

**THE CONSTITUTION OF**

**CAIRNS BUSINESS WOMEN'S CLUB**

**WITH PROVISION FOR INCORPORATION**

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## 1. NAME

The name of the incorporated Association shall be Cairns Business Women's Club Inc. (in these Rules called "the Association").

## 2. INTERPRETATION

2.1. In these rules-

**Act** means the Associations Incorporation Act 1981.

**Present—**

At a Board Meeting, see rule 22.10 and 22.11 or At a General Meeting, see rule 32.1.2.

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.

## OBJECTIVES AND POWERS OF THE ASSOCIATION

### 3. OBJECTIVES

The objectives for which the Association is established are:

- 3.1. To honor and recognize the Association's founding objectives which were to promote a united forum of women working together for greater acceptance and recognition for women in the business community, whether in private enterprise or public service.
- 3.2. To offer mutual support, inspiration, networking, professional development and assistance to members.
- 3.3. To raise funds and sponsorship to conduct the day-to-day business of the Association, annual Cairns Business Women's Awards and other such activities as deemed appropriate by the Board.
- 3.4. To co-operate with other bodies and associations which, in the opinion of the Board, will assist in furthering the aims of the Association.
- 3.5. To be non-profit making, non-political, non-sectarian, non-racist and non-sexist.
- 3.6. To encourage community support for the aims or objectives of the Association and to encourage business and community involvement in support of meeting the objectives of the Association.
- 3.7. To take a leadership role in supporting the business community.

#### 4. POWERS

The powers of the Association are at all times to be used in furtherance of the objectives of the Association and are as follows: -

- 4.1. The Association has the powers of an individual.
- 4.2. To take over the funds and other assets and the liabilities of the present unincorporated association known as the "Cairns Business Women's Club".
- 4.3. To subscribe to become a member of and co-operate with any other association, club or organization, whether incorporated or not, whose objectives are altogether or in part similar to those of the Association, provided that the Association shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to the extent as that imposed on the Association under or by virtue of rule 39.10.
- 4.4. 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.
- 4.5. To purchase, take on, lease, exchange, hire and otherwise acquire any lands buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Association, provided that if the Association takes or holds any property which may be subject to any trusts, the Association shall only deal with that property in such manner as is allowed by law having regard to such trusts.
- 4.6. To construct improve, maintain, develop, work, manage, carryout, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests and to contribute, subsidies or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- 4.7. 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.
- 4.8. To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association and to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain, and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.

- 4.9. To appoint, employ, remove or suspend such manager, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- 4.10. To remunerate any person or body corporate for services rendered or to be rendered, 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 of the Association in or about the Association or promotion of the Association or in the furtherance of its objects.
- 4.11. 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.
- 4.12. To take or otherwise acquire and hold shares, debentures or other securities of any company or body corporate.
- 4.13. 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 or to be borrowed alone or with others as aforesaid by notes secured or unsecured debentures or debenture stock, perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Association's property or assets, present or future, and to purchase, redeem or pay-off any such securities.
- 4.14. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 4.15. To take or hold mortgages, liens or charges, to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.
- 4.16. To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the provision in rule 4.5.
- 4.17. To take such 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 the funds of the Association in the shape of donations, annual subscriptions or otherwise.
- 4.18. To publish material (printed, broadcast or electronic) that the Association may think desirable for the promotion of its objectives.

- 4.19. To amalgamate with any one or more incorporated associations having objects 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 or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 39.10.
- 4.20. 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.
- 4.21. To transfer all or any part of the property, assets, liabilities and engagement of the Association to any one of the more of the incorporated associations with which the Association is authorized to amalgamate.
- 4.22. To make donations for patriotic, charitable or community purposes.
- 4.23. 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.
- 4.24. To make charge for the services and facilities that it supplies.
- 4.25. To do all such other things as are incidental or conducive to the attainment of the objectives and the exercise and furtherance of the powers of the Association.

## **MEMBERSHIP OF THE ASSOCIATION**

### **5. CLASSES OF MEMBERS**

The membership of the Association shall consist of ordinary members and of the following classes of Members.

#### **5.1. Associate Membership**

- 5.1.1. Associate membership is limited to 20 members.
- 5.1.2. Will be available to any person/organization that shares the common aims and objectives of the Association but does not wish to apply for full membership of the Association.
- 5.1.3. Nomination for Associate Membership - Rule 7 applies.
- 5.1.4. Associate members have no voting rights.

#### **5.2. Life Membership**

- 5.2.1. Nominations for Life Membership may be made by any Member of any class of Membership to the Board.

- 5.2.2. Nominations for Life Membership will be screened against the following guidelines by the Board.
- 5.2.3. The Board will (a) pass a recommendation for induction or (b) reject the nomination at its sole discretion and without notification, right of appeal or explanation.
- 5.2.4. Guidelines for assessment:
- i. An active Club Member for a cumulative period of greater than 5 years; AND
  - ii. have made a contribution to the Club which is significantly greater than any other Club Members and which is equivalent to contributions made by other Life Members; AND
  - iii. It can be reasonably expected that the new Life Member will continue to have active participation in the Club.
- 5.2.5. The Board will induct the Life Member at a time and place as it sees fit, and the appointment commences as of that time.
- 5.2.6. Guidelines for withdrawal of/Cessation of Life Membership
- Life membership status ceases:
- i. when the member informs the Board in writing that they no longer wish to be a member of the Club;
  - ii. If the Member no longer has an active participation in the Club, for example, moves away;
  - iii. If the provisions of Section 10.3 (except section 10.3.3) of the Constitution apply.
- 5.2.7. Life members have all the entitlements of other members including the right to vote at meetings.
- 5.2.8. Life members are not required to pay a membership fee while holding Membership, but are required to pay the fee to attend events at the member rate.

### 5.3. Honorary Membership

- 5.3.1. The Association may at any Annual General Meeting elect one Honorary Member.



- 5.3.2. Honorary Membership shall be awarded to any nominee who has provided special services to the Association. The nominee does not have to be a member of the Association.
  - 5.3.3. Nomination for Honorary Membership must be in writing and in the hands of the Secretary twenty-eight (28) days prior to the Annual General Meeting.
  - 5.3.4. Election of the Honorary Member at the Annual General Meeting must be carried by two-thirds of voting members present.
  - 5.3.5. Honorary Membership will be reviewed by the Board annually.
  - 5.3.6. Honorary Members have no voting rights.
- 5.4. Ordinary Membership
- 5.4.1. Ordinary membership is open to all persons who share the common aims and objects of the Association and are willing to be governed by the Association's Constitution.
  - 5.4.2. Ordinary membership numbers are unlimited.
  - 5.4.3. Nomination for Ordinary Membership – Rule 7 applies.
  - 5.4.4. An ordinary member holds the right to one vote only.
- 5.5. Corporate Membership
- 5.5.1. Corporate membership is open to any corporation, incorporated association, business or body corporate.
  - 5.5.2. A corporate member holds the right to one vote only.

5.5.3. A Corporate member is entitled to have between three (3) to five (5) individual persons nominated as members under that corporate membership.

5.5.4. Individual persons nominated pursuant to rule 5.5.3 have no voting rights. Only the corporate member itself has a voting right.

## **6. AUTOMATIC MEMBERSHIP**

6.1. Every person who at the date of incorporation of the Association was a member of the unincorporated association and who on or before the day of incorporation agreed in writing to become a member of the Association shall be admitted by the Board to the same class of membership of the Association as that member held in the unincorporated association, and shall not be required to pay any further membership fees until the next due date for payment of that subscription.

## **7. APPLICATION FOR MEMBERSHIP**

7.1. Every applicant for any class of membership of the Association (other than the members of the unincorporated association referred in rule 6.1) shall be proposed by one Ordinary or Associate member of the Association and seconded by another Ordinary or Associate member.

7.2. An application for membership shall be made in writing signed by the applicant and his proposer and seconder and shall be in such form as the Board from time to time prescribes.

## **8. MEMBERSHIP FEES**

8.1. The membership fees for each class of membership shall be such sum as the members determine at any general meeting.

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

9.1. The Board must consider an application for membership at the next Board meeting held after it receives:

9.1.1. The application for membership; and

9.1.2. The membership fee for the application.

9.2. The Board must decide at the meeting whether to accept or reject the application. In making its decision, the Board may have regard to: -

- 9.2.1. Each of the objectives of the Association; and
- 9.2.2. Any other matters the Board considers relevant.
- 9.3. If a majority of the members of the Board 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.
- 9.4. The Secretary of the Association must, as soon as practicable after the Board decides to accept or reject an application, give the applicant a written notice of the decision.
- 9.5. If the Board decides to reject a membership application it must provide the applicant with: -
  - 9.5.1. Written notice of that decision; and
  - 9.5.2. Written reasons for that decision.
- 9.6. If an applicant's application for membership has been rejected, the applicant may appeal that decision pursuant to rule 11.
- 9.7. The Board must ensure that, as soon as practicable after an application for membership and membership fee has been received, and before the Board considers the person's application, the person is advised:
  - 9.7.1. Whether or not the Association has public liability insurance; and
  - 9.7.2. If the Association has public liability insurance, the amount of the insurance.
- 9.8. If a person whose application for membership has been rejected does not appeal against the decision pursuant to rule 11, or the person appeals pursuant to rule 11 but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.

## **10. TERMINATION OF MEMBERSHIP**

- 10.1. A member may resign from the Association at any time by giving notice in writing to the Secretary.
- 10.2. The resignation referred to in rule 10.1 takes effect at-
  - 10.2.1. The time the notice is received by the Secretary; or
  - 10.2.2. If a later time is stated in the notice – the later time.

10.3. If a member:

10.3.1. Is convicted of an indictable offence; or

10.3.2. Fails to comply with any of the provisions of these Rules, or

10.3.3. Has membership fees in arrears for a period of two months or more, or

10.3.4. Conducts him/herself in a manner considered to be injurious or prejudicial to the character or interest of the Association,

the Board may consider whether his/her membership should be terminated.

10.4. Before the Board terminates a member's membership, the member concerned must be given: -

10.4.1. Written notification of the Board's intention to consider terminating the membership; and

10.4.2. A full and fair opportunity to show why the membership should not be terminated, including an opportunity to make written and oral submissions to the Board in relation to any allegations made against him/her.

10.5. If, after considering all representations made by the member, the Board resolves to terminate the membership, the Secretary must give the member: -

10.5.1. Written notice of that decision; and

10.5.2. Written reasons for that decision.

10.6. A member may appeal the Board's decision pursuant to rule 11.

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

11.1. A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of that person's intention to appeal against the decision, together with written notice of the grounds on which the person is appealing.

11.2. The notices mentioned in rule 11.1 must be given to the Secretary within 1 month after the person receives written notice of the decision and written reasons for the decision.

11.3. If the Secretary receives a notice of intention to appeal, the Secretary must, within 1 month after receiving the notice, call a general meeting of the Association to decide the appeal.

## **12. GENERAL MEETING TO DECIDE APPEAL**

- 12.1. The general meeting to decide an appeal must be held within 3 months after the Secretary receives the written notice of intention to appeal and written notice of grounds of appeal.
- 12.2. At the general meeting: -
  - 12.2.1. The applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated, including by making written and oral submissions to the members at the meeting; and
  - 12.2.2. The Board and the members of the Board who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated, including by making written and oral submissions to the members at the meeting.
- 12.3. If the applicant, the Board or the members of the Board who rejected the application or terminated the membership choose to make written submissions to the Association at the general meeting, they must deliver those submissions to the Secretary at least seven (7) days prior to the date fixed for the general meeting. The Secretary must make a copy of the written submissions available to be inspected or copied by any member of the Association.
- 12.4. The appeal must be decided by a majority vote of the members present and eligible to vote at the general meeting.

## **13. REGISTER OF MEMBERS**

- 13.1. The Board must keep a register of members of the Association.
- 13.2. The register must include the following particulars for each member -
  - 13.2.1. The full name of the member;
  - 13.2.2. The postal or residential address of the member;
  - 13.2.3. The date of admission as a member;
  - 13.2.4. The date of death or time of resignation of the member;
  - 13.2.5. Details about the termination or reinstatement of membership;
  - 13.2.6. Any other particulars the Board or the members at a general meeting decide.

- 13.3. The register must be open for inspection by members of the Association at all reasonable times.
- 13.4. A member must contact the Secretary to arrange an inspection of the register.
- 13.5. However, the Board may, on the application of a member of the Association, withhold information about the member (other than the members full name) from the register available for inspection if the Board has reasonable grounds for believing the disclosure of the information would breach member's privacy or put the member at risk of harm.
- 13.6. A member of the Association must not:
  - 13.6.1. Use information obtained from the register of members of the Association to contact or send material to another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - 13.6.2. Disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact or send material to another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.
  - 13.6.3. Rule 13.6.2 does not apply if the use or disclosure of the information is approved by the Association.

## **THE BOARD OF THE ASSOCIATION**

### **14. MEMBERSHIP OF BOARD**

- 14.1. The Board of the Association shall consist of: -
  - 14.1.1. One President, two Vice-Presidents, one Secretary and one Treasurer, all of whom shall be members of the Association; and
  - 14.1.2. Such number of other members up to a maximum of four (4) members as the members of the Association at any general meeting may from time to time elect or appoint.
- 14.2. A Board Member's term shall be 2 years regardless of the office position held.
- 14.3. A Board Member may be appointed for a second or subsequent term if appointed in accordance with this Constitution.
- 14.4. The following process applies for the rotation of Board Members:
  - 14.4.1. One-half (rounded down to the lower whole number) of members of the Board holding office at any Annual General Meeting will retire at the date of the Annual General Meeting.

- 14.4.2. If there is no agreement as to which members of the Board shall retire, those longest in office since last appointed will retire, and shall be eligible for reappointment.
- 14.4.3. If more than one member of the Board has equally held office for the same period of time since last appointed, then all of those Board Members who have held office for the same period of time will retire and shall be eligible for reappointment.
- 14.5. A member can only be elected to the position of President, Vice-President, Secretary or Treasurer for a maximum of four (4) consecutive years; and
- 14.6. A member can only be elected to the Board of the Association for a maximum of six (6) years cumulatively, including in the position of President, Vice-President, Secretary or Treasurer.
- 14.7. It is a condition of election to the board that:
  - 14.7.1. All persons elected are willing to undergo a Police check within 28 days of being elected; and
  - 14.7.2. Are willing to undergo a further Police check if reelected to a third term on the board and/or upon being elected to a different position on the board, and every two years thereafter.

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

- 15.1. The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is: -
  - 15.1.1. A member of the Association elected by the Association as Secretary; or
  - 15.1.2. Any of the following persons appointed by the Board as Secretary-
    - 15.1.2.1. A member of the Association's Board; or
    - 15.1.2.2. Another member of the Association.
- 15.2. If a vacancy happens in the office of Secretary, the members of the Board must ensure a Secretary is appointed or elected for the Association within 1 month after the vacancy happens.
- 15.3. If the Board appoints a person mentioned in rules 15.1.2.1 or 15.1.2.2 as Secretary to fill a casual vacancy on the Board, the person becomes a member of the Board.
- 15.4. In this rule: -

**Casual vacancy**, on a Board, means a vacancy that happens when an elected member of the Board resigns, dies or otherwise stops holding office.

## **16. REMOVAL OF SECRETARY**

- 16.1. Subject to rules 20.2 and 20.3, the Board may at any time remove a person appointed by the Board as Secretary.
- 16.2. If the Board removes a Secretary who is a person mentioned in rule 15.1.2.1, the person remains a member of the Board.
- 16.3. If the Board removes a Secretary who is a person mentioned in rule 15.1.2.2 and who has been appointed to a casual vacancy on the Board, the person does not remain a member of the Board.

## **17. FUNCTIONS OF SECRETARY**

- 17.1. The Secretary's functions are as described and set out in the Schedule to this Constitution. The Secretary's functions may be amended as required by majority vote of the board.

## **18. FUNCTIONS OF THE BOARD MEMBERS AND BOARD**

- 18.1. The functions of the Board Members are as described and set out in the Schedule to this Constitution. The functions of the board members may be amended as required by majority vote of the board.
- 18.2.
- 18.3. Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting, the Board shall have:
  - 18.3.1. The general control and management of the administration of the affairs, property and funds of the Association, and
  - 18.3.2. Authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- 18.4. The Board may exercise all the powers of the Association, including:
  - 18.4.1. To borrow, raise or secure the payment of money in such manner as the members of the Association decide; and
  - 18.4.2. To secure the amounts in rule 18.3.1 or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon all or part of the Association's property, both present and future; and



- 18.4.3. To purchase, redeem or pay off any securities issued; and
  - 18.4.4. To borrow money from members and pay interest on the amounts borrowed;
  - 18.4.5. To mortgage or charge the whole or part of its property; and
  - 18.4.6. To issue debentures and other securities, whether outright or as security or any debt, liability or obligation of the Association; and
  - 18.4.7. To provide and pay off any securities issued, and
  - 18.4.8. To invest in a way the members of the Association may from time to time decide.
- 18.5. For rule 18.3.4, 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 -
- 18.5.1. The financial institution for the Association; or
  - 18.5.2. If there is more than 1 financial institution for the Association, the financial institution nominated by the Board.

## **19. ELECTING THE BOARD**

- 19.1. Subject to rule 15, a member of the Board may only be elected as follows -
- 19.2. Any 2 members of the Association may nominate another member (the candidate) to serve as a member of the Board.
- 19.3. The nomination must be -
- 19.3.1. In writing; and
  - 19.3.2. Signed by the candidate and the members who nominated him or her; and
  - 19.3.3. Given to the Secretary at least 14 days before the annual general meeting at which the election is to be held.
- 19.4. Each member of the Association present and eligible to vote at the annual general meeting may vote for one candidate for each vacant position on the Board.
- 19.5. If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 19.6. Subject to rule 15, a person may only be a candidate if the person—

- 19.6.1. Is 18 years of age or older; and
  - 19.6.2. Is not ineligible to be elected as a member under section 61A of the Act; and
  - 19.6.3. Has been a member of the Association for at least three (3) months prior to the annual general meeting
  - 19.6.4. Holds the relevant skills and experience outlined in the position description, to successfully fulfill the nominated board role
- 19.7. A list of the candidate's names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Association for at least 7 days immediately preceding the annual general meeting.
- 19.8. If required by the Board, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 19.9. The Board must ensure that, before a candidate is elected as a member of the Board, the candidate is advised -
- 19.9.1. Whether or not the Association has public liability insurance; and
  - 19.9.2. If the Association has public liability insurance—the amount of the insurance.

## **20. RESIGNATION, REMOVAL OR VACATION OF BOARD MEMBER**

- 20.1. Any member of the Board may resign from membership of the Board 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, in which case it shall take effect on that later date.
- 20.2. A member of the Board may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favor of removing the member.
- 20.3. 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 why he or she should not be removed from office.
- 20.4. If a Board member is removed from office, whether by termination or resignation or otherwise, any information, documents, and equipment or property gained through the position held at the Association (including current projects and contacts undertaken and/or known by the Board member) must be returned to the Association within 14 days.

## **21. VACANCIES ON BOARD**

- 21.1. Subject to Rule 15.2, if a casual vacancy happens on the Board, the

continuing members of the Board may appoint another member of the Association to fill the vacancy until the next annual general meeting.

- 21.2. The continuing members of the Board may act despite a casual vacancy on the Board, subject to rule 21.3.
- 21.3. If the number of Board members is less than the number fixed under rule 22.4 as a quorum of the Board, the continuing members may act only to:
  - 21.3.1. Increase the number of Board members to the number required for a quorum; or
  - 21.3.2. Call a general meeting of the Association.

## **22. BOARD MEETINGS**

- 22.1. Subject to this rule, the Board may meet and conduct its proceedings as it considers appropriate.
- 22.2. Unless, by simple majority, the Board agrees to open a Board meeting to members of the Association who are not Board members or the public, Board meetings may only be attended by Board members. The Board must meet at least once every two calendar months to exercise its functions.
- 22.3. At every meeting of the Board a simple majority of a number equal to the number of members elected and/or appointed to the Board as at the close of the last general meeting of the members, shall constitute a quorum.
- 22.4. A member of the Board must not vote in respect of any contract or proposed contract with the Association if the member has an interest in the contract or proposed contract, and if he or she does vote, that vote must not be counted.
- 22.5. The President of the Board shall preside as Chairperson at every meeting of the Board.
- 22.6. If there is no President or if the President is not present within ten minutes after the time appointed for holding the meeting the Vice-President shall be Chairperson.
- 22.7. If the President and the Vice-President are not present at the meeting then the members may choose one of their number to preside as Chairperson of the meeting.
- 22.8. If within half an hour from the time appointed for the commencement of a Board meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board, 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 Board may determine.
- 22.9. If a quorum is not present within half an hour from the time appointed for a

meeting that has been adjourned pursuant to rule 22.8, the meeting lapses.

22.10. The Board may hold meetings, or permit a Board 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.

22.11. A Board member who participates in the meeting as mentioned in rule 22.10 is taken to be present at the meeting.

### **23. SPECIAL MEETING OF THE BOARD**

23.1. If the Secretary receives a written request signed by at least 33% of the members of the Board, the Secretary must call a special meeting of the Board by giving each member of the Board a notice of the meeting within 14 days after the Secretary receives the request. If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

23.2. A request for a special meeting must state-

23.2.1. Why the special meeting is called; and

23.2.2. The business to be conducted at the meeting.

23.3. A notice of a special meeting must state-

23.3.1. The day, time and place of the meeting; and

23.3.2. The business to be conducted at the meeting.

23.4. A special meeting of the Board must be held within 14 days after notice of the meeting is given to the members of the Board.

### **24. SUB-COMMITTEES**

24.1. The Board may delegate any of its powers to a sub-committee consisting of such members of the Association as the Board thinks fit. Any sub-committee so formed shall conform to any regulation that may be imposed on it by the Board.

24.2. A member of the sub-committee who is not a member of the Board is not entitled to vote at a Board meeting.

24.3. 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 the meeting, the members present may choose one of their number to be Chairperson of the meeting.

24.4. A sub-committee may meet and adjourn as it considers appropriate.

24.5. Questions arising at any sub-committee 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 decided in the negative.

## **25. RESOLUTIONS OF BOARD WITHOUT MEETING**

- 25.1. A written resolution signed by each member of the Board is as valid and effectual as if it had been passed at a meeting of the Board that was properly called and held.
- 25.2. A resolution mentioned in rule 25.1 may consist of several documents in like form, each signed by one or more members of the Board.

## **26. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

- 26.1. An act performed by the Board or a sub-committee shall be taken to have been validly performed.
- 26.2. Rule 26.1 applies even if the act was performed when-
  - 26.2.1. There was some defect in the appointment of a member of the Board or sub-committee, or
  - 26.2.2. A Board member or sub-committee member was disqualified from being a member.

## **MEETINGS OF THE ASSOCIATION**

### **27. PUBLIC ATTENDANCES AT MEETINGS OF THE ASSOCIATION**

- 27.1. Unless, by simple majority, the Board agrees to open a meeting of the Association to members of the public, Board meetings may only be attended by members of the Association.

### **28. ANNUAL GENERAL MEETING**

- 28.1. The annual general meeting of the Association shall be held within three months of the close of the Association's financial year.
- 28.2. The business to be transacted at every annual meeting shall be:
  - 28.2.1. The receiving of the Board'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.
  - 28.2.2. The receiving of the auditor's report upon the books and accounts of the preceding financial year.
  - 28.2.3. The election of members of the Board, and
  - 28.2.4. The appointment of an auditor.

## **29. GENERAL MEETING**

- 29.1. The Secretary may call a general meeting of the Association.
- 29.2. The Secretary must give at least 14 days' notice of the meeting to each member of the Association.
- 29.3. If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- 29.4. Subject to rules 29.5 and 29.6, the Board may decide the way in which the notice must be given.
- 29.5. Notice of the following meetings must be given in writing -
  - 29.5.1. A meeting called to hear and decide the appeal of a person against the Board's decision-
    - 29.5.1.1. To reject the person's application for membership of the Association; or
    - 29.5.1.2. To terminate the person's membership of the Association;
  - 29.5.2. A meeting called to hear and decide a proposed special resolution of the Association.
- 29.6. A notice of a general meeting must state the business to be conducted at the meeting.

## **30. QUORUM FOR GENERAL MEETING**

- 30.1. The quorum for a general meeting is at least the number of members elected or appointed to the board at the close of the last annual general meeting plus 1.
- 30.2. No business may be transacted at a 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 representing a corporate member.
- 30.3. If a quorum is not present within one hour from the time appointed for the commencement of a general meeting:
  - 30.3.1. And if the meeting was convened upon the requisition of members of the Board or the Association, the meeting shall lapse;
  - 30.3.2. And if it was not convened upon the requisitions of members of the Board or the Association, it shall stand adjourned to the same day in the next week at the same time and same place, or

to such other day and at such other time and place as the Board 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.

### **31. ADJOURNMENT OF GENERAL MEETING**

- 31.1. 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, 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.
- 31.2. 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. However, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **32. PROCEDURE AT GENERAL MEETING**

- 32.1. Unless otherwise provided by these Rules, at every general meeting:
- 32.1.1. 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.
  - 32.1.2. A member who participates in a meeting as mentioned in rule 32.1.1 is taken to be present at the meeting.
  - 32.1.3. The President shall preside as Chairperson, or if there is no President or if they are 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 members to be Chairperson of the meeting.
  - 32.1.4. The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
  - 32.1.5. Every question, matter or resolution shall be decided by a majority of votes of the members present.
  - 32.1.6. Member's 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.
  - 32.1.7. Voting shall be by show of hands or a division of members, unless not less one-fifth of the members present demand a ballot, in which case there shall be a secret ballot.

- 32.1.8. If a secret ballot is demanded, the Chairperson shall appoint two members to conduct the secret ballot in the way the Chairperson decides.
- 32.1.9. The results of a secret ballot as declared by the Chairperson is taken to be a resolution of the meeting at which the ballot was held.
- 32.1.10. A proxy may be used by a member for the purpose of voting and that proxy shall take such form as the Board prescribes from time to time.
- 32.1.11. A proxy form shall be given to the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the form proposes to vote.
- 32.1.12. No member shall be entitled to vote if their membership fee is more than one month in arrears at the date of the meeting.

### **33. SPECIAL GENERAL MEETING**

- 33.1. The Secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 days after -
  - 33.1.1. Being directed to call the meeting by the Board; or
  - 33.1.2. Being given a written request signed by -
    - 33.1.2.1. At least 33% of the number of members of the Board when the request is signed; or
    - 33.1.2.2. At least the number of ordinary members of the Association equal to double the number of members of the Association on the Board when the request is signed plus 1; or
  - 33.1.3. Being given a written notice of an intention to appeal against the decision of the Board-
    - 33.1.3.1. To reject an application for membership; or
    - 33.1.3.2. To terminate a person's membership.
- 33.2. A request mentioned in rule 33.1.2 must state -
  - 33.2.1. Why the special general meeting is being called; and
  - 33.2.2. The business to be conducted at the meeting.
- 33.3. A notice of a special general meeting must state –
  - 33.3.1. The day, time and place of the meeting; and



- 33.3.2. The business to be conducted at the meeting.
- 33.4. A special general meeting must be held within 3 months after the Secretary –
  - 33.4.1. Is directed to call the meeting by the Board; or
  - 33.4.2. Is given the written request mentioned in rule 33.1.2; or
  - 33.4.3. Is given the written notice of an intention to appeal mentioned in rule 33.1.3.
- 33.5. If the Secretary is unable or unwilling to call the special general meeting, the President must call the meeting.

## **MINUTES OF ALL MEETINGS**

### **34. MINUTES OF MEETINGS**

- 34.1. The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each and every meeting of the Board and the Association are entered in a minute book.
- 34.2. The Secretary must ensure that a separate minute book to that mentioned in rule 34.1 is kept to record minutes of meetings where legal matters or such other matters of a sensitive nature as the Board may from time to time consider appropriate are recorded.
- 34.3. To ensure the accuracy of the minutes mentioned in rules 34.1 and 34.2, the Chairperson of that meeting, or the Chairperson of the next meeting must verify the accuracy of the minutes by approving and signing them.
- 34.4. Subject to rule 34.6, if a member of the Association requests that the minutes for a particular meeting be made available for inspection, the Secretary must, within 28 days after the request is made -
  - 34.4.1. Make the minute book available for inspection by the member at a mutually agreed time and place; and
  - 34.4.2. Give the member copies of the minutes of the meeting.
- 34.5. The Board may require the member to pay the reasonable costs of providing copies of the minutes.
- 34.6. The Board need not make: -
  - 34.6.1. The minute book referred to in rule 34.2 available for inspection by any member of the Association;
  - 34.6.2. Minutes available for inspection if they contain material which are relevant to legal proceedings or material of a sensitive nature as the Board may from time to time determine.

## **OTHER RULES OF THE ASSOCIATION**

### **35. AMENDMENT OF CONSTITUTION**

- 35.1. Subject to the provisions of the Act, these rules may be amended, rescinded or added to from time to time by special resolution carried at any general meeting of the Association.
- 35.2. No amendment, rescission or addition to these rules shall be valid unless the same has been submitted to and approved by the Chief Executive in accordance with the provisions of the Act.
- 35.3. In this rule, special resolution means a resolution passed at a general meeting of the Association by the votes of at least  $\frac{3}{4}$  of the members who are present and entitled to vote on the resolution.

### **36. NOTICES**

- 36.1. If these Rules require a notice to be given, sent or delivered to a member of the Association or to the Association: -
  - 36.1.1. For a member of the Association, that person's address for service will be the address that is given to the Association on the member's application for membership, or any other address that is provided to the Secretary;
  - 36.1.2. For the Association, its address for service will be c/- the Secretary, PO Box 7057, Cairns, QLD 4870, or such other address as is notified by the Board to the members from time to time.

### **37. BY-LAWS**

- 37.1. The Board may make, amend or repeal by-laws not inconsistent with these Rules, for the internal management of the Association.
- 37.2. Any by-law may be set aside by a vote of members at a general meeting of the Association.

### **38. COMMON SEAL**

- 38.1. The Board must ensure the Association has a common seal.
- 38.2. The common seal must be -
  - 38.2.1. Kept securely by the Board; and
  - 38.2.2. Used only under the authority of the Board.
- 38.3. Each instrument to which the seal is attached must be signed by a member of

the Board and countersigned by -

- 38.3.1. The Secretary; or
- 38.3.2. Another member of the Board; or
- 38.3.3. Someone authorized by the Board.

## **39. FUNDS AND ACCOUNTS**

- 39.1. The funds of the Association must be kept in an account in the name of the Association in such bank as the Board decides.
- 39.2. Proper books and accounts must be kept and maintained whether in written or printed form in the English language showing full and accurate particulars of the financial affairs of the Association.
- 39.3. All moneys must be deposited in the financial institution account as soon as practicable after receipt.
- 39.4. All payments of one hundred dollars (\$100) or more shall be made by cheque, electronic funds transfer or credit card and must be authorized by any two of the President, Secretary, Treasurer or other members as authorized by the Board.
- 39.5. Cheques must be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment.
- 39.6. The Board must determine the amount of petty cash which shall be kept on the imprest system.
- 39.7. All expenditure must be approved or ratified at a Board meeting.
- 39.8. As soon as practicable after the end of each financial year, the Treasurer must ensure a financial statement for its last reportable financial year is prepared.
- 39.9. 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.
- 39.10. The income and property of the Association: -
  - 39.10.1. Must be used and applied solely in promotion of its objects and in the exercise of its powers;
  - 39.10.2. Must not 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.
- 39.11. Nothing in Rule 39.10.2 shall prevent the payment in good faith to a member in respect of: -

- 39.11.1. Moneys advanced by him or her to the Association or otherwise owing by the Association to him or her for remuneration to any officers or servants of the Association or to any member of the Association or other persons in return for any services actually rendered to the Association;
- 39.11.2. Out of pocket expense, 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.

#### **40. DOCUMENTS**

- 40.1. The Board must provide for the safe custody of books including Register of Members, documents, instruments of title and securities of the Association.
- 40.2. Documents that are the subject of legal professional privilege must only be disclosed to and viewed by members of the Board. To avoid doubt, members of the Association who are not on the Board must not view documents of the Association that are the subject of legal professional privilege.

#### **41. FINANCIAL YEAR**

- 41.1. The financial year of the Association shall close on 31 December each year.

#### **42. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

- 42.1. This rule applies if the Association -
  - 42.1.1. Is wound-up under part 10 of the Act; and
  - 42.1.2. Has surplus assets.
- 42.2. The surplus assets must not be distributed among the members of the Association.
- 42.3. The surplus assets must be given to another entity -
  - 42.3.1. Having objects similar to the Association's objects; and
  - 42.3.2. The rules of which prohibit the distribution of the entity's income and assets to its members.
- 42.4. In this rule - surplus assets see section 92(3) of the Act.

**SCHEDULE  
TO THE CONSTITUTION OF CAIRNS BUSINESS WOMEN'S CLUB**

**1. FUNCTIONS OF THE SECRETARY**

The Secretary's functions include, but are not limited to-

- (a) Calling and organizing Board, General, Annual General Meetings and Special General Meetings including booking rooms, coordinating catering requirements, preparing notices of a meeting and of the business to be conducted at the meeting.
- (b) Producing and distributing agendas and minutes, and collating Board reports.
- (c) Following up progress of Meeting Action Items.
- (d) Maintaining copies of all inward and outward correspondence (including relevant emails).
- (e) Collecting mail on a weekly basis from P O Box.
- (f) Distributing correspondence received to the Board Committee.
- (g) Holding all current and historical club records.
- (h) Maintaining and advising the Board Committee contact lists.
- (i) Being the point of contact between the Association and all regulatory bodies and authorities.
- (j) Coordinating correspondence of the Association.
- (k) Maintaining the register of members of the organization.
- (l) Advising the committee on the Rules of the organization.
- (m) Collating nomination forms for Board members prior to AGM.

## **2. FUNCTIONS OF THE PRESIDENT**

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

- (a) Leading all Club activities with the support of the Committee.
- (b) Chairing all General Meetings and Board Meetings.
- (c) Having final approval for the Agenda for all Board Meetings.
- (d) Exercising a casting vote at the General Board Meetings or in a full Meeting of members in the event of an otherwise undecided matter.
- (e) Representing the interests of the Cairns Business Women's Club and its members in any and all appropriate forums and striving to maintain and enhance its image in the perception of the community.
- (f) Presenting an annual report on the Association's activities at the AGM.
- (g) Encouraging and driving the Board and Sub-Committee's role in strategic planning.
- (h) Appointing the Chairpersons of Sub-Committees in consultation with other Board Members.
- (i) Helping to guide and mediate the Board's actions with respect to organizational priorities and governance concerns.
- (j) Monitoring financial planning and financial reports.
- (k) Playing a leading role in fundraising activities.
- (l) Evaluating annually the performance of the organization in achieving its missions.
- (m) Performing other responsibilities assigned by the Board.
- (n) Collaborating with other Board Members in their role.

## **3. FUNCTIONS OF THE VICE-PRESIDENT**

The Vice President's functions include, but are not limited to: -

- (a) Actively supporting and working with the President in a leadership role.
- (b) Assisting the President in their duties and deputizing for the President in their absence.
- (c) Otherwise having the same duties and bearing the same responsibilities as the President, but only to be exercised in the absence of the President or when specifically directed by the President to assume those duties and responsibilities in their stead.

#### **4. FUNCTIONS OF THE TREASURER**

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

- (a) Co-ordinating all financial management of the Association.
- (b) Keeping and maintaining, or causing to be kept and maintained, the financial records of the Association, and distributing prior to each meeting a statement of the current financial standing of the Association.
- (c) Having custody of all securities, books and documents of a financial nature and accounting records of the Association.
- (d) Paying, in a timely manner, all accounts, taxes, dues or other financial out goings authorized by the Committee or by the Members at an Ordinary, Special, Emergency or Annual General Meeting.
- (e) Receiving annual dues and fees and other monies, and issue receipts for the same on request.
- (f) Keeping a record of all goods and materials owned or otherwise held by the Association.
- (g) Arranging for annual audit of the financial records of the Association.
- (h) Helping to guide and mediate the Board Committee's actions with respect to financial priorities and concerns.

#### **5. FUNCTIONS OF THE SPONSORSHIP COORDINATOR**

The Sponsorship Coordinator's functions include, but are not limited to: -

- (a) Seeking out new sponsors for the Cairns Business Women's Club by sending them a Sponsorship Package and following up with the necessary phone calls.
- (b) Liaising with established sponsors with a view to having them continue sponsorship of an event at the same or an increased level of support.
- (c) Seeking out sources of possible grants or sponsorship funding for each event and pursuing such when the Cairns Business Women's Club meets the criteria.
- (d) Overseeing the Cairns Business Women's Club website sponsor and sponsorship information.
- (e) Carrying out the sponsorship decisions of the Board.

## **6. FUNCTIONS OF THE MARKETING COORDINATOR**

The Marketing Coordinator's functions include, but are not limited to: -

- (a) Researching to identify membership and growth opportunities.
- (b) Developing a Marketing and PR Plan to compliment the Annual Business Plan.
- (c) Creating marketing collateral.
- (d) Developing marketing literature, ensuring valid, current and accurate content.
- (e) Planning and concept development and execution of print and media campaigns.
- (f) Monitoring a corporate communications plan and strategy for uniformity in message, including templates, taglines and logo usage.
- (g) Maintaining the Cairns Business Women's Club website, including updating the pictures, announcements, and attendance once per week and keeping events and workers lists updated through communication with the President.
- (h) Developing and providing marketing and public relations programs that promote the Club at regional events.
- (i) Planning and implementing a Strategic Marketing Plan to increase membership growth and retention and the public profile of the Club.
- (j) Designing and implementing plans to market events and products.
- (k) Working in coordination with the Events Coordinator on marketing events.
- (l) Maintaining a database of media and advertising contacts.
- (m) Writing and distributing press releases and producing media kits.
- (n) Inviting the media to regional events and serving as an onsite media contact.
- (o) Initiating media opportunities including on-air interviews and feature stories.
- (p) Designing, negotiating and buying advertising in local media.
- (q) Developing an Annual Survey of membership in conjunction with the Board.
- (r) Collaborating with other Board Members in their role.



## **7. FUNCTIONS OF THE MEMBERSHIP COORDINATOR**

The Membership Coordinator's functions include, but are not limited to: -

- (a) The overall management, recruitment and retention of members.
- (b) Maintaining the hard copy records of member's applications.
- (c) Being well versed in the management of the website database.
- (d) Ensuring the database is accurate.
- (e) Contacting members one month prior to renewal of their membership to ensure retention.
- (f) Contacting past members to encourage re-joining.
- (g) Ensuring new members are contacted to welcome them to the Cairns Business Women's Club.
- (h) Reporting to the Board each month on membership activities, including benefit development, new members, renewals lapsed members and dollar value of inactive memberships.

## **8. FUNCTIONS OF THE EVENTS COORDINATOR**

The Events Coordinator's functions include, but are not limited to: -

- (a) Events management and execution of related activities.
- (b) Liaising with Events guest speakers and sponsors to ensure each party is aware of their obligations and the event run sheet.
- (c) Coordinating and organizing the monthly lunches, Business and Bubbles, and Promote My Business events, along with any additional events called i.e., breakfast networking events. This includes –
  - (i) Updating the Cairns Business Women's Club website and promotional materials;
  - (ii) Selection of the menu for events in consultation with the Board;
  - (iii) Ensuring that the events run within budget;
  - (iv) Ensuring that Audio Visual requirements are onsite for the event;
  - (v) Preparing and submitting the run sheet one week prior to the event, with a final amended document complete and submitted 24 hours prior to the event;
  - (vi) Liaising with hotel conference staff to ensure the smooth running of the event;

- (vii) Collation of accounts related to the event and referring to the Treasurer for payment;
- (viii) Delegating tasks for volunteers and Board Members before and during events; and
- (ix) Collection of Event Evaluation Forms for review by the Marketing Coordinator for reporting to the Board.

## **9. FUNCTIONS OF THE IT COORDINATOR**

The IT Coordinator's functions include, but are not limited to: -

- (a) Managing and overseeing the Cairns Business Women's Club website.
- (b) Working closely with the Board Committee Coordinators to ensure that updated data is uploaded to the website in a timely manner.
- (c) Coordinating E-Communications.
- (d) Assisting Board Committee Members with the IT requirements of the Cairns Business Women's Club.

## **10. FUNCTIONS OF GENERAL BOARD MEMBERS**

General Board Members are to: -

- (a) Assist and support other Board members where required.
- (b) Make a full contribution to the Board's work and operate as part of a team.
- (c) Exercise care and diligence and to ensure that the Association meets its financial, legal, contractual and reporting obligations.
- (d) Act in good faith at all times and in the best interests of the Association.
- (e) Be collectively responsible for Board decisions.
- (f) Familiarize themselves with the Association and with their legal and statutory obligations and support and adhere to all Board decisions.
- (g) Collaborate with other Board members in their role.