
Women Lawyers Association of Queensland Inc Rules

Version: 1

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Model rules

1 Interpretation

1.1 In these rules:

Term	Definition
Act	means the <i>Associations Incorporation Act 1981</i> .
association	has the meaning set out in rule 2.
candidate	has the meaning set out in rule 21.1.
casual vacancy	has the meaning set out in rule 16.7.
Executive Committee	has the meaning set out in rule 19.1.
Management Committee	has the meaning set out in rule 20.1 and 20.2.
Member	unless specifically provided, includes ordinary member, associate member and honorary member.
Present	has the meaning set out in rule 25.6 for management committee meetings and the meaning set out in rule 37.2 for general meetings
proposer	has the meaning set out in rule 8.1.
seconder	has the meaning set out in rule 8.1.
Student Member Representative	means an associate member of the association, elected to the Management Committee.
surplus assets	has the meaning set out in section 92(3) of the Act.
unincorporated association	has the meaning set out in rule 4.3.

1.2 A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2 Name

The name of the incorporated association is Women Lawyers Association of Queensland Inc (the **association**).

3 Objects

The objects of the association are:

- (a) to provide support and information to women in the legal profession;
- (b) to represent, advocate for and promote the interests of women in the legal profession;
- (c) to provide a common meeting ground for women in the legal profession;

- (d) to foster the growth of a corporate spirit among women in the legal profession;
- (e) to provide opportunities for the development and advancement of women in the legal profession;
- (f) to participate in the reform of the law and the administration of the law particularly as affecting women and children;
- (g) to participate in other matters of interest and relevance to the legal profession;
- (h) to seek or receive donations and legacies (whether subject to any special trusts or not) to apply to these objects; and
- (i) to promote the objects of the association in any manner the management committee considers appropriate, and to do things incidental or conducive to the attainment of these objects.

4 Powers

- 4.1 The association has the powers of an individual.
- 4.2 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.
- 4.3 The association may take over the funds and other assets and liabilities of the present unincorporated association known as 'Women Lawyers Association of Queensland' (the **unincorporated association**).
- 4.4 The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

5 Classes of members

- 5.1 The membership of the association consists of:
 - (a) ordinary members;
 - (b) associate members; and
 - (c) honorary members.
- 5.2 The number of ordinary, associate and honorary members is unlimited.
- 5.3 The following persons are eligible for ordinary membership of the association:
 - (a) women who have been admitted to practice as barristers or solicitors of the Supreme Court of any State or Territory of the Commonwealth of Australia; and

- (b) women who hold a degree in law from any university or other tertiary institution within the Commonwealth of Australia; or
 - (c) women who hold a degree in law from any other university or other tertiary institution prescribed by the management committee.
- 5.4 The following persons are eligible for associate membership of the association:
- (a) women who have qualified for admission or who are proceeding to qualify for admission as barristers or solicitors of the Supreme Court of any State or Territory of the Commonwealth of Australia or in any part of the British Commonwealth;
 - (b) women students who are proceeding to a degree in law from any university or other tertiary institution within the Commonwealth of Australia.
- 5.5 An associate member, other than that of the Student Member Representative, has all the privileges of an ordinary member other than those of:
- (a) voting in relation to motions;
 - (b) proposing amendments to these rules; and
 - (c) being nominated, elected or co-opted as a member of the management committee in any position other than that of the Student Member Representative.
- 5.6 An associate member may be co-opted as a member of the research committee or of a sub-committee.
- 5.7 Honorary membership may be conferred by the management committee on any;
- (a) woman in recognition of meritorious work in the legal field; or
 - (b) visiting woman lawyer, on presentation to the secretary in writing of a nomination signed by two members of the association.
- 5.8 An honorary member has the right to vote at meetings of the association and to be elected a member of the management committee. Subject to Rule 10, the management committee may annul the honorary membership of any person at any time.

6 Advocate

- 6.1 An advocate is any person, appointed by the management committee in recognition of their support of the advancement of women in the legal profession, on presentation to the secretary in writing of a nomination signed by the president and two members of the management committee.
- 6.2 An advocate will not form a class of membership and has no privileges of an ordinary, associate and/or honorary member.
- 6.3 The number of advocates that can be appointed is unlimited.

7 Automatic membership

A person who, on the day the association is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the management committee, agrees in writing to become a member of the incorporated association, must be admitted by the management committee:

- (a) to the equivalent class of membership of the association as the member held in the unincorporated association; or
- (b) if there is no equivalent class of membership—as an ordinary member.

8 New membership

8.1 An application for membership of the association must:

- (a) be submitted in writing or by electronic means in the form approved by the management committee; and
- (b) be proposed by one member of the association (the **proposer**) and seconded by another member (the **seconder**).

9 Membership fees

9.1 The membership fee for each ordinary membership and for each other class of membership (if any):

- (a) is the amount decided by the members from time to time at a general meeting; and
- (b) is payable when, and in the way, the management committee decides.

9.2 A member of the incorporated association who, before becoming a member, has paid the members annual subscription for membership of the unincorporated association on or before a day fixed by the management committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the management committee as the day on which the next annual subscription is payable.

9.3 The first subscription is payable upon admission to the association and covers the period of one calendar year from the date of admission. Thereafter subscriptions are due and payable on a yearly basis.

10 Admission and rejection of new members

10.1 The management committee must consider an application for membership at the next committee meeting held after it receives:

- (a) the application for membership; and
- (b) the appropriate membership fee for the application.

10.2 The management committee must decide at the meeting whether to accept or reject the application.

- 10.3 If a majority of the members of the management committee 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.
- 10.4 The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

11 When membership ends

- 11.1 A member may resign from the association by giving a written notice of resignation to the secretary.
- 11.2 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.
- 11.3 The management committee may terminate a members membership if the member:
- (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for at least two months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- 11.4 Before the management committee terminates a members membership, other than for reasons described at 11.3(c), the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 11.5 If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.
- 11.6 A member whose membership fees have been in arrears for at least two months is not eligible for election on the management committee, the research committee or any subcommittee.

12 Appeal against rejection or termination of membership

- 12.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the persons intention to appeal against the decision.
- 12.2 A notice of intention to appeal must be given to the secretary within one month after the person receives written notice of the decision.
- 12.3 If the secretary receives a notice of intention to appeal, the secretary must, within one month after receiving the notice, call a general meeting to decide the appeal.

13 General meeting to decide appeal

- 13.1 The general meeting to decide an appeal must be held within three months after the secretary receives the notice of intention to appeal.
- 13.2 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.
- 13.3 Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 13.4 An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 13.5 If a person whose application for membership has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

14 Register of members

- 14.1 The management committee must keep a register of members of the association.
- 14.2 The register must include the following particulars for each member:
 - (a) the full name of the member;
 - (b) the postal or residential address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or time of resignation of the member;
 - (e) details about the termination or reinstatement of membership;
 - (f) any other particulars the management committee or the members at a general meeting decide.
- 14.3 The register must be open for inspection by members of the association at all reasonable times.
- 14.4 A member must contact the secretary to arrange an inspection of the register.
- 14.5 However, the management committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

15 Prohibition on use of information on register of members

- 15.1 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.

15.2 Subrule 15.1 does not apply if the use or disclosure of the information is approved by the association.

16 Appointment or election of secretary

16.1 The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:

- (a) a member of the association elected by the association as secretary; or
- (b) any of the following persons appointed by the management committee as secretary:
 - (i) a member of the associations management committee;
 - (ii) another member of the association;
 - (iii) another person.

16.2 If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within one month after incorporation.

16.3 If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within one month after the vacancy happens.

16.4 If the management committee appoints a person mentioned in subrule 16.1(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.

16.5 However, if the management committee appoints a person mentioned in subrule 16.1(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.

16.6 If the management committee appoints a person mentioned in subrule 16.1(b)(iii) as secretary, the person does not become a member of the management committee.

16.7 In this rule – **casual vacancy**, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

17 Removal of secretary

17.1 The management committee of the association may at any time remove a person appointed by the committee as the secretary.

- 17.2 If the management committee removes a secretary who is a person mentioned in rule 16.1(b)(i), the person remains a member of the management committee.
- 17.3 If the management committee removes a secretary who is a person mentioned in rule 16.1(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 16.5, the person remains a member of the management committee.

18 Functions of secretary

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

- (a) calling meetings of the 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; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) maintaining the register of members of the association.

19 Membership of the executive committee

- 19.1 The executive committee of the association consists of:
- (a) the president;
 - (b) two vice-presidents;
 - (c) treasurer; and
 - (d) secretary.

20 Membership of management committee

- 20.1 The management committee of the association consists of the executive committee, the Student Member Representative and no more than nine (9) other members the association members elect at an annual general meeting.
- 20.2 The management committee are to meet and decide at the next general meeting following election who will hold the positions of social secretary, media officer, membership co-ordinator, Australian Women Lawyers representative, regional representative and any other positions created for the purpose of administering the association.
- 20.3 The retiring president, if willing to act, shall be ex officio a member of the management committee for the following year.
- 20.4 The office of the president shall not be held by the same member for more than 2 consecutive years. The president will require three years absence from the office of president (but will still be eligible to hold any other executive committee or management committee position), before nominating again for the office of president.

- 20.5 A member of the management committee, other than a secretary appointed by the management committee under rule 16.1(b)(iii), must be a member of the association.
- 20.6 Subject to rule 20.4, at each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
- 20.7 A member of the association may be appointed to a casual vacancy on the management committee under rule 23.

21 Electing the management committee

- 21.1 A member of the management committee may only be elected as follows:
- (a) any one member of the association may nominate another member (the **candidate**) to serve as a member of the management committee;
 - (b) the nomination must be:
 - (i) in writing in a form approved by the management committee; and
 - (ii) signed by the candidate and the member who nominated him or her; and
 - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - (c) each member of the association present and eligible to vote at the annual general meeting may vote for one candidate for each vacant position on the management committee;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 21.2 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 section 61A of the Act.
- 21.3 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 seven days immediately preceding the annual general meeting.
- 21.4 If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 21.5 The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised:
- (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance—the amount of the insurance.

22 Resignation, removal or vacation of office of management committee member

- 22.1 A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- 22.2 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.
- 22.3 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.
- 22.4 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.
- 22.5 A member has no right of appeal against the members removal from office under this rule.
- 22.6 The office of a member of the management committee shall be vacated if the person holding that office:
- (a) dies; or
 - (b) becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or
 - (c) is:
 - (i) convicted of an offence under the *Associations Incorporation Act 1981* (Qld); or
 - (ii) convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine; or
 - (d) has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired.
- 22.7 In this Rule 13, rehabilitation period has the meaning given in the *Criminal Law (Rehabilitation of Offenders) Act 1986* (Qld).
- 22.8 A member absent from three consecutive meetings of the management committee without leave granted by the president ceases to be a member of the management committee.

23 Vacancies on management committee

- 23.1 If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- 23.2 The continuing members of the management committee may act despite a casual vacancy on the management committee.

- 23.3 However, if the number of committee members is less than the number fixed under rule 26.1 as a quorum of the management committee, the continuing members may act only to:
- (a) increase the number of management committee members to the number required for a quorum; or
 - (b) call a general meeting of the association.

24 Functions of management committee

- 24.1 Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- 24.2 The management committee 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.
- 24.3 The management committee 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; and
 - (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; and
 - (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - (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.
- 24.4 For subrule 24.3(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 one financial institution for the association—the financial institution nominated by the management committee.

25 Meetings of management committee

- 25.1 Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.

- 25.2 The management committee must meet at least once every four months to exercise its functions.
- 25.3 The management committee must decide how a meeting is to be called.
- 25.4 Notice of a meeting is to be given in the way decided by the management committee.
- 25.5 The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 25.6 A committee member who participates in the meeting as mentioned in subrule 25.5 is taken to be present at the meeting.
- 25.7 A question arising at a management committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 25.8 A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- 25.9 The president is to preside as chairperson at a management committee meeting.
- 25.10 If there is no president or if the president is not present within ten minutes after the time fixed for a management committee meeting, the members may choose one of their number to preside as chairperson at the meeting.

26 Quorum and adjournment of management committee meeting

- 26.1 At a management committee meeting, no less than five of the members elected or appointed to the management committee as at the close of the last general meeting of the members form a quorum.
- 26.2 If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- 26.3 If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee:
 - (a) the meeting is to be adjourned for at least one day; and
 - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- 26.4 If, at an adjourned meeting mentioned in subrule 26.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

27 Special meeting of management committee

- 27.1 If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.

- 27.2 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 27.3 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.
- 27.4 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.
- 27.5 A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

28 Minutes of management committee meetings

- 28.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book, which can be maintained electronically.
- 28.2 To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

29 Appointment of subcommittees

- 29.1 The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the associations operations.
- 29.2 The management committee may delegate the whole or part of its powers to a subcommittee (or subcommittees).
- 29.3 A subcommittee may only exercise delegated powers in the way the management committee decides.
- 29.4 A subcommittee member may attend management committee meetings but if the subcommittee member is not a member of the management committee they are not entitled to vote at a management committee meeting.
- 29.5 A subcommittee may elect a chairperson of its meetings.
- 29.6 If a chairperson is not elected, or if the chairperson is not present within ten minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- 29.7 A subcommittee may meet and adjourn as it considers appropriate.
- 29.8 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.

- 29.9 The president is ex-officio a member of any subcommittee.
- 29.10 A subcommittee must submit all documents, including reports and papers, for consideration by the management committee prior to publication.

30 Acts not affected by defects or disqualifications

- 30.1 An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- 30.2 Subrule 30.1 applies even if the act was performed when:
- (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
 - (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

31 Resolutions of management committee without meeting

- 31.1 A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 31.2 A resolution mentioned in subrule 31.1 may consist of several documents in like form, each signed by one or more members of the committee.

32 First annual general meeting

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

33 Subsequent annual general meetings

Each subsequent annual general meeting must be held:

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

34 Business to be conducted at annual general meeting

- 34.1 The business to be transacted at every annual general meeting shall be:
- (a) the receiving of a report from the president, secretary and treasurer, and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year;
 - (b) the receiving of either:
 - (i) an auditor's report upon the books and accounts for the preceding financial year; or

- (ii) a signed statement of the accountant, authorised person or President regarding the bookkeeping processes of the association and financial statement for the preceding financial year,

whichever is required for the association in accordance with *Associations Incorporation Act 1981* (Qld);

- (c) the declaration of the results of the election of members of the management committee; and
- (d) the appointment of either:
 - (i) an auditor; or
 - (ii) an accountant; or
 - (iii) an approved person,

whichever is required for the association in accordance with the *Associations Incorporation Act 1981* (Qld).

34.2 In this rule 34, audit report, auditor, accountant and approved person have the meaning given to those terms in Part 6 Division 2 of the *Associations Incorporation Act 1981* (Qld).

35 Notice of general meeting

- 35.1 The secretary may call a general meeting of the association.
- 35.2 The secretary must give at least 14 days notice of the meeting to each member of the association.
- 35.3 If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 35.4 The management committee may decide the way in which the notice must be given.
- 35.5 However, notice of the following meetings must be given in writing:
 - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision:
 - (i) to reject the person's application 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.
- 35.6 A notice of a general meeting must state the business to be conducted at the meeting.
- 35.7 If an election of the management committee or any member of the management committee form part of the business of the meeting, the notice must state the last day for the receipt of nominations.

36 Quorum and adjournment of general meeting

- 36.1 The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association's last general meeting plus one.
- 36.2 However, if all members of the association are members of the management committee, the quorum is the total number of members less one.
- 36.3 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 36.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- 36.5 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association:
- (a) the meeting is to be adjourned for at least seven days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- 36.6 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 36.7 If a meeting is adjourned under subrule 36.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 36.8 The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 36.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- 36.10 In this rule –
- "member"** includes a person attending as a proxy or representing a corporation that is a member.

37 Procedure at general meeting

- 37.1 A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 37.2 A member who participates in a meeting as mentioned in subrule 37.1 is taken to be present at the meeting.
- 37.3 At each general meeting:
- (a) the president is to preside as chairperson; and

- (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one of their number to be chairperson of the meeting; and
- (c) the chairperson must conduct the meeting in a proper and orderly way.

38 Voting at general meeting

- 38.1 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.
- 38.2 Each member present and eligible to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 38.3 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.
- 38.4 The method of voting is to be decided by the management committee.
- 38.5 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 38.6 If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- 38.7 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.

39 Special general meeting

- 39.1 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 management committee; or
 - (b) being given a written request signed by:
 - (i) at least 33% of the number of members of the management committee when the request is signed; or
 - (ii) at least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus one; or
 - (c) being given a written notice of an intention to appeal against the decision of the management committee:
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- 39.2 A request mentioned in subrule 39.1(b) must state:
 - (a) why the special general meeting is being called; and

- (b) the business to be conducted at the meeting.
- 39.3 A special general meeting must be held within three months after the secretary:
- (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in subrule 39.1(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule 39.1(c).
- 39.4 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

40 Proxies

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

Women Lawyers Association of Queensland 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

- 40.2 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.
- 40.3 A proxy may be a member of the association or another person.
- 40.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 40.5 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.
- 40.6 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

- 40.7 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

Women Lawyers Association of Queensland 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 [*strike out whichever is not wanted*]
 the following resolutions:
 [*list relevant resolutions*]

41 Minutes of general meetings

- 41.1 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, which can be maintained electronically.
- 41.2 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.
- 41.3 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.
- 41.4 The association may require the member to pay the reasonable costs of providing copies of the minutes.

42 By-laws

- 42.1 The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- 42.2 A by-law may be set aside by a vote of members at a general meeting of the association.

43 Alteration of rules

- 43.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 43.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

44 Common seal

- 44.1 The management committee must ensure the association has a common seal.
- 44.2 The common seal must be:
 - (a) kept securely by the management committee; and
 - (b) used only under the authority of the management committee.
- 44.3 Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by:
 - (a) the secretary; or
 - (b) another member of the management committee; or
 - (c) someone authorised by the management committee.

45 Funds and accounts

- 45.1 The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- 45.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 45.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 45.4 A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- 45.5 If a payment of \$100 or more is made by cheque or electronic transfer, the cheque must be signed, or in the case of electronic transfer authorised, by any two of the executive committee.
- 45.6 However, one of the persons who signs the cheque or authorises the electronic transfer must be the president, the secretary or the treasurer.
- 45.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 45.8 A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- 45.9 All expenditure must be approved or ratified at a management committee meeting.

46 General financial matters

- 46.1 As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a financial statement containing particulars of:
- (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 46.2 All such financial statements shall be examined in accordance with the provisions of the *Associations Incorporation Act 1981* (Qld) and be presented to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such examination was made.
- 46.3 In accordance with the provisions of the *Associations Incorporation Act 1981* (Qld) the party examining the financial statements under sub rule (10) must prepare a signed audit report or statement, whichever is applicable.
- 46.4 If required by the *Associations Incorporation Act 1981* (Qld), within one month after the financial statement and signed statement or audit report are received by a general meeting in accordance with rule 34, the following must be lodged with the Chief Executive:
- (a) a copy of the financial statement for the reportable financial year:
 - (i) as adopted at the annual general meeting of the association, signed and dated by the President or treasurer; or
 - (ii) as presented to the annual general meeting of the association, if it is not adopted at the meeting, signed and dated by the President or treasurer; and
 - (b) a copy of the signed audit report or statement, whichever is required in accordance with the *Associations Incorporation Act 1981* (Qld); and
 - (c) a return in the approved form; and
 - (d) any fees prescribed under a regulation.
- 46.5 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

47 Documents

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

48 Financial year

The financial year of the association closes on the last day of December in each year.

49 Distribution of surplus assets to another entity

- 49.1 This rule applies if the association:
- (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- 49.2 The surplus assets must not be distributed among the members of the association.
- 49.3 The surplus assets must be given to another entity:
- (a) having objects similar to the association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- 49.4 In this rule – **surplus assets** see section 92(3) of the Act.

50 Dispute resolution

- 50.1 All members and the management committee must in good faith try to resolve between themselves any dispute arising out of or in relation to these rules or any by-laws, policy or procedure for the Association.
- 50.2 If, after attempting to resolve a dispute between themselves, the parties cannot agree on a solution to the dispute, a party may make a formal complaint (the Dispute Notice) to the management committee which must:
- (a) be in writing;
 - (b) identify the complaint and the issue to be resolved; and
 - (c) advise whether a resolution to the issue has been sought as between the parties themselves.
- 50.3 Upon receipt of a Dispute Notice the Secretary must advise the complainant that the Dispute Notice has been received and forward a copy of the Dispute Notice to the party against who the complaint is made, within 14 days of receipt of the Dispute Notice:
- (a) seeking a response from the party against who the complaint is made; and
 - (b) seeking 'without prejudice' an early resolution to the complaint.
- 50.4 In the event that an early resolution of the complaint is not possible, the Secretary must refer the complaint to an independent mediator.
- 50.5 The mediator will assess the merit of the complaint and contact both parties to the dispute to determine if the complaint can be resolved through a mediation process.
- 50.6 In the event that the mediation is successful, the parties to the dispute will sign a statement to that effect which will be held at the office of the Association for a period of seven years.

- 50.7 In the event that the mediation under Rule 31(6) is unsuccessful, the Secretary will appoint an Arbitrator.
- 50.8 The Arbitrator will be an independent person with expertise in dispute resolution. Their role is to provide the means for the determining of the dispute between the parties and refer their findings to the management committee.
- 50.9 The management committee will consider the Arbitrator's findings and will determine the necessary action required to address the complaint.
- 50.10 Each party to the dispute will bear its own costs in relation to resolution of the dispute.
- 50.11 The cost of mediation will be borne by the Association.
- 50.12 The cost of arbitration will be borne by the Association, except where the Arbitrator considers the complaint to be frivolous or vicious, in which case the costs of arbitration will be borne by the complainant.
- 50.13 Unless a party has first complied with this clause, either party to a dispute must not commence court proceedings in relation to a dispute arising out of or in relation to these rules or any policy, procedure or code of practice of the Association.