



Rosies Youth Mission Inc

CONSTITUTION

CONSOLIDATED VERSION

REPLACED WITH MODEL RULES OF ACNC V.6 (ADAPTED)

*incorporating amendments to
6th November 2018*

RULES

OF

ROSIES YOUTH MISSION INC

PREAMBLE

Rosies is a community of faith filled people who have taken on the Missionary Oblate Charism to show God's love among the poor and most abandoned. Through their prayer and practical Christianity, they hope to further the Kingdom of God in a secular world.

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1 Interpretation

- 1) In these rules—

Act means the *Associations Incorporation Act 1981*.

Present—

- (a) at a management committee meeting, see rule 23(6); or
- (b) at a general meeting, see rule 34(2).

Australian Provincial means the member of the association who holds the office of the Australian Provincial of The Congregation of the Missionary Oblates of Mary Immaculate from time to time.

Oblates of Mary Immaculate means a religious congregation within the Roman Catholic Church.

- 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 Rosies Youth Mission Inc. (*the association*).

3 Objects

The charitable objects of the association are to provide benevolent relief to people in need, including abandoned and homeless people, and irrespective of gender, race, or creed (in the spirit of Saint Eugene de Mazenod and the Oblates of Mary Immaculate within the Catholic tradition).

4 Non-Profit Association

- 1) The assets and income of the association shall be applied solely in furtherance of the objects in rule 3 and no portion shall be distributed directly or indirectly to the members of the association except:
 - (a) as bona fide compensation for services rendered or expenses incurred on behalf of the association; or
 - (b) in furtherance of the charitable objects of the association.

5 Powers

- 1) The association has the powers of an individual.
- 2) The association may, for example:
 - (a) enter into contracts; and
 - (b) purchase, take on lease or in exchange, hire and otherwise acquire, hold, deal with and dispose of any lands, buildings, easements or property, real and personal; and
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary, convenient or incidental to be done in carrying out its affairs for the purposes of, or capable of being conveniently used in connection with, any of the objects of the association;
- 3) The association may enter any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the association; to obtain from any such Government or Authority any rights, privileges and concessions which the association may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

- 4) The association may appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the association;
- 5) The association may remunerate any person or body corporate for services rendered, or to be rendered in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- 6) The association may construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the objects of the association, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- 7) The association may invest and deal with the money of the association not immediately required in such manner as may from time to time be thought fit subject to Section 21 of the Trusts Act 1973-1986;
- 8) The association may take, or otherwise acquire, secured debentures or other secured securities of any company or body corporate; In furtherance of the objects of the association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- 9) The association may borrow or raise money in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- 10) The association may draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 11) The association may in furtherance of the objects of the association sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the association;
- 12) The association may take or hold mortgages, liens or charges, secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the association's property of whatsoever kind sold by the association, or any money due to the association from purchasers and others;
- 13) The association may take any gift of property whether subject to any special trust or not, for any one or more of the objects of the association but subject always to the proviso in rule 5(2);
- 14) The association may take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for procuring contributions to the funds of the association, in the shape of donations, annual subscriptions or otherwise provided the raising of funds is done in a manner which minimises the risk of loss, or the incurring of liabilities, by the association;
- 15) The association may print and publish any newspapers, periodicals, books or leaflets that the association may think desirable for the promotion of its objects;
- 16) The association may make donations for charitable or community purposes;

- 17) The association may do all things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the association.

6 Classes of members

- 1) The membership of the association shall consist of Oblate members, ordinary members, and any of the following classes of members— life members and honorary life members
- 2) A person shall only be eligible to be an Oblate member of the association if that person is also a member of the Australian Province of The Missionary Oblates of Mary Immaculate by reason of membership of the: -
 - Corporation of the Congregation of the Oblate of Mary Immaculate;
 - Oblate of Mary Immaculate Property Association Victoria;
 - Oblate Fathers of South Australia Incorporated;
 - Congregation of the Oblates of Mary Immaculate Incorporated; or
 - Trustees of the Oblate Fathers.
- 3) A person shall only be eligible to be an ordinary member if that person satisfies eligibility criteria determined by the management committee from time to time.
- 4) A person shall only be eligible to be a life member if they are an Oblate member or ordinary member and they meet the criteria laid down by the management committee from time to time.
- 5) A person shall only be eligible to be an honorary life member if they are not an Oblate member or ordinary member and they meet the criteria laid down by the management committee from time to time.
- 6) The number of ordinary members is unlimited.

7 Membership

- 1) Every applicant for Oblate membership of the association shall be proposed by one Oblate member of the association and seconded by another Oblate member. The application for membership shall be made in writing, signed by the applicant and his/her proposer and seconder and shall be in such form as the management committee from time to time prescribes.
- 2) Every applicant for ordinary membership of the association shall be proposed by an Oblate member or ordinary member of the association and seconded by another Oblate member or ordinary member. The application for membership shall be made in writing, signed by the applicant and his/her proposer and seconder and shall be in such form as the management committee from time to time prescribes.
- 3) Every applicant for life membership and honorary membership of the association shall be proposed by an Oblate member or ordinary member of the association, and seconded by another Oblate member or ordinary member. The application for membership shall be made in writing, signed by the applicant and his/her proposer and seconder and shall be in such form as the management committee from time to time prescribes.

8 Membership Fees

- 1) The membership fees for members shall be such sum as the members shall from time to time at any general meeting so determine.
- 2) A financial member at any material time is a member who is not then indebted to the organisation in respect of any annual subscription or levy or other payment whatsoever.
- 3) Life members and honorary life members are exempt from membership fees.

9 Admission and rejection of new members

- 1) The management committee must consider an application for membership at the next committee meeting held after it receives—
 - (a) the application for membership; and
 - (b) the appropriate membership fee for the application.
- 2) The management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management committee considers the persons application, the person is advised—
 - (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance—the amount of the insurance.
- 3) The management committee must decide at the meeting whether to accept or reject the application.
- 4) 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.
- 5) 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.

10 When membership ends

- 1) A member may resign from the association by giving a written notice of resignation to the secretary.
- 2) The resignation takes effect at—
 - (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- 3) The membership of an Oblate member of the association shall immediately terminate upon that member ceasing to be a member of the Catholic Missionary Order of the Oblates of Mary Immaculate of the Vice Province of Australia.
- 4) The management committee may terminate a member's 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 2 months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- 5) 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.
- 6) 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 Appeal against rejection or termination of membership

- 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.
- 2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- 3) If the secretary receives a notice of intention to appeal, the secretary must, within 3 months after receiving the notice, call a general meeting to decide the appeal.

12 General meeting to decide appeal

- 1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- 2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 3) Also, the 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.
- 4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 5) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

13 Register of members

- 1) The management committee must keep a register of members of the association.
- 2) The register must include the following particulars for each member—
 - (a) the full name of the member;
 - (b) the postal or residential address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or time of resignation of the member;
 - (e) details about the termination or reinstatement of membership;
 - (f) any other particulars the management committee or the members at a general meeting decide.
- 3) The register must be open for inspection by members of the association at all reasonable times.
- 4) A member must contact the secretary to arrange an inspection of the register.
- 5) However, the management committee may, on the application of a member of the 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.

14 Prohibition on use of information on register of members

- 1) A member of the association must not—
 - (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or

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

15 Membership of Management Committee

- 1) Unless determined otherwise by a general meeting of members of the association, the management committee of the association shall consist of not less than 4 and not more than 8 persons as follows: -
 - (a) at least one but not more than 2 Oblate members as elected at the annual general meeting of the association by the Oblate members;
 - (b) subject to rule 15(5), at least 2 ordinary members as elected in accordance with these Rules by the members of the association; and
 - (c) ex-officio members as nominated by those members of management committee elected under rule (a) and rule (b) and as elected at the annual general meeting.
- 2) The Management committee of the association shall appoint the following officers from among their number a president, a vice-president, a secretary and a treasurer provided that the secretary may hold any other office in the association, other than auditor, at the same time.
- 3) Pursuant to rule 15(b), election of ordinary members of the management committee shall take place in the following manner: -
 - (a) at each annual general meeting of the association, one-half the number of ordinary members who are members of the management committee being the longest serving of such ordinary member shall retire but shall be eligible for re-election as members of the management committee;
 - (b) subject to provisions of the Associations Incorporation Act 1981, any ordinary member of the association shall be at liberty to nominate to serve as a member of the management committee;
 - (c) a nomination, which shall be in writing and must be signed by the member and a proposer and seconder, must be lodged with the secretary at least 14 days before the annual general meeting at which the election is to take place;
 - (d) a list of candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the association for the last 7 days immediately preceding the annual general meeting;
 - (e) balloting lists shall be prepared, if necessary, containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for the number of such candidates equal to the relevant number of vacancies;

- (f) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- 4) Despite any other provision of this Constitution, an ordinary member who is an employee of the association is not eligible for election to the management committee.

16 Appointment or election of secretary

- 1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
 - (a) 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.
- 2) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- 3) If the management committee appoints a person mentioned in subrule (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.
- 4) However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- 5) If the management committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the management committee.
- 6) In this rule— *casual vacancy*, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies, takes temporary leave of absence or otherwise stops holding office.

17 Removal of secretary

- 1) The management committee of the association may at any time remove a person appointed by the committee as the secretary.
- 2) If the management committee removes a secretary who is a person mentioned in rule 16(1)(b)(i), the person remains a member of the management committee.
- 3) If the management committee removes a secretary who is a person mentioned in rule 16(1)(b)(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

- 1) 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 Resignation, removal, or vacation of office of management committee member

- 1) An Oblate member who is a member of the management committee may be removed at any time by the Oblate member who holds the office of Australian Provincial of the Congregation of the Missionary Oblates of Mary Immaculate.
- 2) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- 3) 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.
- 4) With the exception of Oblate members who are members of the management committee, 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.
- 5) 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.
- 6) A member has no right of appeal against the member's removal from office under this rule.
- 7) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

20 Vacancies on management committee

- 1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- 2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- 3) However, if the number of committee members is less than the number fixed under rule 24(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.

21 Functions of management committee

- 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.
- 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.

Note:

The Act prevails if the associations rules are inconsistent with the Act—see section 1B of the Act.

- 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.
 - (i) shall keep the Australian Provincial of The Congregation of the Missionary Oblates of Mary Immaculate informed of all major initiatives proposed to be undertaken by the association, prior to the implementation of any such initiative.
- 4) For sub rule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
- (a) the financial institution for the association; or
 - (b) if there is more than 1 financial institution for the association—the financial institution nominated by the management committee.

22 Right of Veto

- 1) Despite Clause 21 and any other provision in these Rules, if the Australian Provincial of The Congregation of the Missionary Oblates of Mary Immaculate determines at any stage that the management committee or the members of the association are departing from the objects, interests or philosophy of the association, the Australian Provincial of the Congregation of the Missionary Oblates of Mary Immaculate is entitled to veto any decision or resolution of the: -
 - (a) management committee; or
 - (b) the members of the association in general meeting, as the case may be.
- 2) Any decision or veto so made shall have the effect that the decision or resolution is null and void and was never made.
- 3) Despite any other provision in these Rules, this Rule 22 may only be amended or rescinded with consent of at least 75% of those members who are Oblate members.

23 Meetings of management committee

- 1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- 2) The management committee must meet at least once every 2 months to exercise its functions.
- 3) The management committee must decide how a meeting is to be called.
- 4) Notice of a meeting is to be given in the way decided by the management committee.
- 5) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

- 6) A committee member who participates in the meeting as mentioned in sub rule (5) is taken to be present at the meeting.
- 7) A question arising at a 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 chairman shall have a casting vote.
- 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.
- 9) The president is to preside as chairperson at a management committee meeting.
- 10) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

24 Quorum for, and adjournment of, management committee meeting

- 1) At a management committee meeting, more than 50% of the members, elected to the committee (of whom one must be an Oblate member) as at the close of the last general meeting of the members, form a quorum.
- 2) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- 3) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee—
 - (a) the meeting is to be adjourned for at least 1 day; and
 - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- 4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

25 Special meeting of management committee

- 1) The secretary must convene a special general meeting when directed to do so by the management committee; or
- 2) 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.; or
- 3) On the requisition of the Oblate member who holds the Office of Australian Provincial of the Congregation of the Missionary Oblates of Mary Immaculate; or
- 4) On being given a notice in writing of an intention to appeal against the decision of the management committee to reject an application for membership or to terminate the membership of any person.
- 5) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 6) 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.
- 7) 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.

- 8) 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.

26 Minutes of management committee meetings

- 1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
- 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.

27 Delegation of Power

- 1) The management committee may delegate any of its powers to any member or to a sub-committee consisting of such members of the association as the management committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the management committee.
- 2) A sub-committee may elect a chairperson of its meetings. If no such chairperson is elected, or if at any meeting the chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting.
- 3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes, of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

28 Appointment of subcommittees

- 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.
- 2) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- 3) A subcommittee may elect a chairperson of its meetings.
- 4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 5) A subcommittee may meet and adjourn as it considers appropriate.
- 6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

29 Acts not affected by defects or disqualifications

- 1) An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- 2) Subrule (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.

30 Resolutions of management committee without meeting

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

31 Annual general meetings

- 1) Each annual general meeting must be held—
 - (a) at least once each year; and
 - (b) within 6 months after the end date of the association's reportable financial year.
- 2) The business to be conducted at every annual general meeting shall be:
 - (a) receiving of the management committee's report and the statement of income, expenditure, assets and liabilities, and mortgages, charges and securities affecting the property of the association for the preceding financial year
 - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year
 - (c) the election of members of the management committee and
 - (d) the appointment of an auditor

32 Notice of general meeting

- 1) The secretary may call a general meeting of the association.
- 2) The secretary must give at least 21 days' notice of the meeting to each member of the association.
- 3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 4) The management committee may decide the way in which the notice must be given.
- 5) However, notice of the following meetings must be given in writing—
 - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision—
 - i. to reject the person's application for membership of the association; or
 - ii. to terminate the person's membership of the association;
 - (b) a meeting called to hear and decide a proposed special resolution of the association.
- 6) A notice of a general meeting must state the business to be conducted at the meeting.

33 Quorum for, and adjournment of, general meeting

- 1) At any general meeting, the number of members require to constitute a quorum shall be at least 5 members at least 3 of whom are not members of the management committee.
- 2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy.
- 3) 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.
- 4) 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 7 days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.

- 5) 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.
- 6) If a meeting is adjourned under sub rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 7) 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.
- 8) 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.

34 Procedure at general meeting

- 1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- 3) At each general meeting—
 - (a) the president is to preside as chairperson; and
 - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

35 Voting at general meeting

- 1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- 2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 4) The method of voting is to be decided by the management committee.
- 5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- 7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

36 Special general meeting

- 1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—
 - (a) being directed to call the meeting by the 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 1; or

- (c) being given a written notice of an intention to appeal against the decision of the management committee—
 - i. to reject an application for membership; or
 - ii. to terminate a person's membership.
 - (d) on the requisition of the Oblate member who holds the Office of Australian Provincial of the Congregation of the Missionary Oblates of Mary Immaculate; or
- 2) A request mentioned in subrule (1)(b) must state—
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
 - 3) A special general meeting must be held within 3 months after the secretary—
 - (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in subrule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
 - 4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

37 Proxies

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

ROSIES YOUTH MISSION INC.
 I, _____ of _____, being
 a member of the association, appoint _____
 of _____
 as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to
 be held on the _____ day of _____
 20____
 and at any adjournment of the meeting.
 Signed this _____ day of _____ 20____. _____
 Signature

- 2) The instrument appointing a proxy must—
 - (a) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or
 - (b) if the appointor is a corporation—
 - i. be under seal; or
 - ii. be signed by a properly authorised officer or attorney of the corporation.
- 3) A proxy may be a member of the association or another person.
- 4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 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—

ROSIES YOUTH MISSION 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*]

38 Minutes of general meetings

- 1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- 2) To ensure the accuracy of the minutes—
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- 3) If asked by a member of the association, the secretary must, within 28 days after the request is made—
 - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- 4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

39 By-laws

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

40 Alteration of rules

- 1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 2) However, an amendment, repeal or addition is valid only if it is registered by the chief executive.
- 3) The members must not pass a special resolution that amends these rules if passing it causes the association to no longer be charitable.

41 Common seal

- (1) The management committee must ensure the association has a common seal.
- (2) The common seal must be (a) kept securely by the management committee; and (b) used only under the authority of the management committee.
- (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.

42 Funds and accounts

- 1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.

- 2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 4) All amounts payable by the association may be paid by cheque drawn upon the Association's bank accounts or may be paid in such manner as approved from time to time by the management committee.
- 5) All amounts paid by cheque or EFT shall be signed by any 2 of the following—
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) other persons who have been authorised by the management committee
- 6) Clause 42(5) is subject to the delegations of authority as set by the management committee from time to time
- 7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 8) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- 9) All expenditure must be approved or ratified at a management committee meeting.

43 General financial matters

- 1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

44 Documents

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

45 Financial year

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

46 Distribution of surplus assets to another entity

- (1) Subject to rule 46(2), if the association is:
 - (a) wound-up under part 10 of the Act; and
 - (b) has surplus assets,
 then the surplus assets must be given to another charitable fund, authority or institution:
 - (c) having charitable objects similar to the association's charitable objects; and
 - (d) the rules of which prohibit the distribution of the entity's income and assets to its members at least to the same extent as the association; and
 - (e) gifts to which may be income tax deductible.
- (2) If the association is endorsed as a deductible gift recipient, then:
 - (a) upon the revocation of its endorsement as a deductible gift recipient; or
 - (b) upon its winding up under part 10 of the Act,
 any surplus assets must be transferred to another charitable fund, authority or institution:
 - (c) having charitable objects similar to the association's charitable objects; and

- (d) the rules of which prohibit the distribution of the entity's income and assets to its members at least to the same extent as the association; and
 - (e) gifts to which may be income tax deductible.
- (3) The surplus assets must not be distributed among the members of the association.
- (4) In this rule— *surplus assets* see section 92(3) of the Act.

47 Enforceability

These rules are intended to be binding on members of the association and enforceable by courts in Queensland.