his/her case and if the Management Committee resolves to terminate his/her membership it shall instruct the secretary to advise the member in writing accordingly.

#### APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

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

#### REGISTER OF MEMBERS

11. (1) The Management Committee shall cause a register to be kept in which shall be entered the names and -addresses of all persons admitted to membership of the Association, the dates of their admission and whether or not they are members of a branch of the Association;
- (2) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any other particulars as the Management

- Committee or the members at any general meeting may require from time to time;
- (3) The Register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

#### MEMBERSHIP OF MANAGEMENT COMMITTEE

12. (1) The Management Committee of the Association shall consist of a President, Vice-President, Secretary, Treasurer, all of whom shall be members of the Association, and such number of other members as the members of the Association at any general meeting may from time to time elect or appoint;
- (2) At the annual general meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election;
- (3) The election of officers and other members of the Management Committee shall take place in the following manner: -
  - (a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
  - (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the secretary at least fourteen days before the annual general meeting at which the election is to take place;
  - (c) A list of the candidates' names, in alphabetical order, with the proposers and seconders names shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the annual meeting;
  - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
  - (e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
13. Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to present his case fully. The question of removal shall be determined by the vote of the members present at such a general meeting.

#### VACANCIES ON MANAGEMENT COMMITTEE

14. (1) The Management Committee shall have power at any time to appoint any member of the association to fill any casual vacancy on the Management Committee until the next annual general meeting.
- (2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is

reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the association, but for no other purpose.

#### **FUNCTIONS OF THE MANAGEMENT COMMITTEE**

15. (1) Except as otherwise provided in these Rules and subject to resolutions of the members of the association carried at any general meeting, the Management Committee: -
  - (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
  - (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- (2) The Management Committee may exercise all the powers the Association: -
  - (a) to borrow or raise or secure the payment of money in such a 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 payoff any such securities;
  - (b) to borrow money from members at a rate of interest not exceeding the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be long or short, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off such securities;
  - (c) to invest in such manner as the members of the Association may from time to time determine; and
  - (d) to approve the establishment of branches of the Association and decide such other matters pertaining thereto and to make regulations, policies and decisions governing the conduct of branches.

#### **MEETINGS OF MANAGEMENT COMMITTEE**

16. (1) The Management Committee shall meet at least once every calendar month, except during the six week period of the school summer holidays, to exercise its functions.
- (2) A special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (3) At every meeting at the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.

- (4) Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
  - (5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if he does so his vote shall not be counted.
  - (6) Not less than fourteen days' notice shall be given by the secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
  - (7) The President shall preside at any meeting of the Management Committee, or if there is no President, or if at any meeting he/she is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
  - (8) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of the members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall lapse.
17. (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any such sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
    - (2) A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
    - (3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
  18. All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
  19. A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

20. Any financial member of the Association shall be entitled to attend any Management Committee meeting and speak thereat with the consent of the Management Committee: provided that nothing herein shall prevent the Management Committee from excluding persons who are not elected or appointed members of the Management Committee by adopting a resolution to that effect on each and every occasion.

#### ANNUAL GENERAL OR GENERAL MEETINGS

21. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Management Committee may determine.
22. (1) The annual general meeting shall be held within three months of the close of the financial year.  
(2) The business to be transacted at every annual general meeting shall be: -
  - (a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
  - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
  - (c) the election of members of the Management Committee;
  - (d) the appointment of an auditor;
  - (e) if deemed fit, to invite a suitable person or persons to be the Patron or Patrons of the Association: and
  - (f) to transact such items of general business as may have been notified in the notice convening the meeting, or consider resolutions arising from a State Conference, or transact further items of general business as the Chairman may at his/her discretion allow.
23. The secretary shall convene a special general meeting: -
  - (a) when directed to do so by the Management Committee; or
  - (b) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
  - (c) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.
24. (1) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.  
(2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes: -
  - (a) a person who is an ordinary member: provided that a family which has become an ordinary member of the Association shall be entitled to only one vote;
  - (b) a person attending as a proxy; and
  - (c) a person representing an institutional member: provided that the organization to

which this sub-rule applies has, prior to the commencement of the meeting, notified the secretary in writing of the name of the person representing that organization.

- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
  - (4) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) , adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
25. (1) The secretary shall convene all general meetings of the Association by giving not less than 14 days notice of any such meeting to the members of the Association.
- (2) The manner by which such notice shall be given shall be determined by the Management Committee: provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.
26. Unless otherwise provided by these Rules, at every general meeting: -
- (1) the President shall preside as Chairman, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or willing to act then the members present shall elect one of their number to be Chairman of the meeting;
  - (2) the Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
  - (3) every question, matter or resolution shall be decided by a majority of votes of the members present;
  - (4) every member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote; provided that no member shall be entitled to vote at any general meeting if his/her annual subscription is more than two months in arrears at the date of the meeting;
  - (5) voting shall be by show of hands or a division of members, unless not less than one—fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he/she shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;

- (6) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
- (7) the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- (8) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit: -

THE QUEENSLAND ASSOCIATION FOR GIFTED AND TALENTED CHILDREN INC

I, \_\_\_\_\_ of \_\_\_\_\_ being a  
member of the above named association, hereby appoint  
\_\_\_\_\_ of \_\_\_\_\_ or  
failing him, \_\_\_\_\_ of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the (annual) general meeting of the  
Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and  
any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_

Signature \_\_\_\_\_

This form is to be used \* in favour of / \* against the resolution.

\* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he/she thinks fit.)

- (9) the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (10) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting

to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the meetings of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

### STATE CONFERENCE

27. (1) Insofar as is practicable, the Management Committee shall convene at least once in each year a meeting of members which shall be known as the "State Conference".
- (2) Insofar as is practicable, the State Conference shall coincide with the time and place set down for the annual general meeting.
- (3) The State Conference shall be open to all members to attend and speak thereat, except that voting rights shall be limited to members of the Management Committee then in office and two representatives of each branch at the time recognized by the Association.
- (4) The function of the State Conference shall be to consider the policies of the Association and such other matters as are conducive to the attainment of the objects of the Association.
- (5) All resolutions consistent with these Rules adopted by a State Conference shall be placed before a subsequent general meeting of the Association for ratification and until such ratification has been effected the Management Committee shall have due regard to the spirit and intent of such resolutions and act as though they were resolutions adopted by general meeting of the Association.

### BYE-LAWS

28. (1) The Management Committee may from time to time make, amend or repeal bye-laws, not inconsistent with these Rules, for the internal management of the Association and any bye-law may be set aside by a general meeting of members.
- (2) Any bye-laws so made, amended or repealed shall be published in the next edition of the Associations newsletter following the meeting at which such bye-laws were made, amended or repealed.

### ALTERATION OF RULES

29. (1) Subject to the Associations Incorporation Act 1981, these rules may be amended, repealed or added to by a special resolution carried at a general meeting. (Amended 24 August 2005).
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive. (Added 24 August 2005)

## COMMON SEAL

30. The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

## FUNDS AND ACCOUNTS

31. (1) The funds of the Association shall be banked in the name of the association in such bank as the Management Committee may from time to time direct.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (3) All monies shall be banked as soon as practicable after receipt thereof.
- (4) All amounts of twenty dollars 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 Management Committee.
- (5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recouplements which may be open.
- (6) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a Management Committee meeting.
- (8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of: -
- (a) the income and expenditure for the financial year just ended; and
- (b) the assets and liabilities and all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (9) All such statements shall be examined by the auditor who shall present his report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- (10) 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 thereof shall be distributed, paid, or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association 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 any other person in return for any services actually rendered to the Association provided that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of any out of pocket expenses, money, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

## DOCUMENTS

32. The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

## FINANCIAL YEAR

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

## DISTRIBUTION OF SURPLUS ASSETS

34. If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 31 (10), such institution or institutions to be determined by the members of the Association, and which is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in paragraph 78(1)(a) of the Income Tax Assessment Act.

- END -

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previous version 8 August 1988)

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