

**CONSTITUTION**  
**OF**  
**PARKINSON'S QUEENSLAND INC.**

Embodying amendments approved by members at  
Annual General Meeting 16<sup>th</sup> October 2010 and  
those amendments approved by members at  
Special General Meeting 1<sup>st</sup> June 2019.

**Registration of Amendment of Rules**

Dated: 24<sup>th</sup> July 2019  
Incorporation Number: IA00930  
Document Number: 3863590

**Approval of Rules (Collections Act 1966)**

Dated: 24<sup>th</sup> July 2019  
Organisation Number: CH0998  
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## 1. NAME

The name of the incorporated association shall be Parkinson's Queensland Inc., hereinafter called "PQI".

## 2. DEFINITIONS

**Deductible Contribution** means a deductible contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the ITAA 97 in relation to a fundraising event held for the principal purpose of the company;

**Gift** means a gift of money or property as described in item 1 of the table in section 30-15 of the ITAA 97;

**Indemnified Officer** means:

(a) Each person who is or has been a Management Committee member or officer of PQI; and

(b) Any other officers or former officers of PQI as the members of the Management Committee in each case decide;

**ITAA 97** means the Income Tax Assessment Act 1997 (Cth);

**Parkinson's Disease and related disorders** means Parkinson's Disease and disorders such as Dystonia, Multiple System Atrophy, Progressive Supranuclear Palsy, Essential Tremor and Restless Legs Syndrome.

## 3. OBJECTS

3.1 The principal object of PQI is:

(a) to alleviate the distress experienced by people who suffer from Parkinson's Disease or related disorders in Queensland:

(i) by offering information and assistance to people affected and, where appropriate, conducting a needs assessment and referral to appropriate support service providers;

(ii) by working collaboratively with other community service providers and allied health professionals to ensure that people living with Parkinson's Disease or related disorders are able to access appropriate support services;

(iii) by providing training, information and education to people with Parkinson's Disease or related disorders, their carers and community service providers to facilitate better service delivery to those affected;

(iv) by increasing public awareness of Parkinson's Disease and related disorders so as to provide greater public understanding of the impact of these illnesses and the limitations and special needs of those affected;

(v) by encouraging research into the cause and treatment of Parkinson's Disease and related disorders; and

(b) to raise funds and do all other acts and things as may be deemed reasonably necessary or incidental to the carrying out of the above objects.

## **4. POWERS**

4.1 PQI has the powers of an individual.

4.2 PQI 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) establish and maintain support groups in response to community needs and in accordance with PQI Policies and Procedures; and
- (e) do other things necessary or convenient to be done in carrying out its affairs.

4.3 The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

## **5. CLASSES OF MEMBERS**

5.1 The membership of PQI shall be in one of the Classes of Members defined below:

(a) Individual Membership

- (i) Any individual person who is affected by or has an interest in the well-being of people with Parkinson's Disease or related disorders, who is prepared to comply with the provisions of this Constitution, and who joins on their own behalf, shall be eligible to become a member upon payment or tender of the prescribed annual fee. Individual Members have voting rights at General Meetings.
- (ii) The number of Individual Memberships shall be unlimited.

(b) Family Membership

- (i) Family Membership shall be available to any two people from the same family providing one nominated address for postage who support the objects set out in this Constitution upon payment or tender of the prescribed annual fee. Each will have the rights of an individual member but will share some member services.
- (ii) The number of Family Memberships shall be unlimited.

(c) Life Membership

- (i) As of 1 July 2019, PQI will no longer confer Life Membership. For the avoidance of doubt, any members who were Life Members prior to 1 July 2019 remain Life Members.
- (ii) A Life Member, has all the privileges of an Individual Member, without payment of the annual subscription. A Life Member shall be subject to all the provisions of this Constitution.
- (iii) The number of Life Memberships shall be limited to the number of Life Members entered in the register of members as at 1 July 2019.

(d) Family Life Membership

- (i) As of 1 July 2019, PQI will no longer confer Family Life Membership. For the avoidance of doubt, any members who were Family Life Members prior to 1 July 2019 remain Family Life Members.
- (ii) Family Life Members have the rights of an individual member but will share some services.
- (iii) Membership in this category shall operate during the lifetime of each of the Family Life Members named in the register of members as at 1 July 2019.
- (iv) The number of Family Life Memberships shall be limited to the number of Honorary Family Life Members entered in the register of members as at 1 July 2019.

(e) Honorary Membership

- (i) The Management Committee has the sole right to nominate persons on whom Honorary Membership should be conferred for some special or outstanding service to PQI. On receiving the written consent of any such person to become an Honorary Member, the Management Committee shall submit the nomination to a subsequent general meeting and the person shall be deemed to be elected if the nomination is approved by a majority of those present and voting. An Honorary Member has all the privileges of an Individual Member.

(f) Associate Membership

- (i) Any individual person who is affected by or has an interest in the well-being of people with Parkinson's Disease or related disorders, and who is prepared to comply with the provisions of this Constitution, shall be eligible to apply for Associate Membership. Associate Members are not entitled to vote at General Meetings and are not eligible for election or appointment to the Management Committee despite anything else that is contained in the Constitution. The number of Associate Members shall be unlimited.

## **6. NEW MEMBERSHIP**

6.1 An application for membership must be:

- (a) in writing; and
- (b) signed by the applicant or their attorney; and
- (c) in the form decided by the Management Committee.

## **7. MEMBERSHIP FEES**

7.1 The membership fees for each class of membership shall be such sum determined from time to time by the Management Committee.

7.2 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.

## **8. ADMISSION AND REJECTION OF MEMBERS**

- 8.1 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 thereupon determine upon the admission or rejection of the applicant.
- 8.2 Any applicant who receives a majority of the votes 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 applied for.
- 8.3 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.

## **9. TERMINATION OF MEMBERSHIP**

- 9.1 A member may resign from PQI 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.
- 9.2 If a member:
- (a) is convicted of an indictable offence; or
  - (b) fails to comply with any of the provisions of this Constitution; or
  - (c) has membership fees in arrears for a period of two months or more; or
  - (d) conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of PQI;

the Management Committee shall consider whether their membership shall be terminated.

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

## **10. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

- 10.1 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 their intention to appeal against the decision of the Management Committee.
- 10.2 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 of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present their 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 meeting.
- 10.3 Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by this Constitution or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

## **11. REGISTER OF MEMBERS**

- 11.1 The management committee must keep a register of members of PQI.
- 11.2 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.
- 11.3 The register must be open for inspection by members of the association at all reasonable times.
- 11.4 A member must contact the secretary to arrange an inspection of the register.
- 11.5 However, the Management Committee may, on the application of a member of the association, withhold information about the member (other than the member's 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.

## **12. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS**

- 12.1 A member of PQI must not—
- (a) use information obtained from the register of members of PQI to contact, or send material to, another member of PQI 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 PQI for the purpose of advertising for political, religious, charitable or commercial purposes.
- 12.2 Subrule (1) does not apply if the use or disclosure of the information is approved by PQI.

## **13. APPOINTMENT OR ELECTION OF SECRETARY**

- 13.1 The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border
- 13.2 The secretary may be a member of the Management Committee or any other individual appointed by the Management Committee.
- 13.3 If a vacancy happens in the office of secretary, the members of the Management Committee must ensure a secretary is appointed or elected for PQI within 1 month after the vacancy happens.

## **14. REMOVAL OF SECRETARY**

- 14.1 The management committee of the association may at any time remove a person appointed by the committee as the secretary.
- 14.2 If the Management Committee removes a secretary who is a member of the Management Committee that person remains a member of the Management Committee.
- 14.3 The Secretary may resign by giving notice in writing to the President.

## **15. FUNCTIONS OF SECRETARY**

- 15.1 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.

## **16. MEMBERSHIP OF MANAGEMENT COMMITTEE**

- 16.1 The Management Committee of PQI shall consist of a President, Vice-President, and Treasurer, and a minimum of two (2) and a maximum of six (6) other members. . All office bearers and other members of the Management Committee shall be members of PQI.
- 16.2 The term of appointment to the Management Committee shall be three years. Members who have served their three year term will be eligible for re-election.
- 16.3 Subject to clause 16.4, a Management Committee member who has served three (3) consecutive terms is not eligible for re-election until a period of twelve (12) months has elapsed since the member last held office.
- 16.4 A Management Committee member may serve more than three (3) consecutive terms on the Management Committee if the Members of PQI pass a resolution to permit the re-election of the member for a further term.
- 16.5 Notwithstanding clauses 16.2 and 16.4, at each annual general meeting at least two but not more than one third of members of the Management Committee must retire, being:
  - (a) Firstly, any members of the Management Committee willing to retire voluntarily;
  - (b) Secondly, the longest serving members of the Management Committee, based upon the dates on which each member was first elected at an annual general meeting to their current consecutive term(s); and
  - (c) In the case of equal periods of service, retiring members of the Management Committee shall be chosen by lot.



## **17. ELECTION OF MANAGEMENT COMMITTEE**

17.1 The election of officers and other members of the Management Committee shall take place in the following manner:

- (a) any two members of PQI shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
- (b) the nomination, which shall be in writing and signed by the member and their proposer and seconder, shall be lodged with the secretary at least 21 days before the annual general meeting at which the election is to take place;
- (c) a list of the 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 PQI for at least 14 days preceding the annual general meeting;
- (d) 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;
- (e) 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.

17.2 Members of the Management Committee shall take reasonable steps to ensure that the persons nominated for election are representative of the diversity of the Queensland population and include people living with or caring for someone living with Parkinson's Disease and related disorders.

## **18. RESIGNATION FROM MANAGEMENT COMMITTEE**

18.1 Any member of the Management Committee may resign from membership of the Management Committee at any time by 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 PQI where that member shall be given the opportunity to fully present their case. The question of removal shall be determined by the vote of the members present at such a general meeting.

## **19. VACANCIES ON MANAGEMENT COMMITTEE**

19.1 The Management Committee shall have power at any time to appoint any member of PQI to fill any casual vacancy on the Management Committee until the next annual general meeting.

19.2 The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution 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 of summoning a general meeting of PQI, but for no other purpose

## **20. FUNCTION OF THE MANAGEMENT COMMITTEE**

- 20.1 Except as otherwise provided by this Constitution and subject to the resolutions of the members of PQI carried at any general meeting the Management Committee:
- (a) shall have the general control and management of the administration of the affairs, property and funds of PQI; and
  - (b) shall have authority to interpret the meaning of this Constitution and any matter relating to PQI on which this Constitution is silent.
- 20.2 The Management Committee may exercise all the powers of PQI:
- (a) to borrow or raise or secure the payment of money in such manner as the members of PQI may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by PQI in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of PQI's property, both present and future, and to purchase, redeem or pay off any such securities;
  - (b) 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 for 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 PQI, and to provide and pay off any such securities; and
  - (c) to invest in such manner as the members of PQI may from time to time determine.

## **21. MEETINGS OF MANAGEMENT COMMITTEE**

- 21.1 The Management Committee shall meet at least once every second calendar month to exercise its functions.
- 21.2 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 special meeting is being convened and the nature of the business to be transacted thereat.
- 21.3 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.
- 21.4 A meeting of the Management Committee may be held by using any technology consented to by each member of the Management Committee. The consent may be a standing one. A member of the Management Committee may only withdraw consent a reasonable time before the meeting.
- 21.5 A person participating through the use of technology will be deemed to be present at the meeting in person.
- 21.6 Subject as previously provided in this Constitution, 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.
- 21.7 A member of the Management Committee shall not vote in respect of any contract or proposed contract with PQI in which they are interested, or any matter arising thereout, and if they do so vote, their vote shall not be counted.

- 21.8 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.
- 21.9 The President shall preside as Chairperson at every meeting of the Management Committee, or if there is no President, or if at any meeting he or she is not present within ten 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 meeting then the members may choose one of their number to be Chairperson of the meeting.
- 21.10 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.

## **22. MANAGEMENT SUB-COMMITTEES**

- 22.1 The Management Committee may delegate any of its powers to a sub-committee consisting of such members of PQI 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.
- 22.2 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.
- 22.3 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.

## **23. ACTS DONE BY MANAGEMENT COMMITTEE**

- 23.1 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 person acting as aforesaid, or that the members 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.

## **24. DECISIONS BY RESOLUTION IN WRITING**

- 24.1 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 as 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

## **25. ANNUAL GENERAL MEETING**

- 25.1 The annual general meeting shall be held within six months of the close of the financial year.
- 25.2 The business to be transacted at every annual general meeting shall be:
- (a) 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 PQI 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.

## **26. SPECIAL GENERAL MEETING**

- 26.1 The secretary shall convene a special general meeting:
- (a) when directed to do so by the Management Committee; or
  - (b) 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 PQI which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
  - (c) 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.

## **27. QUORUMS**

- 27.1 At any general meeting the number of members required to constitute a quorum shall exceed the number of members presently on the Management Committee by a minimum of one financial member of PQI.
- 27.2 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 clause "member" includes a person attending as a proxy.
- 27.3 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 PQI, 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 members present shall be a quorum.
- 27.4 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 adjournment took place. When a meeting is adjourned for 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 notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **28. NOTICES OF MEETINGS**

- 28.1 The secretary shall convene all general meetings of PQI by giving not less than 28 days notice of any such meeting to the members of PQI.
- 28.2 The manner by which such notice shall be given shall be determined by the Management Committee: 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 clearly state the nature of the business to be discussed thereat.

## **29. MEETING PROCEDURE**

- 29.1 The President shall preside as Chairperson, or if there is no President, or if he or she 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.
- 29.2 The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
- 29.3 Every question, matter or resolution shall be decided by a majority of votes of the members present.
- 29.4 Every 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 their annual subscription is more than one month in arrears at the date of the meeting.
- 29.5 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 or she 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 was demanded.
- 29.6 At a general meeting a member may vote in person or by proxy or by attorney. If voting is by a show of hands every person present who is either a member or a representative of a member with the authority of proxy or attorney shall have one vote. If voting is by a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
- 29.7 The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of their attorney duly authorised in writing or, if the appointor 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 PQI. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- 29.8 Where it is desired to afford 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:

**Parkinson's Queensland Incorporated:**

I, .....of..... , being a member of the above named Parkinson's Queensland Inc, hereby appoint as my proxy

Name: .....of.....,

**OR**

the Chairman of the Meeting (strike out if nominating a named person above)

to vote on my behalf at the (annual) general meeting of PQI, to be held on the .....day of ....., 20.....and at any adjournment thereof.

Signed this .....day of ....., 20.....

.....Signature.

**Voting intention**

Voting can be by either Method A or Method B. Strike out whichever is not desired and complete what is desired.

**Method A**

The proxy may vote as he or she thinks fit.

**Method B**

I direct my vote as indicated below.

[list of resolutions] for/against (strike out what is not wanted)

29.9 For it to be valid, the instrument appointing a proxy must be deposited with the secretary at least 3 days prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.

29.10 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 member who previously applies to the secretary for that inspection. For the purpose 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 shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or the Chairperson of the next succeeding general meeting or annual general meeting.

### **30. BY-LAWS**

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

### **31. ALTERATION OF THIS CONSTITUTION**

- 31.1 Subject to the provisions of the "Associations Incorporation Act 1981", this Constitution may be amended, rescinded or added to from time to time by special resolution carried at any general meeting. Provided that no such amendment, rescission or addition shall be valid unless the same is registered by the Executive Officer.

### **32. COMMON SEAL**

- 32.1 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 or by some other person appointed by the Management Committee for the purpose.

### **33. FUNDS AND ACCOUNTS**

- 33.1 The funds of PQI shall be banked in the name of PQI in such bank as the Management Committee may from time to time direct.
- 33.2 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 PQI and the particulars usually shown in books of a like nature.
- 33.3 All moneys shall be banked as soon as practicable after receipt thereof.
- 33.4 All amounts of one hundred dollars or over shall be paid by cheque or electronic funds transfer authorised by any two of the president, secretary, treasurer or other member authorised from time to time by the Management Committee.
- 33.5 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recouplements which may be open.
- 33.6 The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- 33.7 All expenditure shall be approved or ratified at a Management Committee meeting.
- 33.8 As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of:
- (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of PQI at the close of that year.
- 33.9 All such statements shall be examined by the auditor who shall present her or his report upon such audit to the secretary prior to the holding of the annual general meeting following the financial year in respect of which such audit was made.

33.10 The income and property of PQI whencesoever derived shall be used and applied solely in 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 PQI provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by them to PQI or otherwise owing by PQI to them or of remuneration to any officers or servants of PQI or to any member of PQI or other person in return for any services actually rendered to PQI 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 PQI or reasonable and proper rent for premises demised or let to PQI.

#### **34. GIFT FUND**

34.1 PQI must at all times maintain a management account (Gift Fund) to identify and record:

- (a) Gifts and Deductible Contributions; and
- (b) any money received by PQI because of those Gifts and Deductible Contributions.

34.2 If PQI is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of PQI;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of PQI; and
- (c) money received by PQI because of such gifts and contributions.

34.3 Receipts for Gifts or Deductible Contributions must state the information required in the applicable provisions of section 30-228 of the ITAA 97.

#### **35. DOCUMENTS**

35.1 The Management Committee shall provide for the safe custody of records, books, documents, instruments of title and securities of PQI.

#### **36. FINANCIAL YEAR**

36.1 The financial year of PQI shall close on 30th June in each year.



## **37. INDEMNITY AND INSURANCE**

- 37.1 The indemnity and insurance referred to in this clause 37 apply to Indemnified Officers.
- 37.2 PQI must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of PQI.
- 37.3 This indemnity:
- (a) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the Association; and
  - (b) operates only to the extent that the loss or liability in question is not covered by insurance.
- 37.4 PQI may, to the extent permitted by law, purchase and maintain insurance; or pay or agree to pay a premium for insurance, for any Indemnified Officer against any liability incurred by the person as an officer of PQI where the Management Committee considers it appropriate to do so.
- 37.5 Nothing in this clause 37:
- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or
  - (b) limits the capacity of PQI to indemnify or provide or pay for insurance for any person to whom this clause 37 does not apply.

## **38. DISSOLUTION**

- 38.1 PQI shall be wound up:
- (a) if the membership is less than three persons; or
  - (b) if a resolution to that effect is carried by a vote of three-fourths majority of the financial members present at a general meeting convened to consider the question.
- 38.2 If on the winding up or dissolution of PQI any property remains after satisfaction of all its debts and liabilities, that property may not be paid to, or distributed among the Members but must be given or transferred to an institution:
- (a) that is charitable at law and has objects similar to the objects of PQI; and
  - (b) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in clause 32.10.
- 38.3 The identity of the institution referred to in clause 36.2 must be decided by the members of the Management Committee, or if the members of the Management Committee do not wish to decide or do not decide, it must be decided by the Members by ordinary resolution at or before the time of winding up or dissolution of PQI and, if the Members do not decide, by the Supreme Court of Queensland.

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