



NATIONAL INTERIOR PLANTSCAPE ASSOCIATION INC.

CONSTITUTION AND RULES

1 NAME OF ASSOCIATION:

- 1.1 The name of the association is “National Interior Plantscape Association Inc.” (In the Rules called “the Association” or “The Interior Plantscape Association”).

2 OBJECTS:

- 2.1 To further the interests and professionalism of the Interior Plantscape Industry in the state of Queensland and the Commonwealth of Australia generally.
- 2.2 To co-operate, and where appropriate, affiliate with related organizations in Australia and overseas.
- 2.3 To encourage and support trade-displays, seminars, symposiums or any function, which could be educational, not only for our members but also for the general public.
- 2.4 To liaise with all Federal, State and Local Governments, Semi-Government or other bodies in regard to any proposed activity related to our Industry.
- 2.5 To promote education within the Industry through liaison with TAFE colleges and other tertiary institutions.
- 2.6 To keep members informed on subjects of interest to the Interior Plantscape Industry (e.g. new products, processes etc.).
- 2.7 To foster the development of an Australian wide organisation of Interior Plantscape Industries through monitoring innovation and trends.

3 POWERS:

- 3.1 The powers of the Association are:-
- 3.2 To subscribe to become a member of and co-operate with any other Association, Club or Organization whether incorporated or not, whose objects are altogether or in part similar to those of the Association’s provided that the Association shall not subscribe to or support with its fund any Club or Organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 23 (10).

- 3.3 In furtherance of the objectives of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.
- 3.4 To purchase, take on, lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any right or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objectives of the Association. Provided that in case the Association shall take or hold any property, which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 3.5 To enter into any arrangement with any Government or Authority that is incidental or conducive to the attainment of the objectives and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Associations may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 3.6 To 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.
- 3.7 To remunerate any person or body corporate for services rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities or the incorporated Association or in the furtherance of it's objectives.
- 3.8 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interest 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.
- 3.9 To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- 3.10 To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- 3.11 In furtherance of the objectives of the Association to lend and advance money or give credit to any person or body corporate to guarantee and give guarantees or

indemnity for the payment of money or the performances of contractual obligations by any person or body corporate, and otherwise to assist any person or body corporate.

- 3.12 To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise, to represent or secure any moneys and further advances borrowed 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 payoff any such securities.
- 3.13 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 3.14 In furtherance of the objectives of the Association to 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
- 3.15 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price or any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- 3.16 To take any gift of property whether subject to any special trust or not, for any one or more of the objectives of the Association but subject always to the proviso in sub-rule (4).
- 3.17 To take steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to be funds of the Association in the shape of donations, annual subscriptions or otherwise.
- 3.18 To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objectives;
- 3.19 In furtherance of the objectives of the Association to amalgamate with any one or more incorporated associations having objectives altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its members to an extent at least as great as that imposed upon the Association under or by virtue of rule 23 (10).

- 3.20 In furtherance of the objectives of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated Associations with which the Association is authorized to amalgamate.
- 3.21 In furtherance of the objectives of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Associations with any one or more of the incorporated Associations with which the Associations is authorized to amalgamate.
- 3.22 To make donations for patriotic, charitable or community purposes.
- 3.23 To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- 3.24 To do all such other things as are incidental or conducive to the attainment of the objectives and the exercise of the powers of the Associations.

4 **CLASS OF MEMBERS:**

- 4.1 The membership of the Association shall consist of the following classes of members:
 - 4.1.1 **Ordinary Members** - Any company, firm, partnership or individual which derives some or all of its income from Interior Plantscape and or its related industries
 - 4.1.2 **Honorary Members** - Any individual who the Committee appoints in accordance with Clause 4.4
 - 4.1.3 **Life Members** - Any individual who the Committee appoints in accordance with Clause 4.5
 - 4.1.4 **Associate Members** - Any company, firm, partnership, individual, association, student or graduate that want to become a member and does not qualify for Ordinary Membership
 - 4.1.5 Classifications and conditions pertaining to each class of membership will be, as the members shall from time to time at any General Meeting so determine.
- 4.2 Only Ordinary, Honorary and Life members have voting rights at General Meetings.

- 4.3 Every company, firm or partnership referred to in Clause 4.1.1 above shall nominate members of the company, firm or partnership or such body who shall, subject to the approval of the Committee, be deemed to be the representatives of the said company, firm or partnership or body.
- 4.4 The Committee may, in its sole discretion, appoint any person to be an Honorary Member of the Association and shall, in making such appointment, consider such special contribution as may have been made by that person to the Industry or the community in order to entitle them to honorary membership. The Committee may at any time, without giving any reason for so doing, cancel the membership of such Honorary Member.
- 4.5 The Committee may, upon a member establishing continuous membership for not less than twenty (20) years, appoint that member a Life Member of the Association.
- 4.6 There shall be no limit upon the membership of the classes set out in Clauses
- 4.7 4.1.1 and 4.1.3. The number of Honorary Members shall be limited to not more than twenty (20) at any one time.

5 **MEMBERSHIP:**

- 5.1 Any application for membership shall be made in writing, signed by the applicant and shall be in such form as the Management Committee from time to time prescribes.

6 **MEMBERSHIP FEES:**

- 6.1 The membership fees for each class of membership shall be such sum, as the members shall from time to time at any general meeting so determine.
- 6.2 The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

7 **ADMISSION AND REJECTION OF MEMBERS:**

- 7.1 At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall there upon determine upon the admission or rejection of the applicant.
- 7.2 Any applicant who receives a majority of the vote of the members of the Management Committee present at the meeting at which such application is being

considered shall be accepted as a member to the class of membership as determined by the Management Committee.

- 7.3 Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

Upon acceptance of a person as a member of the Associations, the member is deemed to have agreed to comply with the Association's Code of Ethics, which provides as follows:

- 7.3.1 To uphold the aims and objectives of the Association encouraging a spirit of harmony and co-operation with my fellow members and to promote and support the policies and principles of our Association.
- 7.3.2 To enhance and foster the professional and ethical practice in the rendering of my services to bring honour and dignity to the Interior Plantscape Industry.
- 7.3.3 To maintain the highest standard of honesty and integrity to my clients and fellow members.
- 7.3.4 To encourage educational development and training and the research into new methods and techniques and improve the quality of the workmanship.
- 7.3.5 To strenuously work for preservation of my Industry to stimulate the free enterprise system and assist in the framing of legislation proposals for the sustainable benefit of my Industry and those we serve.
- 7.3.6 I assume these responsibilities freely and mindful of my obligations to serve the Association and thus enrich the overall industry through dedication and service.

8 **TERMINATION OF MEMBERSHIP**

- 8.1 A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

8.2 If a member:

- 8.2.1 Is convicted of an indictable offence; or
- 8.2.2 Fails to comply with any of the provisions of these Rules; or
- 8.2.3 Has membership fees in arrears for a period of two months or more; or
- 8.2.4 Conducts himself/herself in a manner considered to be injurious or prejudicial to the character or interests of the Association or
- 8.2.5 Consistently breaches the Association's Code of Ethics.
- 8.2.6 The Management Committee shall consider whether his or her membership shall be terminated.

8.3 The member concerned shall be given a full and fair opportunity of presenting his case and if the Management Committee resolves to terminate his membership, it shall instruct the secretary to advise the member in writing accordingly.

8.4 Upon the termination of membership, and subject to the provisions of Clause 9 herein, the terminated member shall immediately cease to advertise any association with, or membership of, this Association.

9 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP:

9.1 A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of his/her intention to appeal against the decision of the Management Committee.

9.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt by him of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his/her case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meetings.

9.3 Where a person, whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

10 REGISTER OF MEMBERS:

- 10.1 The Management Committee shall cause a Register to be kept in which shall be entered the names and residential and/or registered address of all persons, firms and companies admitted to membership of the Association and the dates of their admission.
- 10.2 Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership or any further particulars as the Management Committee or the Members at any General Meeting may require from time to time.
- 10.3 The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

11 MEMBERSHIP OF MANAGEMENT COMMITTEE:

- 11.1 The Management Committee of the Association shall consist of a President; Vice President, Secretary, Treasurer and other members as the members of the Association at any General Meeting may from time to time elect or appoint.
- 11.2 At the Annual General Meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- 11.3 The election of officers and other members of the Management Committee shall take place in the following manner:-
- 11.3.1 Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee.
- 11.3.2 The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the Secretary at least fourteen days before the Annual General Meeting at which the election is to take place.
- 11.3.3 Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.

11.3.4 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.

11.4 Sub-Committees shall be formed at the Management Committee's discretion.

12 **RESIGNATION FROM MANAGEMENT COMMITTEE:**

12.1 Any member of the Management Committee may resign from membership of the Management Committee at any time giving notice in writing to the Secretary, but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date, or such member may be removed from office at a General Meeting of the Association where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such a General Meeting.

13 **VACANCIES OF MANAGEMENT COMMITTEE:**

13.1 The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management committee until the next Annual General Meeting.

13.2 The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee. But if their number is reduced below the number fixed by or pursuant to those rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or for summoning a General Meeting of the Association, but for no other purpose.

14 **FUNCTIONS OF THE MANAGEMENT COMMITTEE:**

14.1 Except as otherwise provided by these rules and subject to resolution of the members of the Association carried at any General Meeting the Management Committee:

14.1.1 Shall have the general control and management of the administration of the affairs, property and funds of the Associations; and

14.1.2 Shall have authority to interpret the meaning of these Rules and any matter relating to the Association upon which these Rules are silent.

14.2 The management committee may exercise all the powers of the Association:-

14.2.1 To borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property both present and future, and to purchase, redeem or pay off any such securities.

14.2.2 To borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane or overdrawn accounts on money lent whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association and to provide and pay off any such securities; and

14.2.3 To invest in such manner as the members of the Associations may from time to time determine.

15 **MEETINGS OF MANAGEMENT COMMITTEE:**

15.1 The Management Committee shall meet at least once every three calendar months to exercise its function.

15.2 A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such a special meeting is being convened and the nature of the business to be transacted thereat.

15.3 At every meeting of the Management Committee a "simple majority" of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last General Meeting of the members, shall constitute a quorum.

- 15.4 Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings, as it thinks fit. Provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 15.5 A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereat, and if he does so vote his vote shall not be counted.
- 15.6 Not less than fourteen days notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 15.7 The President shall preside as chairperson at every meeting of the management committee, or if there is no President, or at any meeting he is not present within 10 minutes after the time appointed for holding the meeting, the Vice President shall be Chairperson or if the Vice President is not present at the then the members may choose one of their number to be Chairperson of the meeting.
- 15.8 If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- 16 **SUB-COMMITTEES:**
- 16.1 The Management Committee may delegate any of its powers to a Sub-Committee consisting of such members of the Association as the Management Committee thinks fit. Any 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.
- 16.2 The Sub-Committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if 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.

16.3 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.

17 VALIDITY OF ACTIONS:

17.1 All acts done by any meeting of the Management Committee or of a Sub-Committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

18 RESOLUTIONS:

18.1 A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form; each signed by one or more members of the Management Committee.

19 ANNUAL GENERAL OR GENERAL MEETINGS:

19.1 The first General Meeting shall be held at such time and at such place as the Management Committee may determine.

19.2 The Annual General Meeting shall be held within three months of the close of the financial year.

19.3 The business to be transacted at every Annual General Meeting shall be:-

19.3.1 the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;

19.3.2 the receiving of the auditor's report upon the books and accounts for the preceding financial year;

19.3.3 the election of members of the Management Committee; and

- 19.3.4 the appointment of an auditor.
- 19.4 The secretary shall convene a special general meeting:-
- 19.4.1 when directed to do so by the Management Committee; or
- 19.4.2 on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such a special General Meeting is being convened and the nature of the business to be transacted thereat; or
- 19.4.3 on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application or membership of any person.
- 19.5 At any General Meeting the number of members required to constitute a quorum shall be the number of members presently on the Management Committee plus one.
- 19.6 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 or as representing a corporation which is a member.
- 19.7 If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present the meeting, if convened upon, the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the ordinary members present shall be a quorum.
- 19.8 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the thirty days or more, notice of the adjourned meeting shall be given as in the case of

an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 19.9 The Secretary shall convene all General Meetings of the Association by giving not less than fourteen days notice of any such meeting to the members of the Association.
- 19.10 The Management Committee shall determine the manner by which such notice shall be given. Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Management Committee, shall be given in writing. Notice of a General Meeting shall be given in writing. Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat.
- 19.11 Unless otherwise provided by these rules, at every General Meeting:-
- 19.11.1 the President shall preside as Chairperson, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting;
 - 19.11.2 the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
 - 19.11.3 every question, matter or resolution shall be decided by a majority of votes of the ordinary members present;
 - 19.11.4 every ordinary member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote. Provided that no member shall be entitled to vote at any General Meeting if his annual subscription is more than one month in arrears at the date of the meeting;
 - 19.11.5 voting shall be by show of hands or a division of members, unless not less than one-fifth of the members' present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as he shall

determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot is demanded;

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

ASSOCIATION

I,..... of,

being a member of the above named Association, hereby appoint

.....of.....,

or failing him,

.....of.....



as my proxy to vote for me on my behalf at the (annual) General Meeting of the Association, to be held on the day of _____ 20____, and at any adjournment thereof.

Signed this day of _____ 20____

Signature: _____ This form to be used in favour of/against the resolution.

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

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19.11.9 the instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and

19.11.10 the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial ordinary member who previously applies to the secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every General Meeting or the Chairperson of the next succeeding General Meeting. Provided that the minutes of any Annual General Meeting or the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting or Annual General Meeting.

20 **BY-LAWS:**

20.1 The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

21 **ALTERATION OF RULES:**

21.1 Subject to the provisions of the Associations Incorporations Act, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting; provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Director-General, Department of Justice, Brisbane.

22 **COMMON SEAL:**

- 22.1 The Management Committee shall provide for a Common Seal and for its safe custody. The common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee for the purpose.

23 FUNDS AND ACCOUNT:

- 23.1 The funds of the Association shall be banked in the name of the Association in such a bank as the Management Committee may from time to time direct.
- 23.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in the books of a like nature.
- 23.3 All moneys shall be banked as soon as practicable after receipt thereof.
- 23.4 All amounts of twenty dollars or over shall be paid by cheques signed by any two of the President, Secretary, Treasurer or other member authorised from time to time by the Management Committee.
- 23.5 Cheques shall be crossed “not negotiable” except those in payment of wages, allowances or petty cash recouplements which may be open.
- 23.6 The Management Committee shall determine the amount of petty cash, which shall be kept on the impress system.
- 23.7 All expenditure shall be approved or ratified at a Management Committee meeting.
- 23.8 As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:-
- 23.8.1 The income and expenditure for the financial year just ended; and
 - 23.8.2 The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 23.9 All such statements shall be examined by the auditor who shall present his report upon such audit to the secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- 23.10 The income and property of the Association whence so ever derived shall be used and applied solely in the promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or

amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

24 DOCUMENTS:

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

25 FINANCIAL YEAR:

- 25.1 The financial year of the Association shall close on the 31st day of December in each year.

26 DISTRIBUTION OF SURPLUS ASSETS:

- 26.1 If the Association shall be wound up in accordance with the provisions of the Association Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 23 (10), such institution or institutions to be determined by the members of the Association.

END OF CONSTITUTION