

RULES OF ASSOCIATION

Financial Counsellors' Association of Queensland Inc

History of Document

Adopted by special resolution (if relevant) on:

Date

OR

Signed by original members (if relevant) on:

Amended (if relevant) on:

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RULES OF ASSOCIATION

OPERATIVE PROVISIONS

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

The following definitions apply in this document:

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

Accredited Member means a person who is or has applied to become a Member of the Association and who:

- (a) has satisfied the Qualification & Professional Development requirements set out in the Association's By-Laws and Accreditation Policy;
- (b) holds a Diploma in Community Services (Financial Counselling) or equivalent qualification with a registered training organisation or has held accredited membership prior to 2001; and
- (c) is a member or employee (as the case may be) of an Affiliated Organisation.

Accreditation Policy means the policy of the Association, as determined by the Management Committee from time to time, which outlines the minimum Qualification & Professional Development which each class of Members of the Association must satisfy in order to retain membership with the Association.

Affiliate Member means a person who:

- (a) is or who has applied to become a Member of the Association but has not (for whatever reason) satisfied the "Qualification & Professional Development" requirements set out in Association's Accreditation Policy; and
- (b) is a member or employee (as the case may be) of an Affiliated Organisation.

Affiliated Organisation means a not-for-profit community service organisation that provides Financial Counselling Services free of charge, whose members or employees are entitled to become a Member of the Association.

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

Association means the "Financial Counsellors' Association of Queensland Inc".

Associate Member means a Member who:

- (a) is currently enrolled and studying the Diploma in Community Services (Financial Counselling) or equivalent qualification with a registered training organisation;
- (b) has satisfied the Qualification & Professional Development requirements set out in the Association's Accreditation Policy for Associate Members; and
- (c) is a member or employee of an Affiliated Organisation.

By-Laws refer to the by-laws of the Association as determined by the Management Committee.

Casual Vacancy means in respect of rules 8.1 and 9.9, a vacancy where a Member resigns, dies or otherwise stops holding office for a period which is no less than two (2) consecutive months.

FCAQ is a reference to the Association.

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

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

Indictable Offence means:

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

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

Majority Resolution means a resolution by the Members at a Meeting or the Management Committee which is passed by greater than 50% of the members entitled to vote.

Management Committee refers to the management committee of the Association which is:

- (a) comprised of Members appointed in accordance with rule 9 of this document; and
- (b) responsible for the management of the business and operations of the Association in accordance with Part 7 of the Act.

Management Committee Member refers to a member of the Management Committee.

Meeting refers to any of the following:

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

Member means an individual who has satisfied the conditions of membership contained in rule 5 of this document.

Office Bearer means:

- (a) a President;
- (b) a Vice President;

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- (c) a Secretary; and
 - (d) a Treasurer.

President means the president of the Association.

Reasonable and Proper Payments includes but is not limited to payments of:

- (a) interest on monies borrowed from a Member;
- (b) rent for premises from a Member; and/or
- (c) other expenses incurred during the ordinary course of business.

Secretary means the person elected to act as the secretary of the Association in accordance with rule 7 of this document.

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

Special General Meeting refers to a meeting of Members (other than the Annual General Meeting), which has been called by the Secretary in accordance with rule 13.1.

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

- (a) are present at a Meeting; or
- (b) have submitted a proxy in accordance with rule 18.

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

1.2 Rules for Interpreting this Document

This rule 1.2 specifies the rules for interpreting this document, except where the context makes it clear that a rule is not intended to apply.

- (a) The contents pages, the Background and headings are for convenience only and do not affect the interpretation of this document.
- (b) A reference to:
 - (i) a word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act;
 - (ii) legislation (including subordinate legislation) is to that legislation as amended, re enacted or replaced, and includes any subordinate legislation issued under it;
 - (iii) a document (including this document), or a provision of a document (including a provision of this document), is to that document or provision as amended or replaced;
 - (iv) anything (including a right, obligation or concept) includes each part of it;
 - (v) any body or agency, if that body or agency ceases to exist, is renamed, reconstituted, replaced or has its powers or functions removed (**Defunct**)

Body), means the agency or body which succeeds to the Defunct Body's powers or functions, or performs most closely the functions of the Defunct Body; or

(vi) a rule, schedule or annexure is to a rule of, or schedule or annexure to, this document.

(c) A singular word includes the plural, and vice versa.

2. NAME

The name of the incorporated association is the "Financial Counsellors' Association of Queensland Inc".

3. OBJECTS

The objects of the Association are to:

- (a) identify the financial issues of consumers in the community and develop strategies for assistance;
- (b) establish Financial Counselling as a skilled occupation by:
 - (i) establishing, setting standards of service and training and monitoring accreditation levels of Financial Counsellors;
 - (ii) promoting the study, training and on-going professional development of Financial Counsellors and
 - (iii) promoting financial counselling generally within the community, including establish standards of training and expertise for Financial Counsellors;
- (c) lobby for the provision of adequate and autonomously funded financial counselling services;
- (d) facilitate, liaise and coordinate between various organisations involved in providing Financial Counselling Services to ensure the consistency of service standards between the various organisations;
- (e) develop and maintain standards of service which are consistent with the policies as laid down by the Association;
- (f) provide guidance to Members and representation of the Association with regards to professional standards, ethical obligations and minimum service standards;
- (g) provide a focus and stimulus for change in the areas of consumer law, policy and education.
- (h) encourage a philosophy of financial counselling practice by:
 - (i) enabling clients to gain social and economic control of their lives;
 - (ii) providing information and advice which is independent of any economics consideration of the agency or worker; and
 - (iii) developing consumer advocacy as an integral component of case management.

4. POWERS

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

5. MEMBERSHIP

5.1 Number of Members

The number of Members of each class is unlimited.

5.2 Classes of Members

The membership of the Association consists of the following classes:

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

5.3 Rights of Members

- (a) Each Member shall have benefits and privileges afforded to his or her class of membership as contained in the By-Laws of the Association.
- (b) Schedule 1 of this document outlines the voting rights of each class of Member.

5.4 Admission of Members

- (a) An applicant for membership to the Association must:
 - (i) satisfy the "Qualification & Professional Development" requirements set out in the Association's Accreditation Policy for the class of membership which the person is applying for;
 - (ii) submit a written application to the Association for consideration; and
 - (iii) pay the membership fee to the Association.
- (b) The application for membership must be:
 - (i) signed by the applicant; and

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- (ii) in the form acceptable to the Secretary of the Management Committee.

5.5 Membership Fee

The membership fee for each Member class:

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

5.6 Rejection of New Members

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

5.7 When Membership Ends

- (a) A Member may resign from the Association by giving a written notice of resignation to the Secretary.
- (b) The resignation takes effect at:
 - (i) the time the notice is received by the Secretary; or
 - (ii) if a later time is stated in the notice - the later time.
- (c) The Management Committee may terminate a Member's membership, if the Member:
 - (i) is convicted of an Indictable Offence;
 - (ii) commits an act of fraud;
 - (iii) does not comply with any of these rules or the By-Laws of the Association;
 - (iv) has Lapsed Membership; or
 - (v) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- (d) Except in the circumstances of a Lapsed Membership, before the Management Committee terminates a Member's membership, the committee must give the Member a full and fair opportunity to show why the membership should not be terminated.
- (e) If, after considering all representations made by the Member, the Management Committee decides to terminate the membership, the Secretary must give the Member a written notice of the decision.

5.8 Appeal against rejection or termination of Membership

- (a) Except in the circumstances of a Lapsed Membership, a person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision (**Notice**).

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- (b) A Notice must be given to the Secretary within 1 month after the person receives written notice of the decision.
 - (c) If the Secretary receives a Notice, the Secretary must, within 1 month after receiving the Notice, call a Special General Meeting to decide the appeal.

5.9 Meeting to decide an appeal

- (a) At the Meeting:
 - (i) The applicant and/or Member (as the case may be) must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
 - (ii) The Management Committee including the Management Committee Members 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.
- (b) An appeal must be decided by a majority vote of the Members present and eligible to vote at the meeting.
- (c) If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.

6. MEMBERS' REGISTER

6.1 Obligation to maintain the register

- (a) The Management Committee must keep a register of Members.
- (b) The register must include the following particulars for each Member:
 - (i) the full name of the Member;
 - (ii) the Member's contact details;
 - (iii) the date of admission as a Member;
 - (iv) the date of death or time of resignation of the Member;
 - (v) details about the termination or reinstatement of the Member's membership; and
 - (vi) any other particulars that the Management Committee determines should be included in the register.

6.2 Inspection of the register by Members

- (a) The register is open for inspection by Members.
- (b) Members will be entitled to access the full name and contact details of each Member.

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- (c) Subject to rule 6.2(d), if a Member requires further details of another Member from the register, the Member must apply in writing to the Management Committee requesting either:
- (i) the information to be provided by the Secretary to the Member; or
 - (ii) the right to inspect the register to access additional personal information of a Member.
- (d) The request from the Member must state:
- (i) what information is required; and
 - (ii) the reasons why the Member requires the information.
- (e) If the Management Committee:
- (i) has reasonable grounds for believing the disclosure of the personal information of a Member would put the Member at risk of harm; or
 - (ii) is otherwise unsatisfied with the reasons provided by the Member requesting access,
- the Management Committee may, withhold the information about the Member (other than the Members' full name and membership number).
- (f) Subject to rules 6.2(c), 6.2(d) and 6.2(e), after giving at least five (5) Business Days notice to the Secretary, a Member, at its own cost, is entitled (during normal business hours) to have access to the Members' register or the Secretary, at the direction of the Management Committee will provide the information requested to the Member.

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

- (a) A Member of the Association must not:
- (i) use information obtained from the Association's register to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes which is not related to or directly connected to the Objects of the Association; or
 - (ii) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to another Member for the purpose of advertising for political, religious, charitable or commercial purposes which is not related to or directly connected to the Objects of the Association.
- (b) Sub rule 6.3(a) does not apply if the Management Committee approves the use or disclosure of the information.

7. THE PRESIDENT

7.1 Appointment or election of the President

- (a) The President must:
 - (i) be a Accredited Member;
 - (ii) be elected by the Members, at the Annual General Meeting.
- (b) If a vacancy or Casual Vacancy happens in the office of President, the Management Committee must ensure a President is appointed or elected within one (1) month after the vacancy happens, by:
 - (i) the Vice President assuming the role of the President; or
 - (ii) if the Vice President cannot (for whatever reason) or is unwilling to assume the role of the President, then the Management Committee will elect, by Special Resolution, a Member to act as 'acting President' until the next Meeting where the Members can vote on the appointment of the President.

7.2 Removal of the President

The Members may at a Meeting vote to remove a person appointed to act as the President.

7.3 Role & responsibilities of the President

The role and responsibilities of the President is to:

- (a) lead the Association as the chief elected officer;
- (b) chair the Meetings; and
- (c) provide broad policy guidance to the Management Committee in order to achieve the Association's Objects and to promote the Association's purpose.

8. SECRETARY

8.1 Appointment or election of the Secretary

- (a) The Secretary must:
 - (i) be an Accredited Member or another person with the appropriate qualification or experience, as determined by the Management Committee from time to time;
 - (ii) be elected by the Members, as Secretary, at the Annual General Meeting.
- (b) If a vacancy or Casual Vacancy happens in the office of Secretary, the Management Committee must ensure a Secretary is appointed or elected within one (1) month after the vacancy happens.

8.2 Removal of the Secretary

The Management Committee may at any time remove a person appointed to act as the Secretary.

8.3 Functions of the Secretary

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

- (a) calling Meetings, including preparing a notice of Meeting and determining the business to be conducted at a Meeting in consultation with the President;
- (b) keeping minutes of each Meeting;
- (c) keeping copies of all correspondence and other documents relating to the Association; and
- (d) maintaining the register of Members.

9. THE MANAGEMENT COMMITTEE

9.1 Eligibility of Members

A Member of the Management Committee must:

- (a) be an Accredited Member or an Associate Member of the Association; and
- (b) is eligible to be elected under section 61A of the Act.

9.2 Appointment or election of the Management Committee

- (a) The Management Committee will consist of:
 - (i) a President;
 - (ii) a Vice President;
 - (iii) a Secretary;
 - (iv) a Treasurer;
 - (v) a maximum of 3 Associate Members; and
 - (vi) any other members of the Management Committee elected at the Annual General Meeting.
- (b) At the Association's Annual General Meeting, the members of the Management Committee due for re-election must retire from office, but are eligible, on nomination, for re-election.
- (c) A maximum of 50% of the management committee cannot be (either by way of employment or membership) from any one organisation.
- (d) A minimum of 2 members of the Management Committee must be employed and/or reside outside of South East Queensland.

9.3 Functions of the Management Committee

- (a) Subject to these rules or a resolution of the Members at an Annual General Meeting, the Management Committee has the control of the administration of the affairs, property and funds of the Association.

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- (b) The Management Committee may exercise the power of an individual and may:
- (i) borrow, raise or secure the payment of amounts in a way the Members decide;
 - (ii) secure the amounts mentioned in rule 9.3(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 Association's property, both present and future;
 - (iii) purchase, redeem or pay off any securities issued;
 - (iv) borrow amounts from Members and pay interest on the amounts borrowed;
 - (v) mortgage or charge the whole or part of its property;
 - (vi) issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
 - (vii) provide and pay off any securities issued; and
 - (viii) invest in a way the Members may from time to time decide.
- (c) For sub rule 9.3(b)(iv), 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:
- (i) the financial institution for the Association; or
 - (ii) if there is more than one (1) financial institution for the Association - the financial institution nominated by the Management Committee.

9.4 Election of the Management Committee

A Management Committee Member may only be elected as follows:

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

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

9.5 Term of Appointment

Each Office Bearer of the Management Committee is elected to that office for a maximum term of three (3) consecutive years.

9.6 Management Committee Meetings

- (a) Bi-monthly meetings

A meeting of the Management Committee:

- (i) must be held at least once every two months; and
- (ii) may be held in any manner that the Management Committee Members see fit including 'in person', by telephone conference or by other electronic methods of communication.

- (b) Special meetings

- (i) The Secretary must:

- (A) Call a special meeting of the committee after receiving a written request from a Management Committee Member (**Meeting Request**); and
- (B) Give a written notice of meeting to each Management Committee Member no later than 14 days after the Secretary receives the Meeting Request mentioned in rule 9.6(b)(i)(A) (**Notice**).

- (ii) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

- (iii) The Meeting Request must state:

- (A) the reasons for calling the meeting; and
- (B) the business to be conducted at the meeting.

- (iv) The Notice must state:

- (A) the day, time and place of the meeting; and
- (B) the business to be conducted at the meeting.
- (C) A special meeting of the Management Committee must be held within 14 days after Notice is given to all Management Committee Members.

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- (c) Quorum
- (i) The quorum for the Management Committee meeting is more than 50% of the elected Management Committee Members, as at the close of the last Annual General Meeting.
 - (ii) The quorum must be present for the whole of a meeting.
 - (iii) If there is no quorum within 30 minutes after the time fixed for the meeting called, the meeting is to be adjourned for:
 - (A) at least one (1) day; or
 - (B) another suitable period, determined by the Management Committee Members present at the meeting.
 - (iv) The quorum will not lapse if a Management Committee Member is prohibited by law from being present at all or part of the meeting.
- (d) Voting
- (i) A decision of the Management Committee is to be decided by a majority vote of Management Committee Members present at the meeting and, if the votes are equal, the decision is made in the negative.
 - (ii) The Management Committee may hold meetings, or permit a subcommittee 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.
 - (iii) Subject to rule 9.6(d)(ii), a subcommittee member who participates in the Management Committee meeting is taken to be present at the meeting but cannot vote.

9.7 Resolutions of the Management Committee without a Meeting

- (a) A written resolution signed by each Management Committee Member is as valid and effectual as if it had been passed at a Management Committee Meeting that was properly called and held.
- (b) A resolution mentioned in sub rule 9.7(a) may consist of several documents in like form, each signed by 1 or more Management Committee Members.

9.8 Resignation, removal or vacation of office of a Management Committee Member

- (a) A Management Committee Member may resign from the committee by giving written notice of resignation to the Secretary.
- (b) The resignation takes effect at:
 - (i) the time the notice is received by the Secretary; or
 - (ii) if a later time is stated in the notice - the later time.
- (c) A Management Committee Member may be removed from office at a Special General Meeting if a majority of the Members present and eligible to vote at the meeting vote in favour of removing the Management Committee Member.

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

9.9 Vacancies on the Management Committee

- (a) Subject to rule 7.1(b), if a Casual Vacancy happens on the Management Committee, the continuing Management Committee Members may appoint another Member to fill the vacancy until the next Annual General Meeting.
- (b) The continuing Management Committee Members may act despite a Casual Vacancy.
- (c) However, if the number of committee members is less than the number fixed under rule 9.6(c) as a quorum of the Management Committee, the continuing Management Committee Members may act only to:
 - (i) increase the number of Management Committee members to the number required for a quorum; or
 - (ii) call a Special General Meeting.

9.10 Minutes of Management Committee meetings

- (a) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in minute documentation.
- (b) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be approved by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying the accuracy of the minutes.

10. SUBCOMMITTEES

10.1 Appointment of subcommittees

- (a) The Management Committee may appoint a subcommittee consisting of Members to help with the conduct of the Associations operations.
- (b) The subcommittee must report to the Management Committee.

10.2 Chairperson

- (a) A subcommittee may elect a chairperson for its meetings.
- (b) The chairperson of a subcommittee must be an Accredited Member of the Association.

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- (c) 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 one (1) of their number to be chairperson of the meeting.

10.3 Voting

A decision of a subcommittee is to be decided by a majority vote of members of the subcommittee present at the meeting and, if the votes are equal, the decision is made in the negative.

10.4 Meetings of the subcommittees

A meeting of a subcommittee may be held:

- (a) as and when required; and
- (b) in any manner that the members of the subcommittee see fit including 'in person', by telephone conference or by other electronic methods of communication.

11. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- (a) An act performed by the Management Committee, a subcommittee or a person acting as a Management Committee Member is taken to have been validly performed.
- (b) Sub rule 11(a) applies even if the act was performed when:
 - (i) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
 - (ii) a member of the Management Committee, subcommittee member or person acting as a member of the Management Committee was disqualified from being a Member.

12. ANNUAL GENERAL MEETING

12.1 Calling the Annual General Meeting

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

12.2 Notice of an Annual General Meeting

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

12.3 Business to be conducted at the Annual General Meeting

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

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

13. SPECIAL GENERAL MEETING

13.1 Calling a Special General Meeting

- (a) The Secretary may call a Special General Meeting at any time during the year by giving 14 days written notice to the Members (**Notice**).
- (b) The Secretary must call a Special General Meeting where he or she:
 - (i) is directed to call the meeting by the Management Committee; or
 - (ii) receives a written request (**Request**) signed by:
 - (A) at least 33% of the Management Committee members;
 - (B) at least the number of Members equal to double the number of Management Committee Members , plus one (1); or
 - (C) a Member appealing against the decision of the Management Committee to reject an application for membership or to terminate a Member's membership.
- (c) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.

13.2 Business to be conducted at the Special General Meeting

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

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

14. VOTING AT MEETINGS

14.1 Voting majority

- (a) At the Meeting, each question, matter or resolution, other than a Special Resolution, must be decided by a majority of votes of the Members present.
- (b) Subject to Schedule 1 of this document, each Member present and eligible to vote is entitled to 1 vote only.

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- (c) If the votes are equal, the chairperson has a casting vote.
 - (d) A Member is not entitled to vote at the Meeting if the Member's annual subscription is in arrears at the date of the meeting.

14.2 Secret ballot & method of voting

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

15. QUORUM FOR, AND ADJOURNMENT OF A MEETING

- (a) The quorum for the Meeting must be the number of Members elected or appointed to the Management Committee plus one (1).
- (b) If all Members of the Association are Management Committee Members, the quorum is the total number of Members less one (1).
- (c) No business may be conducted at the Meeting unless there is a quorum of Members when the meeting proceeds to business.
- (d) If there is no quorum within 30 minutes after the time fixed for the Meeting to be held, the meeting is to be adjourned for:
 - (i) at least 30 days; or
 - (ii) another suitable period determined by the Members who are present.
- (e) The quorum will not lapse if a Member is prohibited by law from being present at all or part of the Meeting.
- (f) The Secretary is not required to give the Members a 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.

16. PROCEDURE AT A MEETING

- (a) A Member may take part and vote at a Meeting in person, by proxy, by attorney or by using any technology that reasonably allows the Member to hear and take part in discussions as they happen.
- (b) At each Meeting:
 - (i) the President is to preside as chairperson;
 - (ii) if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Vice President must be chairperson of the meeting; and

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- (iii) the chairperson must conduct the meeting in a proper and orderly way.

17. MINUTES OF MEETINGS

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

18. PROXIES

- (a) Schedule 2 of this document contains the form for appointing a proxy.
- (b) The signed proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (c) Each signed proxy must be given to the Secretary before the start of the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote.
- (d) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (e) The proxy voting option at a Meeting is limited to 2 proxies per Member present and eligible to vote. A Member may not hold or exercise voting in respect of a proxy for more 2 other Members of the Association who have granted the proxy.
- (f) In the event that a Member holds greater than 2 proxies, then the Chairman of the Meeting will be appointed as the default proxy for each proxy held by the Member present and the Chairman must exercise the absent Member's proxy in accordance with the signed proxy form.

19. BY-LAWS

The Management Committee may make, amend or repeal By-Laws of the Association.

20. ALTERATION OF RULES

- (a) Subject to the Act, these rules may be amended, repealed or added to by a Special Resolution carried at the Annual General Meeting or a General Meeting.

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- (b) However an amendment, repeal or addition is valid only if the Chief Executive of the Office of Fair Trading registers it.

21. COMMON SEAL

- (a) The Management Committee must ensure the Association has a common seal.
- (b) The common seal must be:
 - (i) kept securely by the Management Committee; and
 - (ii) used only under the authority of the Management Committee.
- (c) Each instrument to which the seal is attached must be signed by an Management Committee Member and countersigned by:
 - (i) the Secretary;
 - (ii) another Management Committee Member; or
 - (iii) someone authorised by the Management Committee.

22. FUNDS AND ACCOUNTS

- (a) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.
- (b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- (c) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (d) A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- (e) All cheques must be signed by any two (2) of the Management Committee of the Association who have been authorised by the Management Committee to sign cheques issued by the Association, one of which must be the President, the Secretary or the Treasurer.
- (f) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (g) All expenditure must be approved or ratified at a Management Committee meeting.

23. GENERAL FINANCIAL MATTERS

- (a) On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (b) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

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- (c) No part of the income or property of the Association may be paid, transferred either directly or indirectly or distributed (**Prohibited Payment**), by way of dividend, bonus, fee or otherwise, to any of the Members, except for:
- (i) re-imbusement for “out-of pocket” expenses incurred by the Member; or
 - (ii) services rendered to the Association by a Member in a professional or technical capacity, where:
 - (A) the provision of the service has the prior approval of the Management Committee; and
 - (B) the amount payable is not more than an amount which is commercially reasonable as a payment for that service.
- (d) A Prohibited Payment does not include payments made in good faith to any Members for goods supplied in the ordinary and usual course of business which are Reasonable and Proper Payments.

24. DOCUMENTS

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

25. FINANCIAL YEAR

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

26. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- (a) This rule applies if the Association:
 - (i) is wound-up under part 10 of the Act; and
 - (ii) has Surplus Assets.
- (b) The Surplus Assets must not be distributed among the Members.
- (c) The Surplus Assets must be given to another entity:
 - (i) having objects similar to the Association's objects; and
 - (ii) the rules of which prohibit the distribution of the entity's income and assets to its Members.

27. INDEMNITY

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

Schedule 1

Rights of Members

(rule 5.3)

CLASS OF MEMBERSHIP	DETAILS OF RIGHTS
Accredited Member	<ol style="list-style-type: none"> 1. The right to be appointed/elected as a member of the Management Committee. 2. The right to be appointed/elected as a member of a subcommittee. 3. The right to receive a notice of Meeting. 4. The right to vote at a Meeting.
Associate Member	<ol style="list-style-type: none"> 1. The right to be appointed/elected as a member of the Management Committee. 2. The right to be appointed/elected as a member of a subcommittee. 3. The right to receive a notice of Meeting. 4. The right to vote at a Meeting.
Affiliate Member	<ol style="list-style-type: none"> 1. No right to be appointed/elected as a member of the Management Committee. 2. The right to be appointed/elected as a member of a subcommittee. 3. The right to receive a notice of Meeting. 4. No right to vote at a Meeting.

Schedule 2

Proxies

(rule 18)

I

[Insert full name]

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

Appoint

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

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

Date	
Meeting Location:	

Voting on Business of the Meeting

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

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

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

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

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

Signed this _____ day of _____ 20____

SIGNED by **Name of Party:**

Signature of party

Name (BLOCK LETTERS)