

**WOMEN IN TECHNOLOGY INC.  
CONSTITUTION**

## **NAME**

1. The name of the not for profit incorporated association shall be Women In Technology Inc. (in these rules called "the association")

## **OBJECTS**

2. The objects for which the association is established are –

‘to sustain an active network of women in the technology industries, including but not limited to information technology, life sciences and telecommunications industries, facilitating career development and promoting better industry management;

to establish networks with interstate and overseas bodies with similar objectives;

to join with other industry and government bodies to promote and further the objectives of the association;

to enable and facilitate co-operation and communication, both electronic and otherwise, by and from and between the association, the board, the members of the association and government and corporate organisations for the purpose of achieving these objects, except where permitted by law’.

The entity is an association that is not carried on for the purpose of profit or gain of individual members.

## **POWERS**

3. (1) The association has, in the exercise of its affairs, all the powers of an individual and a body corporate.  
(2) The association may, for example –
  - (a) enter into contracts; and
  - (b) acquire, hold, deal with and dispose of property; and
  - (c) make charges for services and facilities it supplies; and
  - (d) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

## **CLASSES OF MEMBERSHIP**

4. (1) Membership of the association shall consist of individual members, student members, small company members, medium company members and corporate members. Please see below the different membership categories:-

### **Individual Member**

A person who is working in an information technology or life sciences related role may apply to become an Individual Member of the Association.

An Individual Member has one (1) vote.

**Student Member**

A person who is enrolled as a student at a Queensland or Australian tertiary institution, as validated by the provision on the membership application form of a current Student ID Number, may apply to become a Student Member of the Association.

A Student Member, who is over 18, has one (1) vote and is eligible to stand for election to any Board position.

**Corporate Company Member**

Any organization operating in an information technology or life sciences related field, with 151 or more staff members in Queensland, may apply to become a Corporate Company Member of the Association.

A Corporate Company Member has ten (10) votes.

A Corporate Company Member will provide on the application form the name and contact details of one current employee who will act as the Representative of the Corporate Company Member. The Representative is empowered to act for the Corporate Company Member and to exercise the Corporate Company Member's votes at meetings of the Association.

The Corporate Company Member may at any time change the name of the Representative by informing the Association in writing of the name and contact details of the new Representative.

All current employees of a Corporate Company Member are entitled to attend to any Association event at the member rate.

**Medium Company Member**

Any organization operating in an information technology or life sciences related field, with 21-150 staff members in Queensland, may apply to become a Medium Company Member of the Association.

A Medium Company Member has seven (7) votes.

A Medium Company Member will provide on the application form the name and contact details of one current employee who will act as the Representative of the Medium Company Member. The Representative is empowered to act for the Medium Company Member and to exercise the Medium Company Member's votes at meetings of the Association.

The Medium Company Member may at any time change the name of the Representative by informing the Association in writing of the name and contact details of the new Representative.

All current employees of a Medium Company Member are entitled to attend to any Association event at the member rate.

**Small Company Member**

Any organization operating in an information technology or life sciences related field, with less than 20 staff members in Queensland may apply to become a Small Company Member of the Association.

A Small Company Member has five (5) votes.

A Small Company Member will provide on the application form the name of one current employee who will act as the representative of the Small Company Member. The Representative is empowered to act for the Small Company Member and to exercise the Small Company Members votes at meetings of the Association.

The Small Company Member may at any time change the name of the Representative by informing the Association in writing of the name and contact details of the new Representative.

All current employees of a Small Company Member are entitled to attend to any Association event at the member rate.

- (2) The number of each of type of member shall be unlimited.
- (3) Student members must be students at the time of taking out annual membership.
- (4) The requirements for each class of membership shall be as determined by the Board from time to time.
- (5) The application for membership shall be made by the applicant, and shall be in such form as the Board from time to time prescribes.

#### **MEMBERSHIP FEES**

5. (1) Membership fees for each class of membership shall be such sum as determined by the Board from time to time.
- (2) Membership fees for each class of membership shall be payable at such time and in such manner as the Board shall from time to time determine.

#### **ADMISSION AND REJECTION OF MEMBERS**

6. (1) At the next meeting of the Board after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Board, who shall thereupon determine upon the admission or rejection of the applicant.
- (2) Any applicant who receives a majority of the votes of the members of the Board present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- (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.

#### **TERMINATION OF MEMBERSHIP**

7. (1) A member may resign from the association at any time by giving notice in writing to the secretary.
- (2) 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.
- (3) If a member -

- (a) is convicted of an indictable offence; or
  - (b) fails to comply with any of the provisions of these rules; or
  - (c) has membership fees in arrears for a period of 2 months or more; or
  - (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the association, the Board shall consider whether the member's membership shall be terminated.
- (4) The member concerned shall be given a full and fair opportunity of presenting the member's case and if the Board resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly.

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

8. (1) A person whose application for membership has been rejected or whose membership has been terminated may within 1 month of receiving written notification thereof, lodge with the secretary written notice of the person's intention to appeal against the decision of the Board.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within 3 months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.
- (3) At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Board 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.
- (4) The appeal shall be determined by the vote of the members present at such meeting.
- (5) Where a person whose application is rejected, does not appeal against the decision of the Board within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

### **REGISTER OF MEMBERS**

9. (1) The Board shall cause a register to be kept in which shall be entered the names, residential addresses of all persons admitted to membership of the association and the dates of their admission. If a member so desires, the member's electronic address may also be added to their details and the records of the association. The provision of details in writing or electronically by a member of their electronic address is deemed to constitute the consent of that member to the sending of notices electronically to them as when and permitted under this constitution and the Act to the electronic address as provided. A member must notify the Board as soon as practicable of any change in their electronic address.
- (2) Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Board or the members at any general meeting may require from time to time.
- (3) The register (but not the list of electronic addresses or any other information relating to members maintained in the records of the association that is not required by law to be disclosed unless that member has consented in writing or electronically) shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

### **SECRETARY**

10. (1) If a vacancy happens in the office of secretary, the members of the Board must appoint or elect a secretary within 14 days after the vacancy happens.
- (2) The secretary must be an individual residing in the State who is -
  - (a) a member of the association elected by the association as secretary; or
  - (b) a member of the association's Board appointed by the committee as secretary; or
  - (c) appointed by the Board as secretary (whether or not the individual is a member of the association).
- (3) The Board may appoint and remove the secretary at any time.

## **MEMBERSHIP OF BOARD**

11. (1) The Board shall consist of a President (or two Co-Presidents should the Board deem appropriate), Vice President, Treasurer, Secretary, Director ICT Committee, Director Life Sciences Committee and such other Directors as the members of the association may from time to time appoint or elect.
- (2) The position of Director ICT Committee will be filled by the Chair of the ICT Committee, as elected by the members of the ICT Committee formed under the rules governing subcommittees.

The position of Director Life Sciences Committee will be filled by the Chair of the Life Sciences Committee as elected by members of the Life Sciences Committee formed under the rules governing subcommittees.

All other Board positions shall be elected at an Annual General Meeting (AGM). The term for each Board position shall be the period of time until the second AGM following the AGM at which the election occurred.

In order to provide stability and continuity in the management of the association, no more than half of the Board positions will be available for election at any one AGM.

At each AGM, if the holder of one of the continuing positions wishes to nominate for a position being elected, then this office bearer may resign her current role and nominate for this other position, at the time of voting.

The maximum length of continuous time that a member of the Board shall occupy a particular role on the Board is three (3) consecutive terms or longer if agreed by the Board.

Any retiring member of the Board may choose to nominate for re-election, provided that the retiring member has not sat on the Board for 3 consecutive terms and has not held the particular role the retiring member is nominating for, for 2 consecutive terms.

If the retiring members of the Board cannot reach consensus between themselves as to who should retire, the members to retire should be those retiring members who have been involved in the Board the longest. If there are two or more members who have been involved in the Board for an equal amount of time and an agreement cannot be reached between them on who will retire, those members will draw lots to determine who will retire.

Any retirements that occur at the AGM will not become effective until the end of the meeting.

A member who retired from the Board after serving 3 consecutive terms may nominate for a Board position if the date of the AGM, at which the election is to occur, is at least 12 months from the date on which the retirement took effect. In nominating for a Board position, the retired member's previous terms on the Board will be disregarded for the purposes of this clause 11.

If a member, after occupying a particular role on the Board for 3 consecutive terms and retiring, from the Board for at least 12 months, decides to nominate again for that particular role on the Board, the retired member's previous terms in that particular role on the Board will be disregarded for the purposes of this clause 11.

An office bearer leaving a role at an AGM will, if so requested by the Board, assist that person's successor to familiarise themselves with the duties attaching to the office and procedures and processes of the association.

- (3) The election of officers and other members of the Board shall take place in the following manner –
- (a) any 2 members of the association shall be at liberty to nominate any other member to serve as an officer or other member of the Board;
  - (b) any member of the association shall be at liberty to nominate themselves to serve as an officer or other member of the Board;
  - (c) the nomination, which shall be in writing and signed by the member, and the member's proposer and seconder if applicable, shall be lodged with the secretary at least 14 days before the annual general meeting at which the election is to take place;
  - (d) a list of the candidate's names in alphabetical order, with the proposers and seconds names shall be posted in a conspicuous place in the office or usual place of meeting of the association and if so determined by the Board on the association's website for at least seven days immediately preceding the Annual General Meeting;
  - (e) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
  - (f) should, at the commencement of such meeting, there be insufficient numbers of candidates nominated, nominations may be taken from the floor of the meeting.

### **RESIGNATION OR REMOVAL FROM OFFICE OF MEMBER OF BOARD**

12. (1) Any member of the Board may resign from membership of the Board 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 the association where that member shall be given the opportunity to fully present the member's case.
- (2) The question of removal shall be determined by the vote of the members present at such a general meeting.
- (3) There is no right of appeal against a member's removal from office under this section.

### **VACANCIES ON BOARD**

13. (1) The Board shall have power at any time to appoint any member of the association to fill any casual vacancy on the Board until the next annual general meeting.
- (2) The continuing members of the Board may act notwithstanding any casual vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the association, but for no other purpose.

## **FUNCTIONS OF THE BOARD**

14. (1) Except as otherwise provided by these rules and subject to resolutions of the members of the association carried at any general meeting the Board -
  - (a) shall have the general control and management of the administration of the affairs, property and funds of the association; and
  - (b) shall have authority to interpret the meaning of these rules and any matter relating to the association on which these rules are silent.
- (2) The Board may exercise all the powers of the association -
  - (a) to borrow or raise or secure the payment of money in such manner as the members of the association may think fit and secure the same or 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 and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the association's property, both present and future, and to purchase, redeem or pay off any such securities;
  - (b) to borrow amounts from members and to pay interest on the amounts borrowed and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association, and to provide and pay off any such securities; and
  - (c) to invest in such manner as the members of the association may from time to time determine.
- (3) For sub-section (2)(b) the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by -
  - (a) the financial institution for the association; or
  - (b) if there is more than 1 financial institution for the association - the financial institution nominated by the association.

## **MEETINGS OF BOARD**

15. (1) The Board shall meet at least once every 2 calendar months to exercise its functions.
- (2) The Board must decide how a meeting is to be called.
- (3) Notice of a meeting is to be given in the way decided by the Board.
- (4) A special meeting of the Board shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the Board, which



requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

- (5) At every meeting of the Board, fifty percent (50%) of members elected and/or appointed to the Board as at the close of the last general meeting of the members plus 1, shall constitute a quorum.
- (6) Subject as previously provided in this rule, the Board may meet together and regulate its proceedings as it thinks fit including by the use of telephone meetings and video conferencing and other forms of telecommunication or electronic communication as determined by the Board from time to time.
- (7) However, questions arising at any meeting of the Board 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.
- (8) A member of the Board shall not vote in respect of any contract or proposed contract with the association in which the member is interested, or any matter arising thereof, and if the member does so vote the member's vote shall not be counted.
- (9) Not less than fourteen (14) days notice shall be given by the secretary to members of the Board of any special meeting of the Board.
- (10) Such notice shall clearly state the nature of the business to be discussed thereat.
- (11) The president shall preside as chairperson at every meeting of the Board, or if there is no president, or if at any meeting the president is not present within 10 minutes after the time appointed for holding the meeting, the vice-president shall be chairperson or if the vice-president is not present at the meeting then the members may choose 1 of their number to be chairperson of the meeting.
- (12) 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.
- (13) 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, 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.

#### **DELEGATION OF POWERS OF BOARD**

16. (1) The Board may delegate any of its powers to a subcommittee consisting of such members of the association as the Board thinks fit.
- (2) Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If no such chairperson is elected, or if at any meeting the chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one (1) of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it thinks proper.

- (6) 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.

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

17. All acts done by any meeting of the Board or of a subcommittee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board 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 Board.

### **RESOLUTIONS OF BOARD WITHOUT MEETING**

18. (1) A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- (2) Any such resolution may consist of several documents in like form, each signed by 1 or more members of the Board.

### **ANNUAL GENERAL MEETINGS**

19. An annual general meeting must be held –
- (a) at least once each year; and
- (b) within 4 months after the end of the association's previous financial year.

### **BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING**

20. The following business must be transacted at every annual general meeting –
- (a) receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the association for the last financial year;
- (b) receiving of the auditor's report on the financial affairs of the association for the last financial year;
- (c) presenting of the audited statement to the meeting for adoption;
- (d) election of members of the Board;
- (e) appointment of an auditor.

### **SPECIAL GENERAL MEETING**

21. (1) The secretary shall convene a special general meeting by sending out notice of the meeting within 14 days of:-
- (a) being directed to do so by the Board; or
- (b) being given a requisition in writing signed by not less than one-third of the members presently on the Board or not less than the number of ordinary members of the association which equals double the number of members presently on the Board plus one;

- (c) being given a notice in writing of an intention to appeal against the decision of the Board to reject an application for membership or to terminate the membership of any person.
- (2) A requisition mentioned in subsection (1)(b) shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

### **QUORUM AT GENERAL MEETING**

- 22. (1) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Board plus 1.
- (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.
- (3) For the purposes of this rule -  
  
    **"member"** includes a person attending as a proxy or as representing a corporation which is a member.
- (4) 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 Board or the association, shall lapse.
- (5) 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, 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.
- (6) 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.
- (7) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (8) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **NOTICE OF GENERAL MEETING**

- 23. (1) The secretary shall convene all general meetings of the association by giving not less than fourteen (14) days notice of any such meeting to the members of the association.
- (2) The manner by which such notice shall be given shall be determined by the Board.
- (3) However, 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 Board, shall be given in writing.
- (4) Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

- (5) Any notice served on a member personally is deemed to have been served when delivered. Any notice served on a member by post is deemed to have been served 48 hours after posting. Any notice served on a member by facsimile transmission or other electronic means permitted under the Act and this constitution, is deemed to have been served when the transmission or electronic message is sent.

## **PROCEDURES AT GENERAL MEETING**

24. (1) Unless otherwise provided by these rules, at every general meeting -
- (a) the president shall preside as chairperson, or if there is no president, or if the president is not present within 15 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 1 of their number to be chairperson of the meeting; and
  - (b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and
  - (c) every question, matter or resolution shall be decided by a majority of votes of the members present; and
  - (d) every member present shall be entitled to 1 vote and in the case of an equality of votes the chairperson shall have a second or casting vote; and
  - (e) however, no member shall be entitled to vote at any general meeting if the member's annual subscription is more than 1 month in arrears at the date of the meeting; and
  - (f) 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; and
  - (g) The chairperson shall appoint 2 members to conduct the secret ballot in such manner as the chairperson 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; and
  - (h) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have 1 vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have 1 vote; and
  - (i) the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of the appointor's 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; and
  - (j) a proxy may but need not be a member of the association; and
  - (k) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and

- (l) 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 -

**ASSOCIATION:**

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the abovementioned association, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or failing the member, \_\_\_\_\_ of \_\_\_\_\_, as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment thereof.

Signed this day of \_\_\_\_\_, 20\_\_\_\_.

Signature.

This form is to be used \*in favour of the resolution.

\*against

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

- (m) the instrument appointing a proxy shall be deposited with the secretary not less than 24 hours or such lesser time as the Board may determine prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposed to vote; and
- (n) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board 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.
- (2) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Board meeting verifying their accuracy.
- (3) 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.
- (4) However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

**BY-LAWS**

25. The Board may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association and any by-law may be set aside by a general meeting of members.

**ALTERATION OF RULES**

26. (1) Subject to the provisions of the *Associations Incorporation Act 1981*, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.

- (2) However an amendment, rescission or addition is valid only if it is registered by the chief executive.

## **COMMON SEAL**

27. (1) The Board shall provide for a common seal and for its safe custody.
- (2) The common seal shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the secretary or by a second member of the

## **FUNDS AND ACCOUNTS**

28. (1) The funds of the association must be kept in the name of the association in a financial institution decided by the Board.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the association and the particulars usually shown in books of a like nature.
- (3) All moneys shall be deposited as soon as practicable after receipt thereof.
- (4) All cheques shall be signed by any 2 of the president, secretary, treasurer or other member authorised from time to time by the Board.
- (5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recouplements which may be open.
- (6) The Board shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a Board meeting.
- (8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the 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 the association at the close of that year.
- (9) If the association is incorporated within 3 months of the end of the association's financial year, subsection (8) does not apply for the financial year the association is incorporated.
- (10) The auditor must examine the statement prepared under subsection (8) and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- (11) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

## **DOCUMENTS**

29. (1) The Board shall provide for the safe custody of books, documents, instruments of title and securities of the association.

- (2) For the purposes of all notices, documents, notifications or any other forms of communication which the association wishes to circulate, distribute or receive, to, amongst and from members and others, an electronic address provided to the association by a member in accordance with rule 10(1) or by other persons having dealings with the association, shall be the primary address of that person or body corporate for the purpose of communication with the association, except where to do so is expressly prohibited by law, and in particular where any State or Federal laws relating to privacy prohibit such forms of communication’.
- (3) Any notice or other document which is required to be in writing or signed or served or delivered under this constitution may be created or given electronically or be signed digitally if and when such procedures are permitted under the Act, but only after the Board has approved their use and the circumstances of their use are not contrary to the Act or this constitution’.

### **FINANCIAL YEAR**

30. The financial year of the association shall close on 31st December in each year commencing 31st December 2005.

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

31. (1) This section applies if the association is wound-up under part 10 of the Act and there are surplus assets.
- (2) The surplus assets must not be distributed among the members but must be given to another entity -
  - (a) that has objects similar to the association's objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (3) In this section -

**"surplus assets"** has the meaning given by section 92(3) of the Act.

### **DEFINITIONS**

32. In this constitution, the following definitions apply:

**‘Act’** means the Associations Incorporation Act (Qld) 1981 as amended from time to time;

**‘Board’** means the Board as that term is defined in the Act, and includes the ‘board’, ‘executive board’, or such other term as the Board determines from time to time;

**‘Sent’** when used in relation to the sending of an electronic message, transmission or communication (‘electronic communication’), means, unless otherwise agreed, that time when the electronic communication enters a single information system outside the control of the originator, or, if the electronic communication enters successively two or more information systems, when it enters the first of those information systems, for the purpose of the notice provisions in this constitution’.