

DRAFT REVISIONS TO
CONSTITUTION
OF
PARKINSON'S QUEENSLAND INC.

Date of this draft: 15th June 2009

This draft is designed for distribution to members for their comment and feedback. Based on this feedback a final "cleaned up" version will be prepared for consideration at the Annual General Meeting scheduled for Saturday 12th September 2009. Changes from the current constitution are marked and a *rationale* for each change given.

The preparation of this draft has been guided by our Corporate Advisory Panel, the constitutional provisions of other Parkinson's organisations, together with the input of Management Committee members.

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1. NAME

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

2. DEFINITIONS

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

3. OBJECTS

The objects for which PQI is established are:

- ~~2.1 to help and encourage people with problems arising from Parkinson's Disease, by way of providing newsletters, medical publications, medical and paramedical speakers at meetings, and any other appropriate method that may from time to time present itself;~~
- ~~2.2 to encourage and provide funds for research into the cause and prevention of Parkinson's Disease. These funds to be raised by way of subscriptions, donations, art unions and any other method that may be thought appropriate by the Committee of Management;~~
- ~~2.3 to collect and disseminate information on Parkinson's Disease;~~
- ~~2.4 to bring a knowledge of the complaint and PQI before the public.~~

The principal object of PQI is:

- 3.1 to alleviate the distress experienced by people who suffer from Parkinson's Disease or related disorders in Queensland:
 - (a) by offering information and assistance to people affected and, where appropriate, conducting a needs assessment and referral to appropriate support service providers;
 - (b) by working collaboratively with other community service providers and allied health professionals to ensure that people living with Parkinson's Disease or related disorders are able to access appropriate support services;
 - (c) by providing training, information and education to people with Parkinson's Disease or related disorders, their carers and community service providers to facilitate better service delivery to those affected;
 - (d) by increasing public awareness of Parkinson's Disease and related disorders so as to provide greater public understanding of the impact of these illnesses and the limitations and special needs of those affected;
 - (e) by encouraging research into the cause and treatment of Parkinson's Disease and related disorders; and
- 3.2 to raise funds and do all other acts and things as may be deemed reasonably necessary or incidental to the carrying out of the above objects.

Rationale: 3.1 a,b,c and 3.2 have been recommended by Neumann & Turnour lawyers to better describe what we do and defining it more clearly as a charity, with fundraising added to 3.2 to clearly identify that this is part of "our business". 3.1 (d) has been added to acknowledge the need for greater public awareness and 3.1 (e) to include support for research as an object.

4. POWERS

~~The powers of Parkinson's Queensland Inc. are:-~~

- ~~3.1 To take over the funds and other assets and the liabilities of the present incorporated association known as the Parkinson's Syndrome Society of Queensland Inc;~~
- ~~3.2 to subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of PQI provided that PQI shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on PQI under or in accordance with clause 28.10 of this Constitution.~~
- ~~3.3 In furtherance of the objects of PQI to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of PQI's premises;~~
- ~~3.4 to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any 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 PQI: Provided that in case PQI shall take or hold any property which may be subject to any trusts PQI shall only deal with the same in such manner as is allowed by law having regard to such trusts;~~
- ~~3.5 to enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of PQI; to obtain from any such Government or Authority any rights, privileges and concessions which PQI may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;~~
- ~~3.6 to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of PQI;~~
- ~~3.7 to remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated PQI, or in or about the incorporated PQI or promotion of the incorporated PQI or in the furtherance of its objects;~~
- ~~3.8 to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance PQI's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;~~
- ~~3.9 to invest and deal with the money of PQI not immediately required in such manner as may from time to time be thought fit; subject where applicable to Regulation 32 (14) of Collections Regulations 1975;~~
- ~~3.10 to take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;~~

- ~~3.11 — in furtherance of the objects of PQI to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;~~
- ~~3.12 — to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed 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 incorporated PQI's property or assets present or future and to purchase, redeem or pay-off any such securities;~~
- ~~3.13 — to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;~~
- ~~3.14 — in furtherance of the objects of PQI 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 PQI;~~
- ~~3.15 — to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of PQI's property of whatsoever kind sold by PQI, or any money due to PQI from purchasers and others;~~
- ~~3.16 — to take any gift of property whether subject to any special trust or not, for any one or more of the objects of PQI but subject always to the proviso in clause 4 of this Constitution~~
- ~~3.17 — 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 PQI, in the shape of donations, annual subscriptions or otherwise;~~
- ~~3.18 — to print and publish any newspapers, periodicals, books or leaflets that PQI may think desirable for the promotion of its objects;~~
- ~~3.19 — in furtherance of the objects of PQI to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of PQI 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 PQI under or in accordance with clause 28.10;~~
- ~~3.20 — in furtherance of the objects of PQI 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 PQI is authorised to amalgamate;~~
- ~~3.21 — in furtherance of the objects of PQI to transfer all or any part of the property, assets, liabilities and engagements of PQI to any one or more of the incorporated associations with which PQI is authorised to amalgamate;~~
- ~~3.22 — to make donations for patriotic, charitable or community purposes;~~
- ~~3.23 — to transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;~~
- ~~3.24 — to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of PQI.~~

~~3.25 to establish and maintain support groups in response to community need and in accordance with PQI Policies and Procedures.~~

4.1 PQI has the powers of an individual.

4.2 PQI may, for example—

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) establish and maintain support groups in response to community needs and in accordance with PQI Policies and Procedures; and
- (e) do other things necessary or convenient to be done in carrying out its affairs.

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

Rationale: 4.1 and 4.2 have been recommended by Neumann & Turnour lawyers and are taken directly from the "Model Rules" defined in the Queensland Associations Incorporation Regulation 1999, but with 4.2 (d) added to explicitly include Support Groups as part of PQI. 4.3 is needed to bring the constitution into alignment with the Australian Taxation Office requirements of 2007 for a Non-Profit Organisation

5. CLASSES OF MEMBERS

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

5.1.1 Individual Annual Membership

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

The number of Individual Annual Memberships shall be unlimited.

5.1.1.1 Family membership

Family Membership shall be available to any two people from the same family providing one nominated address for postage who support the objects set out in this Constitution. Each will have the rights of an individual member but will share some services.

5.1.2 Group Membership

Any group wishing to join PQI shall be eligible to become a group member on payment of the prescribed fee, if it has an interest in protecting or promoting the well-being of people with Parkinson's Disease and related disorders, and is prepared to comply with the provisions of this Constitution.

This group shall be eligible to appoint/elect not more than two representatives who, upon acceptance of Group Membership, shall be subject to the Constitution and have the rights of Individual Members.

5.1.3 Corporate Membership

Corporate Membership will refer to companies or large organisations which are prepared to comply with the provisions of this Constitution and to support PQI financially or in other ways. Corporate membership does not confer voting rights.

5.1.4 Life membership

- (a) The PQI Management Committee may from time to time, determine the fee to be paid by any member desiring to compound his/her annual subscription and to become a Life Member of PQI.
- (b) Any Individual Member upon payment of the fee as determined by clause 5.1.4 (a) of this Constitution shall be entitled to become a Life Member, having all the privileges of an Individual Member, without payment of the annual subscription. A Life Member shall be subject to all the provisions of this Constitution.
- (c) Life Membership shall be determined by the Committee of Management on payment of the Life Membership fee. The number of Life Memberships shall be unlimited.

5.1.5 Family Life Membership

- (a) Any two people from the same family who are prepared to comply with the provisions of this Constitution and provide one nominated address for postage shall be eligible for Family Life Membership on payment of the prescribed fee. Each shall have the rights of an individual member but will share some services.
- (b) The number of Family Life Memberships shall be unlimited. They shall operate during the lifetime of each of the nominated members concerned.

5.1.6 Honorary Membership

Any person who agrees to comply with the provisions of this Constitution may be nominated by a Member of PQI for Honorary Membership, whose personal assistance is specifically desired by PQI. The term of membership shall not exceed twelve months before renomination. The maximum number of members in this Class shall be determined by the Management Committee and shall not exceed five at any time. Honorary Members shall not possess the power/right to vote on business at any meeting of PQI.

5.1.7 Honorary Life Membership

The Management Committee has the sole right to nominate persons on whom Honorary Life Membership should be conferred for some special or outstanding service to PQI. On receiving the written consent of any such person to become an Honorary Life Member, the Management Committee shall submit the nomination to a subsequent general meeting and the person

shall be deemed to be elected if the nomination is approved by a majority of those present and voting. An Honorary Life Member has all the privileges of an Individual Member.

The maximum number of members in this Class shall be determined by the Management Committee and shall not exceed five at any time.

5. MEMBERSHIP

~~5.1 Every person who at the date of incorporation of PQI was a member of the unincorporated association and who on or before the date of incorporation agrees in writing to become a member of PQI shall be admitted by the Management Committee to the same class of membership of PQI as that member held in the unincorporated association. Every member of the PQI who previously to their agreeing to become a member of PQI has paid their subscription due on the first day of July 1984, as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to PQI for the period prior to the first day of July 1985.~~

~~5.2 Every applicant for any class of membership of PQI (other than the members of the unincorporated association referred to in clause 5.1 of this Constitution) shall be proposed by one member of PQI and seconded by another member. The application for membership shall be made in writing, signed by the applicant and their proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.~~

6. NEW MEMBERSHIP

- (1) An application for membership must be—
 - (a) in writing; and
 - (b) signed by the applicant or their attorney and
 - (c) in the form decided by the Management Committee.

Rationale: 6 has been adapted from the "Model Rules" defined in the Queensland Associations Incorporation Regulation 1999, but with the requirement for nomination and seconding by current members removed. It is argued that non-members wishing to join may not even know an existing member and their application should not be impeded by this. Acceptance or rejection of the application by the Management Committee provides sufficient control of membership.

7. MEMBERSHIP FEES

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

7.2 The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

8. ADMISSION AND REJECTION OF MEMBERS

- 8.1 At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- 8.2 Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- 8.3 Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

9. TERMINATION OF MEMBERSHIP

- 9.1 A member may resign from PQI at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 9.2 If a member:
 - (i) is convicted of an indictable offence; or
 - (ii) fails to comply with any of the provisions of this Constitution; or
 - (iii) has membership fees in arrears for a period of two months or more; or
 - (iv) conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of PQI;the Management Committee shall consider whether their membership shall be terminated.
- 9.3 The member concerned shall be given a full and fair opportunity of presenting their case and if the Management Committee resolves to terminate their membership it shall instruct the secretary to advise the member in writing accordingly.

10. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 10.1 A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of their intention to appeal against the decision of the Management Committee.
- 10.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within three months of the date of receipt of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present their case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.

- 10.3 Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by this Constitution or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

~~10. REGISTER OF MEMBERS~~

~~10.1 The Management Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of PQI and the dates of their admission.~~

~~10.2 Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.~~

~~10.3 The Register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.~~

11. REGISTER OF MEMBERS

(1) The management committee must keep a register of members of PQI.

(2) The register must include the following particulars for each member—

(a) the full name of the member;

(b) the postal or residential address of the member;

(c) the date of admission as a member;

(d) the date of death or time of resignation of the member;

(e) details about the termination or reinstatement of membership;

(f) any other particulars the Management Committee or the members at a general meeting decide.

(3) The register must be open for inspection by members of the association at all reasonable times.

(4) A member must contact the secretary to arrange an inspection of the register.

(5) However, the Management Committee may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

Rationale: 11 is taken directly from the "Model Rules" defined in the Queensland Associations Incorporation Regulation 1999.

12. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

(1) A member of PQI must not—

- (a) use information obtained from the register of members of PQI to contact, or send material to, another member of PQI for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of PQI for the purpose of advertising for political, religious, charitable or commercial purposes.

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

Rationale: the new clause 12 is taken directly from the “Model Rules” defined in the Queensland Associations Incorporation Regulation 1999, and brings the association rules into alignment with the requirements of the Federal Privacy Act.

13. APPOINTMENT OR ELECTION OF SECRETARY

- (1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
 - (a) a member of PQI elected by the association as secretary; or
 - (b) any of the following persons appointed by the management committee as secretary—
 - (i) a member of PQI’s Management Committee;
 - (ii) another member of PQI;
 - (iii) another person.
- (2) If a vacancy happens in the office of secretary, the members of the Management Committee must ensure a secretary is appointed or elected for PQI within 1 month after the vacancy happens.
- (3) If the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- (4) However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- (5) If the management committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the management committee.
- (7) In this rule **casual vacancy**, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

Rationale: the new clause 13 (Appointment of Secretary) includes relevant paragraphs from the “Model Rules” defined in the Queensland Associations Incorporation Regulation 1999.

14. REMOVAL OF SECRETARY

- (1) The management committee of the association may at any time remove a person appointed by the committee as the secretary.
- (2) If the management committee removes a secretary who is a person mentioned in rule 13(1)(b)(i), the person remains a member of the management committee.
- (3) If the management committee removes a secretary who is a person mentioned in rule 13(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 13(5), the person remains a member of the management committee.

Rationale: the new clause 14 (Removal of Secretary) includes relevant paragraphs from the "Model Rules" defined in the Queensland Associations Incorporation Regulation 1999.

15. FUNCTIONS OF SECRETARY

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

- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) maintaining the register of members of the association.

Rationale: the new clause 15 (Functions of Secretary) includes relevant paragraphs from the "Model Rules" defined in the Queensland Associations Incorporation Regulation 1999.

16. MEMBERSHIP OF MANAGEMENT COMMITTEE

- 16.1 The Management Committee of PQI shall consist of a President, Vice-President, Secretary, Treasurer, and up to four other members, unless a larger committee is determined by members at a general meeting. All office bearers and other members of the Management Committee shall be members of PQI.
- 16.2 At the annual general meeting of PQI all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- 16.3 The election of officers and other members of the Management Committee shall take place in the following manner:
 - (a) any two members of PQI shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;

- (b) the nomination, which shall be in writing and signed by the member and their proposer and seconder, shall be lodged with the secretary at least ~~fourteen~~ 21 days before the annual general meeting at which the election is to take place;
- (c) a list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of PQI for at least ~~seven~~ 14 days preceding the annual general meeting;
- (d) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- (e) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

Rationale: The extended periods in clauses (b) and (c) are to delay the deadline for nominations to at least a week after notification of the date of the AGM and to allow time for candidates names to be included on proxy forms so that those unable to attend the AGM can direct their votes if they wish to do so.

17. RESIGNATION FROM MANAGEMENT COMMITTEE

Any member of the Management Committee may **RESIGN** from membership of the Management Committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of PQI where that member shall be given the opportunity to fully present their case. The question of removal shall be determined by the vote of the members present at such a general meeting.

18. VACANCIES ON MANAGEMENT COMMITTEE

- 18.1 The Management Committee shall have power at any time to appoint any member of PQI to fill any casual vacancy on the Management Committee until the next annual general meeting.
- 18.2 The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of PQI, but for no other purpose.

19. FUNCTION OF THE MANAGEMENT COMMITTEE

- 19.1 Except as otherwise provided by this Constitution and subject to the resolutions of the members of PQI carried at any general meeting the Management Committee:
- (a) shall have the general control and management of the administration of the affairs, property and funds of PQI; and
 - (b) shall have authority to interpret the meaning of this Constitution and any matter relating to PQI on which this Constitution is silent.
- 19.2 The Management Committee may exercise all the powers of PQI:
- (a) to borrow or raise or secure the payment of money in such manner as the members of PQI may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by PQI in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of PQI's property, both present and future, and to purchase, redeem or pay off any such securities;
 - (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of PQI, and to provide and pay off any such securities; and
 - (c) to invest in such manner as the members of PQI may from time to time determine.

20. MEETINGS OF MANAGEMENT COMMITTEE

- 20.1 The Management Committee shall meet at least once every second calendar month to exercise its functions.
- 20.2 A special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 20.3 At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
- 20.4 Subject as previously provided in this Constitution, the Management Committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 20.5 A member of the Management Committee shall not vote in respect of any contract or proposed contract with PQI in which they are interested, or any matter arising thereout, and if they do so vote, their vote shall not be counted.
- 20.6 Not less than fourteen days notice shall be given by the secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.

- 20.7 The President shall preside as Chairperson at every meeting of the Management Committee, or if there is no President, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairperson or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.
- 20.8 If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

21. MANAGEMENT SUB-COMMITTEES

- 21.1 The Management Committee may **DELEGATE** any of its powers to a sub-committee consisting of such members of PQI as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- 21.2 A sub-committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.
- 21.3 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

22. ACTS DONE BY MANAGEMENT COMMITTEE

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

23. DECISIONS BY RESOLUTION IN WRITING

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

24. ANNUAL GENERAL MEETING

- 24.1 The annual general meeting shall be **held within three months** of the close of the financial year.
- 24.2 The **business to be transacted** at every annual general meeting shall be:
- (a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of PQI for the preceding financial year;
 - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - (c) the election of members of the Management Committee; and
 - (d) the appointment of an auditor.

25. SPECIAL GENERAL MEETING

The secretary shall convene a **SPECIAL GENERAL MEETING**:

- (a) when directed to do so by the Management Committee; or
- (b) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of PQI which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
- (c) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

26. QUORUMS

- 26.1 At any general meeting the number of members required to constitute a **QUORUM** shall exceed the number of members presently on the Management Committee by a minimum of one financial member of PQI.
- 26.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this clause "member" includes a person attending as a proxy. This excludes Corporate members.
- 26.3 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or PQI, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 26.4 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to

place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

27. NOTICES OF MEETINGS

- 27.1 The secretary shall convene all general meetings of PQI by giving not less than 14 28 days **NOTICE** of any such meeting to the members of PQI.
- 27.2 The manner by which such notice shall be given shall be determined by the Management Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

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| <p>Rationale: the longer period specified for notification of the date of the AGM in clause 27.1 is needed to allow adequate time for nominations to the Management Committee and provision for voting on the proxy forms, as described in section 16.</p> |
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28. MEETING PROCEDURE

- 28.1 The President shall preside as Chairperson, or if there is no President, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting.
- 28.2 The Chairperson shall maintain **order** and conduct the meeting in a proper and orderly manner.
- 28.3 Every question, matter or resolution shall be decided by a majority of **votes** of the members present.
- 28.4 Every member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote; Provided that no member shall be entitled to vote at any general meeting if their annual subscription is more than one month in arrears at the date of the meeting.
- 28.5 Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as he or she shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- 28.6 At a general meeting a member may vote in person or by **proxy** or by attorney. If voting is by a show of hands every person present who is either a member or a representative of a member with the authority of proxy or attorney shall have one vote. If voting is by a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.

- 28.7 The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of their attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of PQI. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- 28.8 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

Parkinson's Queensland Incorporated:

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

Name:of.....

OR

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

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

Signed thisday of, 20.....

.....Signature.

Voting intention

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

Method A

The proxy may vote as he or she thinks fit.

Method B

I direct my vote as indicated below.

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

- 28.9 For it to be valid, the instrument appointing a proxy must be deposited with the secretary at least 3 days prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 28.10 The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the

Chairperson of the next succeeding general meeting or the Chairperson of the next succeeding general meeting or annual general meeting.

29. BY-LAWS

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

30. ALTERATION OF THIS CONSTITUTION

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

31. COMMON SEAL

The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

32. FUNDS AND ACCOUNTS

- 32.1 The funds of PQI shall be banked in the name of PQI in such bank as the Management Committee may from time to time direct.
- 32.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of PQI and the particulars usually shown in books of a like nature.
- 32.3 All moneys shall be banked as soon as practicable after receipt thereof.
- 32.4 All amounts of one hundred dollars or over shall be paid by cheque or electronic funds transfer authorised by any two of the president, secretary, treasurer or other member authorised from time to time by the Management Committee.
- 32.5 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recouplements which may be open.
- 32.6 The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- 32.7 All expenditure shall be approved or ratified at a Management Committee meeting.
- 32.8 As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of:
 - (a) the income and expenditure for the financial year just ended; and

- (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of PQI at the close of that year.

32.9 All such statements shall be examined by the auditor who shall present her or his report upon such audit to the secretary prior to the holding of the annual general meeting following the financial year in respect of which such audit was made.

32.10 The income and property of PQI whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of PQI provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by them to PQI or otherwise owing by PQI to them or of remuneration to any officers or servants of PQI or to any member of PQI or other person in return for any services actually rendered to PQI provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by PQI or reasonable and proper rent for premises demised or let to PQI.

33. DOCUMENTS

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

34. FINANCIAL YEAR

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

35. DISSOLUTION

PQI shall be wound up:

- (a) if the membership is less than three persons; or
- (b) if a resolution to that effect is carried by a vote of three-fourths majority of the financial members present at a general meeting convened to consider the question.

~~The property and other assets of PQI remaining after the payment of all expenses and other liabilities shall be handed over to some other organisation or organisations having similar objects or in part similar objects, gifts to which are allowable deductions under the provisions of section 78 (1) (a) of the Income Tax Assessment Act as the majority of members present at such general meeting, by resolution, may decide.~~

If PQI is wound up, the property and other assets remaining after payment of the debts and liabilities, and the costs, charges and expenses of the winding-up, shall be given to another entity having objects similar to PQI's objects and rules which prohibit the distribution of the entity's income and assets to its members.

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| <p>Rationale: the new clause 35 (Dissolution) includes current features of the "Model Rules" defined in the Queensland Associations Incorporation Regulation 1999, and current requirements of the Australian Taxation Office for the disposal of property and assets in the case that the organisation is wound up.</p> |
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