The Constitution of the Vietnam Veterans Federation of Australia Queensland Branch Inc.

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 37(2).

(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

(1) The name of the incorporated association is the Vietnam Veterans Federation of Australia Queensland Branch Inc. Hereinafter called **the Queensland Branch**.

(2) The Vietnam Veterans Federation of Australia Queensland Branch Inc. trades as the Veterans Support Group.

3 Objectives

a) The objectives for which the Queensland Branch is established are –

i. To take over and acquire all assets, undertakings, rights and liabilities of the unincorporated body known as the **VIETNAM VETERANS'FEDERATION, QUEENSLAND BRANCH.**

ii. To support and comply with the principles and objectives of The Disability Services Act and Regulations 2006.

iii. To assist members and their dependants in cases where a member or a child of a member has, or appears to have, any disability which is or in any way may be connected with special service rendered by a member in the Navy, Army or Air Force.

iv. The relief of poverty, sickness, suffering, distress, misfortune, destitution or helplessness to persons who are recognisably in need of relief.

v. To fulfil our objectives without purpose of private gain for particular reasons.

vi. To establish and conduct our objectives for the benefit of Veterans, their families and dependant and past or present members of the Armed Services and their dependants.

vii. The relief is available without discrimination to any Veterans, their families and dependants and past or present members of the Armed Service and their dependants.

viii. To investigate, collect and collate material to:

a) identify the nature of chemicals used in Vietnam; and

b) investigate where, when and in what quantities chemicals were used in Vietnam.

ix. Promote and further cooperate in the achievements of the above objectives and, to that end, bring together in committee and conference representatives of Government Departments, Statutory Authorities, Voluntary Organisations, centres for Higher Learning or Scientific Research or any individuals or organisations.

x. To promote and assist the development of all aspects of the welfare of members who are serving personnel or ex-service personnel in pursuing any objectives which are now or hereinafter may be deemed to be charitable.

xi. To promote and carry out, or assist in the promotion of surveys, reports and submissions related to the needs of the members and service personnel or ex-service personnel.

xii. To develop and inform public opinion on matters related to the above objectives or any of them by promoting or arranging or providing for or assisting to promote or arrange or provide for the holding of exhibitions, meetings, lectures, seminars or films consistent with the objectives of the Queensland Branch.

xiii. To compile, print and publish, or to assist in the compilation, printing or publication of such materials as would further the objectives of the Queensland Branch.

xiv. To provide an advisory service on matters pertaining to the health and welfare of members and to assist their dependants and descendants.

xv. To organise, prepare and collate, or to assist in the organisation, preparation and collation of, information, knowledge and expertise relating to the welfare of members generally and in the furtherance of the above objectives or any of them.

xvi. Maintain and coordinate the activities of sub-branches throughout Queensland as the Queensland Branch may from time to time determine.

xvii. To accept payment of fees from members and sub-branches, and donations, whether of real or personal estate, and devise and bequest for all or any of the purposes aforesaid, and so far as permitted by law to dispose of or to lease and accept surrenders of leases of and manage all real estate (including lease-holds) so received and not required or capable of being occupied for the purpose of the Queensland Branch shall take or hold and deal with same in such manner as allowed by law, having regard to such trust.

xviii. To invest and deal with any of the monies or other assets of the Queensland Branch not immediately required upon such securities and in such manner as the Queensland Branch may determine.

xix. To invest and deal in real estate and to hold property for the purpose of furthering all or any of the objectives of the Queensland Branch.

xx. To purchase, take lease, or in exchange, hire or otherwise acquire, any real or personal property or any rights or privilege, which the Queensland Branch may think necessary or convenient for any of the purposes of the Queensland Branch.

xxi. To, with a majority approval of a general meeting, borrow or raise money in such manner as the Queensland Branch may think fit, for any of its objectives and in particular by mortgages or other securities, upon all or any of the property of the Queensland Branch present or future.

xxii. To establish and accept Trusts having for their objectives the welfare and benefit of any member of the Queensland Branch and its sub-branches, or for any dependant or descendant of members, to enable the Queensland Branch to more effectively obtain the objectives hereinbefore mentioned.

xxiii. To do all such other lawful things as are conducive or incidental to the attainment of any of the above objectives.

xxiv. To pay out of the funds of the Queensland Branch all expenses of and incidental to the formation thereof, its management, and the carrying out of its objectives, including the payment of salaries to persons employed by it.

xxv. To make by-laws in accordance with this Constitution.

xxvi. To engage in charitable fundraising in accordance with the State of Queensland Collections Act and the Minister responsible for the administration of the Collections Act 1966, and Regulations.

xxvii. The Queensland Branch shall comply with all Queensland and Federal Government legislation and put in place all requirements of relevant legislation.

b) The Queensland Branch shall not pursue political or social issues not directly connected with the welfare of those eligible for membership of the Queensland Branch or other veterans and their families.

4 Powers

(1) The Queensland Branch has the powers of an individual.

(2) The Queensland Branch may, for example –

a) enter into contracts; and
b) acquire, hold, deal with and dispose of property; and
c) make charges for services and facilities it supplies; and
d) do other things necessary or convenient to be done in carrying out its affairs.

(3) Queensland Branch may take over the funds and other assets and liabilities of the present unincorporated association known as the Vietnam Veterans Federation of Australia Queensland Branch Inc. (the ***unincorporated association***).

(4) Queensland Branch may also issue secured and unsecured notes, debentures and debenture stock for Queensland Branch.

5 Classes of members

(1) The membership of the Queensland Branch consists of **Ordinary Members**, and any of the following classes of members – [*the names of the classes (if any) should be stated fully*] **Associate Members** and **Life Members**.

(2) The number of Ordinary Members is unlimited.

(3) The number of Associate Members shall be limited to **less than** 20% of the total membership of the Queensland Branch. Associate membership may be prioritized to people with relevant skills and commitment to assist the Queensland Branch to best achieve its Objectives – Rule 3(a) and (b).

(4) The Queensland Branch may award Life Membership/s in accordance with the terms and conditions of its By-Laws.

6 Automatic membership

A person who, on the day Queensland Branch 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 Queensland Branch as the member held in the unincorporated association; or
b) if there is no equivalent class of membership – as an ordinary member.

7 New membership

(1) An applicant for membership of the Queensland Branch must be proposed by 1 member of the Queensland Branch (the ***proposer***) and seconded by another member (the ***seconder***).

(2) An application for membership must be –

a) in writing; and
b) signed by the applicant and the applicants proposer and seconder; and
c) in the form decided by the management committee.

8 Membership fees

(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.

(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 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 Queensland Branch, and before the management committee considers the persons application, the person is advised –

a) whether or not the Queensland Branch has public liability insurance; and
b) if the Queensland Branch 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 Queensland Branch 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 Queensland Branch 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 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 2 months; or
d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Queensland Branch.

(4) Before the management committee terminates a members membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
(5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

11 GRIEVANCE PROCEDURE

11A 1. This rule sets out a grievance procedure for dealing with a dispute under the rules between parties as mentioned in section 47A(1) of the Act.

2. To remove any doubt, it is declared that the grievance procedure cannot be used by a person whose membership has been terminated if the rules provide for an appeal process against termination.

3. A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute:

a) to the other party; and

b) if the other party is not the management committee, to the management committee.

4. If 2 or more members initiate a grievance procedure in relation to the same subject matter, the management committee may deal with the disputes in a single process and the members must choose 1 of the members (also the aggrieved party) to represent the members in the grievance procedure.

5. Subject to rule 17B, the parties to the dispute must, in good faith, attempt to resolve the dispute.

6. If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the association's secretary to refer the dispute to mediation.

7. Subject to rule 17B, if the aggrieved party asks the association's secretary to refer the dispute to mediation under subrule (6), the management committee must refer the dispute within 14 days after the request

GRIEVANCE PROCEDURE NOT CONTINUED IN PARTICULAR CIRCUMSTANCES

11B 1. This rule applies if—

a) a member initiates a grievance procedure in relation to a dispute and the association or association's management committee is the other party to the dispute; or

b) the aggrieved party asks the association's secretary to refer the dispute to mediation under rule 17A(6).

2.The management committee does not have to act under rule 17A(5) or (7) if—

a) the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the management committee grounds for taking disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure; or

b) before the grievance procedure was initiated, a process had started to take action under the rules against the aggrieved party or terminate the aggrieved party's membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process; or

c) the dispute relates to an obligation under the Liquor Act 1992 or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the association, or to refuse to serve liquor to the aggrieved party at the premises; or

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

APPOINTMENT OF MEDIATOR

11C 1. If a dispute under rule 17A is referred to mediation

a) the parties to the dispute must choose a mediator to conduct the mediation; or

b) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be

i) for a dispute between a member and another member-a person appointed by the management committee; or

ii) for a dispute between a member and the management committee or the association-an accredited mediator or a mediator appointed by the director of the dispute resolution centre.

2. An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.

3. If subrule (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

CONDUCT OF MEDIATION

11D 1. If a mediator is appointed under rule 17A, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.

2. Subrule (1) does not apply if the mediator is the director of a dispute resolution centre.

3. The mediator—

a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and

b) must comply with natural justice; and

c) must not act as an adjudicator or arbitrator; and

d) during the mediation, may see the parties, with or without their representatives, together or separately.

4. The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the time required under subrule (1)

5. The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.

6. If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

REPRESENTATION FOR GRIEVANCE PROCEDURE

11E 1. A party to a dispute may appoint any person to act on behalf of the party in the grievance procedure.

2. If a party appoints a person under subrule (1) to be the party's representative, the party must give written notice of the appointment to each of the following entities—

a) the other party to the dispute;

b) the management committee;

c) if a mediator has been appointed before the party appoints the representative—the mediator.

3. A representative who acts for a party at a mediation must—

a) have sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and

b) be authorised to negotiate an agreement for the party.

ELECTRONIC COMMUNICATION FOR GRIEVANCE PROCEDURE

11F Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agrees.

12 Repealed 26 Mar 2024.

13 Register of members

(1) The management committee must keep a register of members of the Queensland Branch.
(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 Queensland Branch 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 Queensland Branch, 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 Queensland Branch must not –

a) use information obtained from the register of members of the Queensland Branch to contact, or send material to, another member of the Queensland Branch 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 Queensland Branch for the purpose of advertising for political, religious, charitable or commercial purposes.

(2) Subrule (1) does not apply if the use or disclosure of the information is approved by the Queensland Branch.

15 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 Queensland Branch elected by the Queensland Branch as secretary; or
b) any of the following persons appointed by the management committee as secretary –
    i. a member of the Queensland Branch's management committee;
    ii. another member of the Queensland Branch;
    iii. another person.

(2) If the Queensland Branch has not elected an interim officer as secretary for the Queensland Branch before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the Queensland Branch within 1 month after incorporation.

(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 Queensland Branch within 1 month after the vacancy happens.

(4) If the management committee appoints a person mentioned in sub-rule (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.

(5) However, if the management committee appoints a person mentioned in sub-rule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.

(6) If the management committee appoints a person mentioned in sub-rule (1)(b)(iii) as secretary, the person does not become a member of the management committee.

(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.

16 Removal of secretary

(1) The management committee of the Queensland Branch 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 15(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 15(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 15(5), the person remains a member of the management committee.

17 Functions of secretary

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

a) calling meetings of the Queensland Branch, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Queensland Branch; and
b) keeping minutes of each meeting; and

c) keeping copies of all correspondence and other documents relating to the Queensland Branch; and
d) maintaining the register of members of the Queensland Branch.

18 Membership of management committee

(1) The management committee of the Queensland Branch consists of a president, treasurer, secretary (or secretary/treasurer), vice-president and ordinary committee members. The total number of members on the management committee of the Queensland Branch shall be a minimum of 5 and a maximum of 9 members.
(2) A member of the management committee, other than a secretary appointed by the management committee under rule 15(1)(b)(iii), must be an Ordinary Member of the Queensland Branch except for a maximum of two (2) Associate Members. Associate Members (a maximum of 2) elected to the Committee cannot be elected to or hold the positions of President, Vice President and or Treasurer.
(3) At each annual general meeting of the Queensland Branch, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
(4) A member of the Queensland Branch may be appointed to a casual vacancy on the management committee under rule 21.

19 Electing the management committee

(1) A member of the management committee may only be elected as follows –
a) any 2 members of the Queensland Branch may nominate another member (the ***candidate***) to serve as a member of the management committee;
b) the nomination must be –
i. in writing; and
ii. signed by the candidate and the members who nominated him or her; and
iii. given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
c) each member of the Queensland Branch present and eligible to vote at the annual general meeting may vote for 1 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.

(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.

(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 Queensland Branch for at least 7 days immediately preceding the annual general meeting.
(4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
(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 Queensland Branch has public liability insurance; and
b) if the Queensland Branch has public liability insurance – the amount of the insurance.

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

(1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
(2) The resignation takes effect at –
a) the time the notice is received by the secretary; or
b) if a later time is stated in the notice – the later time.

(3) A member may be removed from office at a general meeting of the Queensland Branch if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
(4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
(5) A member has no right of appeal against the members removal from office under this rule.
(6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

21 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 Queensland Branch 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 Queensland Branch.

22 Functions of management committee

(1) Subject to these rules or a resolution of the members of the Queensland Branch 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 Queensland Branch.
(2) The management committee has authority to interpret the meaning of these rules and any matter relating to the Queensland Branch 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 Queensland Branch's rules are inconsistent with the Act – see section 1B of the Act.
(3) The management committee may exercise the powers of the Queensland Branch –

a) to borrow, raise or secure the payment of amounts in a way the members of the Queensland Branch 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 Queensland Branch in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Queensland Branch's 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 Queensland Branch; and
g) to provide and pay off any securities issued; and
h) to invest in a way the members of the Queensland Branch may from time to time decide.

(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 Queensland Branch; or
b) if there is more than 1 financial institution for the Queensland Branch – the financial institution nominated by the management committee.

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 4 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 question is decided in the negative.
(8) A member of the management committee must not vote on a question about a contract or proposed contract with the Queensland Branch 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 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 sub-rule (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) 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.

(2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

(3) A request for a special meeting must state –

a) why the special meeting is called; and

b) the business to be conducted at the meeting.

(4) A notice of a special meeting must state –

a) the day, time and place of the meeting; and

b) the business to be conducted at the meeting.

(5) A special meeting of the 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 Appointment of subcommittees

(1) The management committee may appoint a subcommittee consisting of members of the Queensland Branch considered appropriate by the committee to help with the conduct of the Queensland Branch's 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.

28 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) Sub-rule (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.

29 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 sub-rule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

30 First annual general meeting

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

31 Subsequent annual general meetings

Each subsequent annual general meeting must be held –

a) at least once each year; and

b) within 6 months after the end date of the Queensland Branch's reportable financial year.

32 Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations

(1) This rule applies only if the Queensland Branch is –

a) a level 1 incorporated association; or

b) a level 2 incorporated association to which section 59 of the Act applies; or

c) a level 3 incorporated association to which section 59 of the Act applies.

(2) The following business must be conducted at each annual general meeting of the Queensland Branch –

a) receiving the Queensland Branch's financial statement, and audit report, for the last reportable financial year;

b) presenting the financial statement and audit report to the meeting for adoption;

c) electing members of the management committee;

d) for a level 1 incorporated association – appointing an auditor or an accountant for the present financial year;

e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies – appointing an auditor, an accountant or an approved person for the present financial year.

33 Business to be conducted at annual general meeting of other level 2 incorporated associations

(1) This rule applies only if the Queensland Branch is a level 2 incorporated association to which section 59A of the Act applies.

(2) The following business must be conducted at each annual general meeting of the Queensland Branch –

a) receiving the Queensland Branch's financial statement, and signed statement, for the last reportable financial year;

b) presenting the financial statement and signed statement to the meeting for adoption;

c) electing members of the management committee;

d) appointing an auditor, an accountant or an approved person for the present financial year.

34 Business to be conducted at annual general meeting of other level 3 incorporated associations

(1) This rule applies only if the Queensland Branch is a level 3 incorporated association to which section 59B of the Act applies.

(2) The following business must be conducted at each annual general meeting of the Queensland Branch –

a) receiving the Queensland Branch's financial statement, and signed statement, for the last reportable financial year;

b) presenting the financial statement and signed statement to the meeting for adoption;

c) electing members of the management committee.

35 Notice of general meeting

(1) The secretary may call a general meeting of the Queensland Branch.

(2) The secretary must give at least 14 days' notice of the meeting to each member of the Queensland Branch.

(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 to terminate the person's membership of the Queensland Branch;
b) a meeting called to hear and decide a proposed special resolution of the Queensland Branch.

(6) A notice of a general meeting must state the business to be conducted at the meeting.

36 Quorum for, and adjournment of, general meeting

(1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the Queensland Branch's last general meeting plus 1.

(2) However, if all members of the Queensland Branch are members of the management committee, the quorum is the total number of members less 1.

(3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

(4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the Queensland Branch, the meeting lapses.

(5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the Queensland Branch –

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.

(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.

(7) 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.

(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.

(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.

37 Procedures 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 sub-rule (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.

38 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.

39 Special general meeting

(1) The secretary must call a special general meeting by giving each member of the Queensland Branch 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 Queensland Branch equal to double the number of members of the Queensland Branch 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.

(2) A request mentioned in sub-rule (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 sub-rule (1)(b); or
c) is given the written notice of an intention to appeal mentioned in sub-rule (1)©.

(4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

40 Proxies

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

[*Name of association]*:
I, of , being
a member of the Queensland Branch, appoint
of
as my proxy to vote for me on my behalf at the (annual) general meeting of the Queensland Branch, to
be held on the day of 20
and at any adjournment of the meeting.
Signed this day of 20 .

(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 Queensland Branch 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 –

[*Name of association*]:
I, of , being
a member of the Queensland Branch, appoint
of
as my proxy to vote for me on my behalf at the (annual) general meeting of the Queensland Branch, 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

(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 Queensland Branch that is a general meeting or annual general meeting, verifying their accuracy.

(3) If asked by a member of the Queensland Branch, 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 Queensland Branch may require the member to pay the reasonable costs of providing copies of the minutes.

42 By-laws

(1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Queensland Branch.

(2) A by-law may be set aside by a vote of members at a general meeting of the Queensland Branch.

43 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.

44 Common seal

(1) The management committee must ensure that the Common Seal of the Vietnam Veterans' Federation of Australia Queensland Branch Inc. must be –

a) kept securely by the management committee; and

b) used only under the authority of the management committee.

(2) 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

(1) The funds of the Queensland Branch must be kept in an account in the name of the Queensland Branch 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 Queensland Branch.

(3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.

(4) A payment by the Queensland Branch of $100 or more must be made by cheque or electronic funds transfer.

(5) If a payment of $100 or more is made by cheque, the cheque must be signed by any 2 of the following:--

a) the president;

b) the secretary;

c) the treasurer;

d) any 1 of 3 other members of the Queensland Branch who have been authorised by the management committee to sign cheques issued by the Queensland Branch.

(6) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.

(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.

46 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 Queensland Branch must be used solely in promoting the Queensland Branch's objects and exercising the Queensland Branch's powers.

47 Documents

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

48 Financial year

The end date of the Queensland Branch's financial year is [*insert date*] in each year.

49 Distribution of surplus assets to another entity

(1) This rule applies if the Queensland Branch –

a) is wound-up under part 10 of the Act; and

b) has surplus assets.

(2) The surplus assets must not be distributed among the members of the Queensland Branch.

(3) The surplus assets must be given to another entity –

a) having objects similar to the Queensland Branch's objects; and

b) the rules of which prohibit the distribution of the entity's income and assets to its members.

(4) In this rule – ***surplus assets*** see section 92(3) of the Act.

Peter Handy, JP(Qual)
President
16/04/2024

Peter Cameron, OAM(Mil)
Secretary/Treasurer
16/04/2024