

Last amended at the Annual General Meeting held on ~~26~~<sup>23</sup> November  
202~~4~~<sup>1</sup>

**Constitution**  
**of**  
**Brisbane Youth Service Inc**

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## 1. Interpretation

- (1) In these rules:

**Act** means the *Associations Incorporation Act 1981* (Qld) as modified or amended from time to time.

**ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) as modified or amended from time to time.

**aggrieved party** see rule 53(3).

**Board** means the Management Committee of the Association.

**casual vacancy**, on a Board, means a vacancy that happens when an elected Member of the Board resigns, dies or otherwise stops holding office other than by retiring at an annual general meeting.

**Deductible Contribution** means a contribution that is deductible under Items 7 or 8 of the table in subsection 30-15(2) of the ITAA97 and any amendment or re-enactment of these.

**dispute resolution centre** means a dispute resolution centre established under the *Dispute Resolution Centres Act 1990* (Qld).

**ITAA97** means the *Income Tax Assessment Act 1997* (Cth).

**Member** means a member of the Board or the Association, as the context requires.

**Present** means:

- (a) at a Board meeting, see rule 26(6); or
- (b) at a general meeting, see rule 39(2).

**Regulations** means the *Associations Incorporation Regulation 1999* (Qld) as modified or amended from time to time.

- (2) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.
- (3) The provision at section 47(1) of the Act does not apply.

## 2. Association Name

The name of the incorporated association shall be “Brisbane Youth Service Inc” (**Association**).

## 3. Objects

- (1) The Association is an incorporated association, and is a not-for-profit, non-political entity established and located in Australia for the purpose of relieving the poverty, suffering, and distress of homeless and disadvantaged young people and their children in Brisbane and surrounding areas (**Principal Purpose**).
- (2) Without limiting rule 3(1), the Principal Purpose will be furthered by means and activities including:

- (a) programs and activities which assist homeless and disadvantaged young people in Brisbane and surrounding areas to navigate life challenges and thrive in the community including by those people:
  - (i) finding and maintaining secure housing;
  - (ii) improving their physical and mental health;
  - (iii) engaging in education, training and employment;
  - (iv) having safe and healthy relationships;
  - (v) strengthening their family and community connections; and
  - (vi) transitioning successfully to independence;
- (b) conducting research in relation to the issues contributing to homelessness and disadvantage among young people; and
- (c) collaborating with young people, government, non-government agencies and the broader community to maximise planning, coordination, implementation and monitoring of assistance provided to homeless and disadvantaged young people in Brisbane and surrounding areas.

#### **4. Powers**

- (1) The Association has the powers of an individual.
- (2) The Association 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 Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.
- (4) The Association must exercise these powers only in pursuit of its Principal Purpose.

#### **5. Income and property of the Association**

- (1) The Association must not distribute, pay or transfer any income or assets directly or indirectly to its Members, including by way of bonus, dividend or other similar payment, except as provided by rules 5(2), 48 and 51.
- (2) Subrule 5(1) does not stop the Association from doing the following things, provided they are done in good faith:
  - (a) paying a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Association; or
  - (b) making a payment to a Member in carrying out the Association's Principal Purpose.

## 6. Classes of Members

- (1) The membership of the Association shall consist of Ordinary Members, and any of the following classes of Members:
  - (a) Associate Members;
  - (b) Life Members; and
  - (c) Honorary Members.
- (2) An Associate Member is one who works for the interests of the Association, but does not wish to become an Ordinary Member.
- (3) A Life Member is one who may be awarded such membership after ten continuous years of devoted work for the Association.
- (4) An Honorary Member is a person or group organisation who/which may be awarded such membership after an outstanding contribution towards the work of the Association.
- (5) Membership of the Association shall be open to persons and/or organisations of good standing in the community, interested in the furtherance of the purposes of the Association in accordance with the provisions set forth herein for the appointment of Members of the Association.
- (6) Membership for each class is unlimited in numbers.

## 7. Membership

Every applicant for any class of membership of the Association shall be proposed by one Member of the Association and seconded by another Member. The application for membership shall be made in writing, signed by the applicant and his/her proposer and seconder and shall be in such form as the Board from time to time prescribes.

## 8. Membership Fees

- (1) The membership fees for each class of each membership shall be such sum as the Members shall from time to time at any general meeting so determine.
- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the Board shall from time to time determine.

## 9. Admission and rejection of new Members

- (1) The Board must consider an application for membership at the next Board meeting held after it receives:
  - (a) the application for membership; and
  - (b) the appropriate membership fee for the application.
- (2) The Board must ensure that, as soon as possible after the person applies to become a Member of the Association, and before the Board considers the person's application, the person is advised:
  - (a) whether or not the Association has public liability insurance; and
  - (b) if the Association has public liability insurance - the amount of the insurance.

- (3) The Board must decide at the meeting whether to accept or reject the application.
- (4) If a majority of the Members of the Board present at the meeting vote to accept the applicant as a Member, the applicant must be accepted as a Member for the class of membership applied for.
- (5) The Secretary must, as soon as practicable after the Board decides to accept or reject an application, give the applicant a written notice of the decision.

#### **10. When membership ends**

- (1) A Member may resign from the Association 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 Board may terminate a Member's membership if the Member:
  - (a) is convicted of an indictable offence;
  - (b) does not comply with any of the provisions of these rules;
  - (c) has membership fees in arrears for at least 2 months; or
  - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- (4) Before the Board terminates a Member's membership, the Board 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 Board decides to terminate the membership, the Secretary must give the Member a written notice of the decision.
- (6) A Member's membership will automatically end if:
  - (a) the Member dies;
  - (b) the Association receives a written notification of appointment of a personal representative, guardian, trustee or other person to administer the Member's person, estate or property; or
  - (c) the Member has not responded in writing with confirmation that they wish to remain a Member within three months to a written request from the Secretary requesting that the Member do so if the Member wishes to remain a Member.

#### **11. Appeal against rejection or termination of membership**

- (1) A person whose application for membership has been rejected, or whose membership has been terminated by the Board, 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.
- (4) A Member has no right of appeal against the Member's automatic cessation of membership under rule 10(6).

## **12. 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 membership should not be terminated.
- (3) Also, the Board and the Members of the Board who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (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 for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.

## **13. Register of Members**

- (1) The Board must keep a register of members of the Association.
- (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 ceasing to be a Member;
  - (e) details about the termination or reinstatement of membership; and
  - (f) any other particulars the Board or the Members at a general meeting decide.
- (3) The register must be open for inspection by Members of the Association at all reasonable times.
- (4) A Member must contact the Secretary to arrange an inspection of the register.
- (5) However, the Board may, on the application of a Member of the Association, withhold information about the Member (other than the Member's full name) from the register available for inspection if the Board has reasonable grounds for believing the disclosure of the information would put the Association or Member at risk of harm or non-compliance with any applicable law.

## **14. Prohibition on use of information on register of members**

- (1) A Member of the Association must not:



- (a) use information obtained from the register of members of the Association to contact, or send material to, another Member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another Member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Sub-rule 14(1) does not apply if the use or disclosure of the information is approved by the Association.

### **15. Appointment or election of Secretary**

- (1) The Secretary must be an adult residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
- (a) a Member of the Association elected by the Association as Secretary; or
  - (b) any of the following persons appointed by the Board as Secretary:
    - (i) a Member of the Association's Board;
    - (ii) another Member of the Association;
    - (iii) another person.
- (2) If a vacancy happens in the office of Secretary, the Members of the Board must ensure a Secretary is appointed or elected for the Association within 1 month after the vacancy happens.
- (3) If the Board appoints a person mentioned in rule 15(1)(b)(ii) as Secretary, other than to fill a casual vacancy on the Board, the person does not become a Member of the Board.
- (4) However, if the Board appoints a person mentioned in rule 15(1)(b)(ii) as Secretary to fill a casual vacancy on the Board, the person becomes a Member of the Board.
- (5) If the Board appoints a person mentioned in rule 15(1)(b)(iii) as Secretary, the person does not become a Member of the Board.

### **16. Removal of Secretary**

- (1) The Board of the Association may at any time remove a person appointed by the Board as the Secretary.
- (2) If the Board removes a Secretary who is a person mentioned in rule 15(1)(b)(i), the person remains a Member of the Board.
- (3) If the Board removes a Secretary who is a person mentioned in rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the Board under rule 15(4), the person remains a Member of the Board.

### **17. Functions of Secretary**

The Secretary's functions include, but are not limited to:

- (1) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association;
- (2) keeping minutes of each meeting;
- (3) keeping copies of all correspondence and other documents relating to the Association;
- (4) maintaining the register of Members of the Association;
- (5) to be the official link between the Queensland Office of Fair Trading and the Association; and
- (6) to be the formal conduit for communication between the Association's Board, Members and staff.

## **18. Membership of Board**

- (1) The Board of the Association consists of a President, Treasurer, Vice- President and any other Members the Association's Members elect at a general meeting.
- (2) A Member of the Board, other than a Secretary appointed by the Board under rule 15(1)(b)(iii), must be a Member of the Association.
- (3) At each annual general meeting of the Association, half of the Members of the Board must retire from office, but are eligible, on nomination, for re-election.
- (4) A Member of the Association may be appointed to a casual vacancy on the Board under rule 21.

## **19. Electing the Board**

- (1) A Member of the Board may only be elected as follows:
  - (a) any 2 Members of the Association may nominate another Member (the candidate) to serve as a Member of the Board;
  - (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; and
  - (c) each Member of the Association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Board.
- (2) A person may be a candidate only if the person:
  - (a) is an adult; and
  - (b) is not ineligible to be elected as a Member under the Act or the ACNC Act.
- (3) A list of the candidates names in alphabetical order, with the names of the Members who nominated each candidate, must be posted in a conspicuous place in the office or usual

place of meeting of the Association for at least 7 days immediately preceding the annual general meeting.

- (4) If required by the Board, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The Board must ensure that, before a candidate is elected as a Member of the Board, the candidate is advised:
  - (a) whether or not the Association has public liability insurance; and
  - (b) if the Association has public liability insurance - the amount of the insurance.

## **20. Resignation, removal or vacation of office of Board Member**

- (1) A Member of the Board may resign from the Board 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 Association 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 Member's removal from office under this rule.
- (6) A Member immediately vacates the office of Member of the Board:
  - (a) in the circumstances mentioned in section 64(2) of the Act; or
  - (b) if the Member becomes otherwise ineligible to be a Member of the Board under the Act or the ACNC Act.

## **21. Vacancies on Board**

- (1) If a casual vacancy happens on the Board, the continuing Members of the Board may appoint another Member of the Association to fill the vacancy until the next annual general meeting.
- (2) The continuing Members of the Board may act despite a casual vacancy on the Board.
- (3) However, if the number of Board Members is less than the number fixed under rule 27(1) as a quorum of the Board, the continuing Members may act only to:
  - (a) increase the number of Board Members to the number required for a quorum; or
  - (b) call a general meeting of the Association.

## 22. Powers of the Board

- (1) Subject to these rules or a resolution of the Members of the Association carried at a general meeting, the Board has the general control and management of the administration of the affairs, property and funds of the Association.
- (2) The Board has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

*Note: The Act prevails if the Associations' rules are inconsistent with the Act - see section 1D of the Act.*

- (3) The Board may exercise the powers of the Association:
  - (a) to borrow, raise or secure the payment of amounts in a way the Members of the Association decide;
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Associations property, both present and future;
  - (c) to purchase, redeem or pay off any securities issued;
  - (d) to borrow amounts from Members and pay interest on the amounts borrowed; and
  - (e) to mortgage or charge the whole or part of its property;
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
  - (g) to provide and pay off any securities issued; and
  - (h) to invest in a way the Members of the Association may from time to time decide.
- (4) For rule 22(3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
  - (a) the financial institution for the Association; or
  - (b) if there is more than 1 financial institution for the Association - the financial institution nominated by the Board.

## 23. Functions of the Office Bearers other than the Secretary

The functions of the Officer Bearers of the Association (other than the Secretary) are:

- (1) President:
  - (a) To represent the Association at local, regional, state and national level.
  - (b) To coordinate the effective running of the Board of the Association.
  - (c) To support the Board Members and staff of the Association.
- (2) Vice-President:

- (a) To support and stand in for the President, as required.
- (3) Treasurer:
  - (a) To be responsible for overseeing the day to day financial management of the Association on behalf of the Board.
- (4) Board General Member:
  - (a) To contribute towards fulfilling the Association's constitutional and legal requirements.
  - (b) To work collaboratively with the Office Bearers to achieve the Association's aims.
  - (c) To plan the Association's future and to monitor and review the Association's strategic and operational progress.
  - (d) To plan the Association's Memberships.
  - (e) To oversee the management of the Association's staff.
  - (f) To ensure that the requirements of the Association's contracts with funding bodies are fulfilled.

#### **24. General duties**

- (1) As soon as practicable after being elected or appointed to the Board, each Member of the Board must become familiar with these rules and the Act.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual Members of the Board comply with these rules.
- (3) The Members of the Board must comply with their duties as directors under legislation and common law (judge-made law), which generally are to:
  - (a) ensure the Association keeps financial records in accordance with the Act and that its financial affairs are managed responsibly;
  - (b) exercise their powers and discharge their duties with reasonable care and diligence;
  - (c) exercise their powers and discharge their duties:
    - (i) in good faith in the best interests of the Association; and
    - (ii) for a proper purpose.
  - (d) not make improper use of:
    - (i) their position; or
    - (ii) information acquired by virtue of holding their position-  
so as to gain a pecuniary benefit or material advantage for themselves or any other person or to cause detriment to the Association;
  - (e) disclose any material personal interest in the manner set out in rule 25; and
  - (f) not allow the Association to operate while it is insolvent.

**Note**

See also Divisions 2 and 3 of Part 7 of the Act which sets out the general duties of the office holders of an incorporated association effective from the date of commencement of those provisions.

**25. Conflict of Interest**

- (1) A Member of the Board who has a material personal interest in a matter being considered at a Board Meeting must:
  - (a) as soon as the Member becomes aware of the interest, disclose the nature and extent of that interest to the Board; and
  - (b) disclose the nature and extent of that interest at the next general meeting.
- (2) The Member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter,

unless the remaining Members of the Board decide the Member who has a material personal interest in the matter may—

  - (c) be present while the matter is being considered at the meeting; or
  - (d) vote on the matter.

**Note**

Under section 70C(5) of the Act (effective from the date of commencement of that provision), if there are insufficient board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule 25 does not apply to a material personal interest—
  - (a) that exists only because the Member belongs to a class of persons for whose benefit the Association is established; or
  - (b) that the Member has in common with all, or a substantial proportion of, the Members of the Association.
- (4) Rule 25(1) does not apply to a material personal interest that exists only because the Member is an employee of the Association.

**26. Meetings of Board**

- (1) Subject to this rule, the Board may meet and conduct its proceedings as it considers appropriate.
- (2) The Board must meet at least once every 4 months to exercise its functions.
- (3) The Board must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Board.

- (5) The Board may hold meetings, or permit a Board 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 Board Member who participates in the meeting as mentioned in rule 26(5) is taken to be present at the meeting.
- (7) A question arising at a Board meeting is to be decided by a majority vote of Members of the Board present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) The President shall preside as Chair at every meeting of the Board, or if there is no President, or if at any meeting the President is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be the Chair or if the Vice-President is not present at the meeting, then the Members may choose one of their number to be the Chair of the meeting,

## **27. Quorum for, and adjournment of, Board meeting**

- (1) At a Board meeting, more than 50% of the Members elected to the Board 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 Board meeting called on the request of Members of the Board, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a Board meeting called other than on the request of the Members of the Board:
  - (a) the meeting is to be adjourned for at least 1 day; and
  - (b) the Members of the Board who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in rule 27(3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **28. Special meeting of Board**

- (1) If the Secretary receives a written request signed by at least 33% of the Members of the Board, the Secretary must call a special meeting of the Board by giving each Member of the Board 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 Board must be held within 14 days after notice of the meeting is given to the Members of the Board.

## **29. Minutes of Board meetings**

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings (including any material personal interest disclosed under rule 25) of each Board meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy.

## **30. Delegation**

- (1) The Board may delegate to a Member of the Board, a subcommittee, a member of the Association or staff, any of its powers and functions other than:
  - (a) this power of delegation; or
  - (b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

## **31. Appointment of subcommittees**

- (1) The Board may appoint a subcommittee consisting of Members of the Association considered appropriate by the Board to help with the conduct of the Association's operations.
- (2) A subcommittee may only exercise delegated powers in the way the Board decides.
- (3) A Member of the subcommittee who is not a Member of the Board is not entitled to vote at a Board meeting.
- (4) A subcommittee may elect a chairperson of its meetings.
- (5) 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.
- (6) A subcommittee may meet and adjourn as it considers appropriate.
- (7) 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.

## **32. Acts not affected by defects or disqualifications**

- (1) An act performed by the Board, a subcommittee or a person acting as a Member of the Board is taken to have been validly performed.
- (2) Rule 32(1) applies even if the act was performed when:



- (a) there was a defect in the appointment of a Member of the Board, subcommittee or person acting as a Member of the Board; or
- (b) a Board Member, subcommittee Member or person acting as a Member of the Board was disqualified from being a Member.

### **33. Resolutions of Board without meeting**

- (1) A written resolution signed by each Member of the Board is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.
- (2) A resolution mentioned in rule 33(1) may consist of several documents in like form, each signed by 1 or more Members of the Board.

### **34. First annual general meeting**

The first annual general meeting must be held within 6 months after the end date of the Association's first reportable financial year.

### **35. Subsequent annual general meetings**

Each subsequent annual general meeting must be held:

- (1) at least once each year; and
- (2) within 6 months after the end date of the Association's reportable financial year.

### **36. Business to be conducted at annual general meeting**

- (1) The following business must be conducted at each annual general meeting of the Association:
  - (a) receiving and presenting the following documents to the meeting for adoption:
    - (i) if the Association is required under the Act or the ACNC Act to prepare a financial statement for the Association's last reportable financial year – the financial statement prepared under that legislation;
    - (ii) if the Association is required under the Act or the ACNC Act to prepare an audit report – the audit report prepared and signed under that legislation; and
    - (iii) if the Association is required under the Act to prepare a verification statement – the verification statement prepared and signed under the Act.
  - (b) electing Members of the Board;
  - (c) appointing an auditor or accountant for the present financial year (if required to be appointed under the Act or the ACNC Act); and
  - (d) any other business required to be dealt with at an annual general meeting under the Act, the Regulations or the ACNC Act.
- (2) The annual general meeting may also conduct any other business of which notice has been given in accordance with these rules.

### **37. Notice of general meeting**

- (1) The Secretary may call a general meeting of the Association.

- (2) The Secretary must give at least 14 days notice of the meeting to each Member of the Association.
- (3) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- (4) The Board 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 Board's decision:
    - (i) to reject the person's application for membership of the Association; or
    - (ii) to terminate the person's membership of the Association;
  - (b) a meeting called to hear and decide a proposed special resolution of the Association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

### **38. 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 Board at the close of the Association's last general meeting plus 1.
- (2) However, if all Members of the Association are Members of the Board, 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 Board or the Association, 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 Board or the Association:
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the Board is to decide the day, time and place of the adjourned meeting.
- (6) If at an adjourned meeting, a quorum is not present within 30 minutes after the time fixed for the meeting, the Members present form a quorum.
- (7) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (8) If a meeting is adjourned under rule 38(7), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (9) The Secretary is not required to give the Members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (10) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **39. Procedure at general meeting**

- (1) A Member may take part and vote in a general meeting in person, by proxy or by attorney and 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 rule 39(1) is taken to be present at the meeting.
- (3) The President shall preside as Chair, or if there is no President, or if he/she 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 Chair, or if the Vice-President is not present, or is unwilling to act, then the Members present shall elect one of their number to be Chair of the meeting.

### **40. 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 chairperson has a casting vote as well as a primary vote.
- (3) A Member is not entitled to vote at a general meeting if the Member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the Board.
- (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.

### **41. Special general meeting**

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

- (ii) to terminate a person's membership.
- (2) A request mentioned in rule 41(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 Board;
  - (b) is given the written request mentioned in rule 41(1)(b); or
  - (c) is given the written notice of an intention to appeal mentioned in rule 41(1)(c).
- (4) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

#### 42. Proxies

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

Brisbane Youth Services Inc:

I, \_\_\_\_\_ of \_\_\_\_\_ being  
 a Member of the Association, appoint  
 of \_\_\_\_\_  
 as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be  
 held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_  
 and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ .

Signature

- (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 Association 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) If the instrument appointing a proxy purports to be executed under a power of attorney or other authority, the original document or a certified copy of it must be received by the Association before the start of the meeting or adjourned meeting.

- (7) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (8) If a Member wants a proxy to vote for or against, or abstain from voting on, a resolution, the instrument appointing the proxy must be in the following or similar form:

Brisbane Youth Services Inc:

I, \_\_\_\_\_ of \_\_\_\_\_ being  
 a Member of the Association, appoint  
 of \_\_\_\_\_  
 as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_  
 20\_\_\_\_\_  
 and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_. .

Signature

This form is to be used *\*in favour of/\*against/\*abstaining from [strike out whichever is not wanted]* the following resolutions—

[List relevant resolutions]

- (9) A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:
- (a) died;
  - (b) became mentally incapacitated; or
  - (c) revoked the proxy or power,
- unless any written notification of the unsoundness of mind or revocation was received by the association before the start of relevant meeting or adjourned meeting.

#### **43. 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 entered in a minute book.
- (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 Association that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a Member of the Association, the Secretary must, within 28 days after the request is made:
- (a) make the minute book for a particular general meeting available for inspection by the Member at a mutually agreed time and place; and

- (b) give the Member copies of the minutes of the meeting.
- (4) The Association may require the Member to pay the reasonable costs of providing copies of the minutes.

#### **44. By-laws**

- (1) The Board may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- (2) A by-law may be set aside by a vote of Members at a general meeting of the Association.

#### **45. Alteration of rules**

- (1) Subject to the Act, these 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.

#### **46. Common seal**

- (1) The Association may have a common seal.
- (2) If the Association has a common seal:
  - (a) the common seal must be
    - (i) kept securely by the Board; and
    - (ii) used only under the authority of the Board; and
  - (b) each instrument to which the seal is attached must be signed by a Member of the Board and countersigned by:
    - (i) the Secretary;
    - (ii) another Member of the Board; or
    - (iii) someone authorised by the Board.

#### **47. Funds and accounts**

- (1) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Board.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the Association 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 Vice-President;

~~(e)(b)~~ the Secretary;

~~(d)(c)~~ the Treasurer; or

~~(e)(d)~~ any 1 of 3 other Members of the Association who have been authorised by the Board to sign cheques issued by the Association.

- (6) However, 1 of the persons who signs the cheque must be the President, the Secretary or the Treasurer.
- (7) If a payment is made by electronic funds transfer, the transfer must be authorised by any 2 of the following individuals:
  - (a) President; ~~or~~
  - (b) Secretary; ~~or~~
  - (c) Treasurer; or
  - (d) any 1 of 3 other personMembers of the Association who have-has been authorised by the Board to authorise the transfer.
- (8) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (9) A petty cash account must be kept on the imprest system, and the Board must decide the amount of petty cash to be kept in the account.
- (10) All expenditure must be approved or ratified at a Board meeting.

#### **48. General financial matters**

- (1) On behalf of the Board, 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 Association must be used solely in promoting the Association's Principal Purpose and exercising the Association's powers.

#### **49. Documents**

The Board must ensure the safe custody of books, documents, instruments of title and securities of the Association as required by law.

#### **50. Financial Year**

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

#### **51. Event of winding up or cancellation**

##### *Distribution of surplus assets to another entity*

- (1) This rule applies if:
  - (a) either:
    - (i) the Association is wound-up under part 10 of the Act; or

- (ii) the incorporation of the Association is cancelled under part 11 of the Act;
  - and
  - (b) the Association has surplus assets.
- (2) The surplus assets must not be distributed among the Members of the Association.
- (3) Subject to sub-rule 51(4), upon the winding up of the Association or the cancellation of the incorporation of the Association, any surplus assets must be given or transferred to another entity which is registered as a charity with the Australian Charities and Not-for-profits Commission and which, by its constitution or rules, is:
  - (a) required to pursue charitable purpose(s) only which are similar to, or inclusive of the Principal Purpose of the Association;
  - (b) required to apply its income and property in promoting its purpose(s); and
  - (c) prohibited from making any distribution to its members to at least the same extent as the Association.
- (4) If the Association is endorsed as a deductible gift recipient under the ITAA97, upon the winding up of the Association or the cancellation of the incorporation of the Association, any surplus:
  - (a) gifts of money or property received by the Association for the Principal Purpose of the Association;
  - (b) Deductible Contributions received by the Association in relation to a fund-raising event held for the Principal Purpose of the Association;
  - (c) money received by the association because of the gifts or Deductible Contributions mentioned in sub-rules 51(4)(a) or (b) including, without limitation, any money received because of the investment of those gifts or Deductible Contributions; and
  - (d) assets held by the Association other than those mentioned above,
 will be given or transferred to another fund, authority or institution:
  - (e) which is charitable at law and has objects which are similar to, or inclusive of, the Principal Purpose of the Association;
  - (f) required to apply its income and property in promoting its purpose(s);
  - (g) gifts to which can be deducted under Division 30 of the ITAA97; and
  - (h) which has the constituent documents which prohibit the distribution of its income and property among its members to at least the same extent as the Association,
 such fund, authority or institution to be determined by special resolution of the Members at or before the winding up or the cancellation of the incorporation of the Association and in default, by application to the Supreme Court of Queensland for determination.
- (5) In this rule - surplus assets see section 92(3) of the Act.

*National Regulatory System for Community Housing winding-up requirements*



- (6) Notwithstanding sub-rules 51(1) -(5), each Community Housing Asset remaining after satisfaction of the Association's liabilities must be transferred as follows:
- (a) Each remaining Community Housing Asset of the Association in Queensland must be transferred under s 37H(2)(a) of the *Housing Act 2003* (Qld); and
  - (b) Each remaining Community Housing Asset of the Company located in the Participating Jurisdiction must be transferred under the Corresponding Law of that Participating Jurisdiction to:
    - (i) the Housing Agency in the Participating Jurisdiction;
    - (ii) another Registered Provider in the Participating Jurisdiction; or
    - (iii) another entity as prescribed under the Corresponding Law.

In this clause 'Community Housing Asset', 'Corresponding Law', 'Housing Agency', 'Participating Jurisdiction' and 'Registered Provider' have the same meanings as in the *Housing Act 2003* (Qld).

## **52. Revocation of endorsement as a deductible gift recipient**

- (1) If the Association's endorsement as a deductible gift recipient in accordance with Division 30 of the ITAA97 is revoked, any surplus:
- (a) gifts of money or property received by the Association for the Principal Purpose of the Association;
  - (b) Deductible Contributions received by the Association in relation to a fund-raising event held for the Principal Purpose of the Association; and
  - (c) money received by the Association because of the gifts or Deductible Contributions mentioned in sub-rules 52(1)(a) or (b) including, without limitation, any money received because of the investment of those gifts or Deductible Contributions,
- will be given or transferred to another fund, authority or institution:
- (d) which is charitable at law and has objects which are similar to, or inclusive of, the Principal Purpose of the Association;
  - (e) required to apply its income and property in promoting its purpose(s);
  - (f) gifts to which can be deducted under Division 30 of the ITAA97; and
  - (g) which has constituent documents which prohibit the distribution of its income and property among its members to at least the same extent as the Association,

such fund, authority or institution to be determined by special resolution of the Members and in default, by application to the Supreme Court of Queensland for determination.

## **53. Grievance procedure**

- (1) This rule sets out a grievance procedure for dealing with a dispute under the rules between parties as mentioned in section 47A(1) of the Act.

- (2) To remove any doubt, it is declared that the grievance procedure can not be used by a person whose membership has been terminated if the rules provide for an appeal process against the termination.
- (3) A Member of the Association (the **aggrieved party**) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute to—
  - (a) the other party; and
  - (b) if the other party is not the Board—the Board.
- (4) If 2 or more Members of the Association initiate a grievance procedure in relation to the same subject matter, the Board may deal with the disputes in a single process and the Members must choose 1 of the Members (also the **aggrieved party**) to represent the Members in the grievance procedure.
- (5) Subject to rule 54, the parties to the dispute must, in good faith, attempt to resolve the dispute.
- (6) If the parties to the dispute can not resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the Association’s secretary to refer the dispute to mediation.
- (7) Subject to rule 54, if the aggrieved party asks the Association’s secretary to refer the dispute to mediation under subrule (6), the Board must refer the dispute within 14 days after the request.
- (8) If the aggrieved party does not ask the Association’s secretary to refer the dispute to mediation under subrule (6), the grievance procedure in relation to the dispute ends.

#### **54. Grievance procedure not continued in particular circumstances**

- (1) This rule applies if—
  - (a) a Member of the Association initiates a grievance procedure in relation to a dispute and the Association or the Board is the other party to the dispute; or
  - (b) the aggrieved party asks the Association’s secretary to refer the dispute to mediation under rule 53(6).
- (2) The Board does not have to act under rule 53(5) or (7) if—
  - (a) the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the Board grounds for taking disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure; or
  - (b) before the grievance procedure was initiated, a process had started to take action under the rules against the aggrieved party or terminate the aggrieved party’s membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process; or
  - (c) the dispute relates to an obligation under the *Liquor Act 1992* (Qld) or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the Association, or to refuse to serve liquor to the aggrieved party at the premises; or

- (d) the dispute could reasonably be considered frivolous, vexatious, misconceived or lacking in substance, or relates to a matter that has already been the subject of the grievance procedure.

## **55. Appointment of mediator**

- (1) If a dispute under rule 53 is referred to mediation—
- (a) the parties to the dispute must choose a mediator to conduct the mediation; or
- (b) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be—
- (i) for a dispute between a Member and another Member—a person appointed by the Board; or
- (ii) for a dispute between a Member and the Board or the Association—an accredited mediator or a mediator appointed by the director of a dispute resolution centre.
- (2) An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.
- (3) If subrule (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **56. Conduct of mediation**

- (1) If a mediator is appointed under rule 55, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.
- (2) Subrule (1) does not apply if the mediator is a mediator appointed by the director of a dispute resolution centre.
- (3) The mediator—
- (a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
- (b) must comply with natural justice; and
- (c) must not act as an adjudicator or arbitrator; and
- (d) during the mediation—may see the parties with or without their representatives, together or separately.
- (4) The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the period mentioned in subrule (1).
- (5) The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
- (6) If the mediator can not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

**57. Representation for grievance procedure**

- (1) A party to a dispute may appoint any qualified person to act on behalf of the party in the grievance procedure.
- (2) For subrule (1), a person is qualified to act on behalf of a party if the person—
  - (a) has sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
  - (b) is authorised to negotiate an agreement for the party.
- (3) If a party appoints a person under subrule (1) to act on the party’s behalf, the party must give written notice of the appointment to each of the following entities—
  - (a) the other party to the dispute;
  - (b) the Board;
  - (c) if a mediator has been appointed before the party appoints the person—the mediator.

**58. Electronic communication for grievance procedure**

Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agree.

**53-59. Certification**

We certify that this is a true and correct copy of the Constitution of Brisbane Youth Service Inc.

.....  
Signature of President

.....  
Signature of Secretary

.....  
Name of President

.....  
Name of Secretary