

# QUEENSLAND FEDERATION OF ASTROLOGERS INC

1) Name .....	1
2) Interpretation.....	1
3) Objectives of the QFA.....	1
4) Powers .....	1
5) Classes of Membership .....	2
6) Qualifications and Honours.....	2
7) New membership .....	3
8) Membership Fees .....	3
9) Admission and rejection of new members .....	3
10) Termination of Membership.....	3
11) Appeal against rejection or termination of membership.....	4
12) General meeting to decide appeal .....	4
13) Register of Members .....	4
14) Prohibition on use of information on register of members. ....	5
15) Appointment of Secretary.....	5
16) Removal of Secretary.....	5
17) Functions of Secretary .....	5
18) Management Committee .....	6
19) Membership of the Committee .....	6
20) Electing the Committee .....	6
21) Resignation, removal or vacation of office of committee member .....	7
22) Vacancies on Committee .....	7
23) Functions of committee. ....	8
24) Office Bearers.....	8
25) Meetings Of The Committee .....	8
26) Quorum for and adjournment of committee meeting.....	9
27) Special meetings of the committee .....	9
28) Minutes of committee meetings.....	9
29) Appointment of Sub-Committees .....	10
30) Acts not affected by defects or disqualification .....	10
31) Resolutions of committee without meeting.....	10
32) Executive Committees.....	10
33) The National Council .....	10
34) Annual General Meeting.....	10
35) Business to be conducted at AGM while the QFA remains a Level 3 Incorporated Association to which section 59B of the Act applies, shall be- .....	10
36) Business to be conducted at AGM should the QFA become a level 2 incorporated association to which section 59B of the Act applies, shall be- .....	11
37) Business to be conducted at AGM Should the QFA become a level 1 incorporated association to which section 59B of the Act applies, shall be .....	11
38) Notice of General Meeting.....	11
39) Quorum for and adjournment of, general meeting .....	12
40) Procedure at general meeting .....	12
41) Voting at General Meeting.....	12
42) Special General Meeting .....	13
43) Proxies.....	13
44) Minutes of general meetings .....	13
45) By Laws .....	14
46) Alteration of Rules .....	14
47) Common Seal of the QFA .....	14
48) Funds and Accounts.....	14
49) General financial matters .....	15
50) Insurance.....	15
51) Documents .....	15
52) Financial Year.....	15
53) Distribution of surplus assets to another entity- .....	15
54) Notices.....	16
55) Inspection of Books etc. ....	16

## 1) Name

The name of the incorporated association is the Queensland Federation of Astrologers (the QFA)".

## 2) Interpretation

In these rules, unless the contrary intention appears –

“Act” means the Associations Incorporation Act 1981

“Committee” means the Committee referred to in Clause 18) and 19) hereof, as prescribed under the provisions of the Associations Incorporated Act 1981, and elected pursuant to the terms of the Rules of Association.

“FAA” means the Federation of Australian Astrologers Inc

“General Meeting” includes the Annual General Meetings (AGM) held pursuant to Clause 34) hereof, and any Extraordinary General Meetings held pursuant to Clause 38) hereof.

“Member” means a member of the QFA elected and duly registered pursuant to the terms of Clause 7) hereof.

“National Council” means the Council elected pursuant to Clause 33) hereof or otherwise appointed pursuant to the terms of these Rules.

“National Executive” means the office bearers of the National Council of the FAA.

All records may be kept in electronic form; however the Minutes of any meeting must be signed.

References to the “President”, “Vice President”, “Secretary”, “Treasurer” and “Committee Member” are references to the officers referred to in Clause 19)a) hereof and elected pursuant to Clause 20) hereof otherwise appointed pursuant to the terms of these Rules.

Words importing persons shall include incorporations.

Words importing singular numbers also include the plural and vice versa and words importing the masculine gender also include the feminine gender and the neuter gender and vice versa.

Headings to Clauses within these Rules are inserted for convenience only and do not form part of these Rules and shall not affect the construction thereof.

## 3) Objectives of the QFA

- a) The basic objectives of the QFA include;
- i) To encourage co-operation and contact between astrologers
  - ii) To seek and maintain membership with the FAA
  - iii) To arrange seminars, regular monthly meetings on pre-arranged dates, conferences and other activities to enable discussion of issues in astrology.
  - iv) To adopt the code of Ethics promulgated by the FAA.
  - v) To engage in such other conduct as the QFA considers desirable in order to enhance the image of astrology and to encourage the highest standard of ethical conduct by astrologers.
  - vi) The printing and publishing of such newspapers, periodicals, books, leaflets or other documents as the committee or the members in general meeting may think desirable for the promotion of the objectives of the QFA.
  - vii) The doing of all such other lawful things as are incidental or conducive to the attainment of the basic objectives of the QFA or any of the objectives specified in the foregoing provisions of this sub-rule.

## 4) Powers

- a) The QFA has the powers of an individual.
- b) The QFA may, for example-
- i) Enter into contracts; and
  - ii) Acquire, hold, deal with and dispose of property; and
  - iii) Make charges for services and facilities it supplies; and
  - iv) Undertake the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objectives of the QFA; and.
  - v) Accept any gift, whether subject to a special trust or not, for any one or more of the objectives of the QFA; and

- vi) Take such steps from time to time as the committee or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the QFA, whether by way of donations, subscriptions, or otherwise; and
  - vii) Borrow and raise money in such manner and on such terms as the committee may think fit or as may be approved or directed by resolution passed at a general meeting; and
  - viii) Subject to the provision of the Trustee Act 1898, invest any moneys of the QFA not immediately required for any of its objectives in such manner as the committee may from time to time determine; and
  - ix) Make gifts, subscriptions, or donations to any funds, authorities or institutions as decided by the Committee or members in a general meeting; and
  - x) Establish and support, or aid in the establishment or support, of any other association formed for any of the basic objectives of the QFA; and
  - xi) Purchase or acquire and undertake, all or any part of the property, assets, liabilities, and engagements of any association with which the QFA may at any time become amalgamated in accordance with the provisions of the Act and the Rules of the QFA.
- c) The QFA may also issue secured and unsecured notes, debentures and debenture stock for the QFA.

## 5) Classes of Membership

- a) Membership of the QFA consists of-
  - i) Ordinary Member.  
Any person interested in astrology, students, professional astrologers including overseas persons.
  - ii) Honorary Life Member.  
This level is reserved for very special recognition of persons who have made outstanding contributions to the QFA and astrology over a significant number of years. Any Member may recommend persons for the Honorary Life Membership

but appointments are made by the QFA Committee.

- (1) Privileges of Honorary Life Members.  
An Honorary Life Member shall be entitled to privileges granted by the QFA Committee, including free admittance to all QFA activities, but excluding meals and accommodation.
- (2) Honorary Life Members may attend any committee meeting or other meeting and may take part in any discussion but shall not have voting rights at committee meetings.

- b) The number of ordinary members is unlimited.

## 6) Qualifications and Honours

- a) Qualifications
  - i) FAA Diploma  
Persons who possess a Certificate of Astrology recognized by the National FAA will be entitled to use the letters Dip. Astro. (FAA) to denote such qualification.
  - ii) Advanced Diploma  
Persons who possess an FAA Advanced Diploma of Astrology will be entitled to use the letters Advanced Dip. (FAA) to denote such qualification.
  - iii) Approved Astrology Teacher  
Those members who fulfill all the following criteria:

- (1) Hold a minimum of an FAA Diploma or equivalent;
- (2) Promote the FAA examination system;
- (3) Have taught and successfully put 6 or more students through the FAA Calculation and Interpretation examination modules and in the case of a partnership to put 8 or more students successfully through the FAA Calculation and Interpretation examination;

Such member will be entitled to use the letters AAT (FAA) to denote such qualification whilst they remain a member of the FAA.

- b) Honours
  - i) Fellow  
FAA members who have made outstanding contribution to the FAA. Recommendations may only be made by a member organization but appointments are made by the National Council. The National council will issue guide-lines which will be followed in the granting of this honour. Any person granted this honour will be entitled to use the word "Fellow" to denote such honour whilst they remain a member of the FAA.
  - c) No member shall be entitled to use letters to denote qualifications, honours or levels of membership of the QFA other than those described herein. This clause does not prohibit the use of qualifications granted by other astrological associations.
- 7) New membership
  - a) An application for membership must be proposed by 1 member of the QFA (the proposer) and seconded by another member (the seconder)
  - b) An application for membership of the QFA–
    - i) Must be made in writing; and
    - ii) Signed by the applicant, the applicant's proposer and seconder; and
    - iii) In the form decided by the committee; and
    - iv) Accompanied by the membership fee prescribed from time to time by the committee; and
    - v) Lodged with the Treasurer of the QFA.
- 8) Membership Fees
  - a) The amount of the annual subscription is the amount decided by the committee, however this will have no effect on the affiliation fee to be paid to the National body.
  - b) The annual subscription of a member is due and payable on or before the first day of the financial year of the QFA and shall be paid within 28 days of that date or membership of the QFA will lapse.
- c) Affiliation fees payable to the National FAA shall be paid within 28 days of the due date set by the National Council.
- 9) Admission and rejection of new members
  - a) The Committee must consider an application for membership at the next committee meeting held after it receives-
    - i) The application for membership and
    - ii) The appropriate membership fee for the application.
  - b) The committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the committee considers the person's application, the person is advised –
    - i) Whether or not the QFA has public liability insurance; and
    - ii) If the association has public liability insurance, the amount of the insurance.
  - c) The committee must decide at the meeting whether to accept or reject the application
  - d) If a majority of the members of the committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
  - e) The Treasurer of the association must, as soon as practicable after the committee decided to accept or reject an application, give the applicant a written notice of the decision and, shall enter the nominee's name in a register of members to be kept by the Treasurer, whereupon the nominee becomes a member of the QFA.
- 10) Termination of Membership
  - a) A member of the QFA may, at any time, resign from the QFA by giving a written notice of resignation to the Secretary.
  - b) The resignation takes effect at –
    - i) The time the notice is received by the Secretary; or
    - ii) If a later time is stated in the notice – the later time

- c) Upon receipt of a notice under rule a) the Treasurer shall remove the name of the member by whom the notice was given from the register of members and advise the person in writing that s/he has been removed, whereupon that member ceases to be a member of the QFA.
- d) The Committee may terminate a member's membership of the QFA, or remove a member of the Committee from Office if the member-
- i) Is convicted of an indictable offence; or
  - ii) Does not comply with any of the provision of these rules; or
  - iii) Has membership fees in arrears for at least 12 months; or
  - iv) Conducts him/herself in a way considered to be injurious or prejudicial to the character or interests of the QFA.
- e) Before the committee terminates a member's membership from the QFA, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- f) If, after considering all representations made by the member, the committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.
- g) A right, privilege, or obligation of a person by virtue of his/her member of the QFA –
- i) Is not capable of being transferred or transmitted to another person; and
  - ii) Terminates upon the cessation of his/her membership, whether by death, resignation, or otherwise.
- 11) Appeal against rejection or termination of membership
- i) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of intention to appeal against the decision.
  - ii) A notice of intention to appeal must be given to the Secretary within 1 month after the person receives written notice of the decision.
- iii) If the Secretary receives a notice of intention to appeal, the Secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.
- 12) General meeting to decide appeal
- a) The general meeting to decide an appeal must be held within 3 months after the secretary receives notice of intention to appeal.
  - b) At the meeting, 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.
  - c) Also the committee and the members of the committee 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.
  - d) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
  - e) If a person whose application for membership has been rejected does not appeal against the decision in 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Treasurer must, as soon as practicable, refund the membership fee paid by the person.
  - f) No other business shall be conducted at the meeting
- 13) Register of Members
- a) The committee must keep a register of members of the QFA.
  - b) The register must include the following particulars for each member:
    - i) The full name of the member;
    - ii) The postal or residential address of the member;
    - iii) The date of admission as a member;
    - iv) The date of death or time of resignation of the member;
    - v) Details about the termination or reinstatement of membership;

- vi) Any other particulars the committee or the members at a general meeting decide.
  - c) The register must be open for inspection by members of the QFA at all reasonable times.
  - d) A member must contact the Treasurer to arrange an inspection of the register.
  - e) However, the committee may, on the application of a member of the QFA, withhold information about the member (other than the member's full name) from the register available for inspection if the committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.
  - f) The register may be in electronic form.
- 14) Prohibition on use of information on register of members.
- a) A member of the QFA must not –
    - i) Use information obtained from the register of members of the QFA to contact, or send material to, another member of the QFA for the purpose of advertising for political, religious, charitable or commercial purposes; or
    - ii) 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 QFA for the purpose of advertising for political, religious, charitable or commercial purposes.
  - b) Subrule a) does not apply if the use or disclosure of the information is approved by the QFA.
- 15) Appointment of Secretary
- a) The Secretary must be an individual residing in Queensland or in another state but not more than 65km from the Queensland border; who is –
    - i) A member of the QFA elected by the QFA as Secretary; or
    - ii) Any of the following persons appointed by the committee as Secretary –
      - (1) A member of the committee;
      - (2) Another member of the QFA
  - iii) If a vacancy occurs in the office of Secretary, the members of the Committee must ensure a Secretary is appointed or elected for the QFA within 1 month after the vacancy occurs;
  - iv) If the committee appoints a person mentioned in subrule ii)(2) as Secretary, other than to fill a casual vacancy on the committee, the person does not become a member of the committee
  - v) However, if the committee appoints a person mentioned in ii)(2) as Secretary to fill a casual vacancy on the committee, the person becomes a member of the committee.
  - vi) In this rule  
Casual vacancy on a committee means a vacancy that happens when an elected member of the committee resigns, dies or otherwise stops holding office.
- 16) Removal of Secretary
- a) The committee of the association may at any time remove a person appointed by the committee as the secretary.
  - b) If the committee removes a secretary who is a person mentioned in rule 15)a)ii)(1) the person remains a member of the committee
  - c) If the committee removes a secretary who is a person mentioned in rule 15)a)ii)(2) and who has been appointed to a casual vacancy on the committee under rule 15)a)v), the person remains a member of the committee.
- 17) Functions of Secretary
- The secretary's functions include, but are not limited to: -
- a) Calling of meetings of the QFA, including preparing notices of a meeting and the business to be conducted at the meeting in consultation with the president of the QFA; and
  - b) Keeping full and accurate minutes of each meeting; and
  - c) Ensuring these minutes are signed by the Chairman of that meeting or the Chairman of the next succeeding Committee meeting verifying their accuracy

- d) Keeping copies of all correspondence and other documents of the QFA.

#### 18) Management Committee

- a) The affairs of the QFA shall be managed by a committee of management constituted as provided in rule 19)a)
- b) The Committee –
  - i) Shall control and manage the business and affairs of the QFA;
  - ii) May, subject to these rules, exercise all such powers and functions as may be exercised by the QFA, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the QFA; and
  - iii) Subject to the Act and these rules, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the QFA.

#### 19) Membership of the Committee

- a) The Committee of the QFA consists of a President, Vice President, Secretary, Treasurer and four other members of the QFA members elected at a general meeting.
- b) A member of the committee must be a member of the QFA.
- c) At each AGM of the QFA, the members of the committee must retire from office, but are eligible, on nomination, for re-election.
- d) A member of the QFA may be appointed to a casual vacancy on the committee under rule 22)a)
- e) Delegation  
The Committee may by resolution delegate any powers or duties to one or more of their number or to such other QFA member or members as they think fit and may from time to time revoke withdraw or alter such delegation. Any person or persons to whom powers or duties are delegated pursuant to this sub-clause shall report to the Committee when required.
- f) The National Council members elected in respect of the QFA pursuant to the provisions of Clause 33) hereof shall be

“ex officio” members of the Committee. Such members shall only exercise a vote on issues relating to the National Council.

#### 20) Electing the Committee

- a) The secretary shall at least 28 days before the AGM call for nominations for such elections by such means as the committee may consider practical in all the circumstances so as to inform members entitled to attend the AGM and vote of the fact that nominations are open.
- b) The secretary shall at least 14 days before the holding of the elections approach all committee members and ascertain whether or not they desire to stand for election and being informed that they do wish to stand for election to any office or as a committee member shall include them as candidates.
- c) A member of the committee may only be elected as follows –
  - i) Any 2 members of the QFA may nominate another member (the candidate) to serve as a member of the committee;
  - ii) The nomination must be –
    - (1) In writing; and
    - (2) Signed by the candidate and the member who nominated him/her; and
    - (3) Given to the secretary at least 14 days before the AGM at which the election is to be held
  - iii) A member may be nominated for all or some of the positions as office bearer and/or committee member but if elected as an office bearer his/her nomination for committee member and to any other position as office bearer, the elections for which are subsequent to the elections for the positions to which s/he is elected, shall lapse.
  - iv) All applications for postal vote must be lodged with the Secretary of the Committee no later than 14 days before the date of the election in question. The secretary will forward ballot papers to the applicant provided s/he is eligible to vote.

- v) Each member of the QFA present and eligible to vote at the AGM may vote for 1 candidate for each vacant position on the committee;
  - vi) If at the start of the meeting there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- d) A person may be a candidate only if the person is –
- i) An adult; and
  - ii) Is not ineligible to be elected as a member under section 61A of the Act.
- e) A list of candidates' names in alphabetical order must be made available to members of the QFA at least 14 days before the AGM.
- f) If required by the committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- g) In the case of two candidates in whose favour an equal number of votes are cast, the chairperson shall have a casting vote.
- h) The committee must ensure that, before a candidate is elected as a member of the committee, the candidate is advised–
- i) Whether or not the QFA has public liability insurance; and
  - ii) If the QFA has public liability insurance – the amount of the insurance.
- i) Uncontested elections-  
If there is only one eligible candidate for the position of any office bearer, no election shall be held and the candidate shall be declared elected by the Chairperson of the AGM. If the number of candidates eligible for the position of Committee Member (other than as office bearer) does not exceed the maximum number as may be prescribed in Clause 19)a) then no election shall be held and all the candidates nominated shall be declared elected by the Chairperson of the AGM.
- 21) Resignation, removal or vacation of office of committee member
- a) A Committee member may resign by giving written notice to the Secretary.
  - b) The resignation takes effect at–
    - i) The time the notice is received by the secretary; or
    - ii) If a later time is stated in the notice, the later time
  - c) A committee member may be removed from office–
    - i) if his/her membership terminates pursuant to these Rules; or
    - ii) If s/he absents him/herself from the meetings of the Committee for a continuous period of six months without special leave of absence from the Committee and the Committee resolves that his/her office be vacated
  - d) A committee member may be removed from office at a general meeting of the QFA if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
    - i) 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/she should not be removed from office.
    - ii) A member has no right of appeal against the member's removal from office under this rule.
  - e) A committee member immediately vacates office in the circumstances mentioned in section 64(2) of the Act.
- 22) Vacancies on Committee
- a) If a casual vacancy occurs on the committee, the continuing members of the committee may appoint up to 2 persons at any one time to fill the vacancy until the next AGM.
  - b) The continuing members of the committee may act despite a casual vacancy on the committee.
  - c) However, if the number of committee members is less than the number fixed under rule 26)a) as a quorum of the committee, the continuing members act only to –



- i) Increase the number of committee members to the number required for a quorum; or
- ii) Call a general meeting of the QFA

### 23) Functions of committee.

- a) Subject to these rules or a resolution of the members of the QFA carried at a general meeting, the committee has the general control and management of the administration of the affairs, property and funds of the QFA.
- b) The committee has authority to interpret the meaning of these rules and any matter relating to the QFA on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act. The Act prevails if the rules are inconsistent with the Act.
- c) The Committee shall conduct such activities, consistent with the national policy as formulated by the FAA in order to further the objectives of the FAA in the area applicable to that Committee.
- d) The committee may exercise the powers of the QFA –
  - i) To borrow, raise or secure the payment of amounts in a way the committee decides or as may be approved or directed by resolution passed at a general meeting; and
  - ii) To secure the amounts mentioned in paragraph i) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the QFA in any way, including the issue of debentures (perpetual or otherwise) charged upon the whole or part of the property of the QFA, both present and future; and
  - iii) To purchase, redeem or pay off any securities issued; and
  - iv) To borrow amounts from members and pay interest on the amounts borrowed; and
  - v) To mortgage or charge the whole or part of its property; and
  - vi) To invest in a way the committee or members of the QFA may from time to time decide.

- e) For subrule d)iv) 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 –

- i) The financial institution of the QFA; or
- ii) If there is more than 1 financial institution for the QFA, the financial institution nominated by the committee.

### 24) Office Bearers

In addition to all and any duties or powers which the Committee may give to office bearers and all or any duties or powers which various office bearers may have under these Rules, the office bearers shall perform the following functions:

- a) President.  
The President shall co-ordinate and oversee all activity of the QFA, may call meetings of the Committee and may chair meetings of the Committee and AGMs and Extraordinary General Meetings
- b) Vice President  
Shall perform such functions as the Committee may determine.
- c) Treasurer.  
Shall receive annual subscriptions, entrance fees and levies, shall send out notices as appropriate for overdue payments, shall ensure payment of affiliation fees to the National FAA, shall issue receipts and generally oversee all the financial operations of the QFA, and shall keep proper books of account recording all transaction, receipts of money and expenditure by the QFA. Shall maintain a register members of the QFA
- d) Secretary  
Refer 17)

### 25) Meetings Of The Committee

- a) Proceedings generally  
Subject to this rule the Committee may meet and conduct its proceedings as it considers appropriate.
- b) The committee must meet at least once every 4 months to exercise its functions.
- c) The committee must decide how a meeting is to be called.

- d) Notice of meeting is to be given in the way decided by the committee.
  - e) The committee may hold meetings, or permit a committee member to take part in its meetings, but using any technology that reasonably allows the member to hear and take part in discussions as they happen.
  - f) A committee member who participates in the meeting as mentioned in subrule e) is taken to be present at the meeting.
  - g) A question arising at a committee meeting is to be decided by a majority vote of the committee members present at the meeting on a show of hands or if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine and, if the votes are equal, the chairperson of the meeting shall have a casting vote in addition to his/her primary vote.
  - h) A committee member must not vote on a question about a contract or proposed contract with the QFA if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted.
  - i) Chairperson  
The President is to preside as chairperson at committee meetings.
  - j) If there is no President or if the President is not present within 10 minutes after the time fixed for committee meeting, the members may chose 1 of their number to preside as Chairperson at the meeting.
- 26) Quorum for and adjournment of committee meeting
- a) At a committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum. A proxy vote shall be counted in ascertaining whether a quorum is present.
  - b) If there is no quorum within 30 minutes after the time fixed for a committee meeting called on the request of members of the committee, the meeting lapses.
  - c) If there is no quorum within 30 minutes after the time fixed for a committee meeting called other than at the request of the members of the committee –
    - i) The meeting is adjourned for at least 1 day; and
    - ii) The members of the committee who are present are to decide the day, time and place of the adjourned meeting.
  - d) If, at an adjourned meeting mentioned in subrule c), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.
- 27) Special meetings of the committee
- a) If the Secretary receives a written request signed by at least 33% of the members of the Committee, the Secretary must call a special meeting of the Committee by giving each member of the committee notice of the meeting within 14 days of receiving the request.
  - b) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
  - c) A request for a special meeting must state –
    - i) Why the special meeting was called; and
    - ii) The business to be conducted at the meeting.
  - d) A notice of a special meeting must state–
    - i) The day, time and place of the meeting; and
    - ii) The business to be conducted at the meeting.
  - e) No other business is to be conducted at a special meeting.
  - f) A special meeting of the committee must be held within 14 days after the notice of the meeting is given to the members of the committee.
- 28) Minutes of committee meetings
- a) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each committee meeting are entered in a minute book.
  - b) To ensure accuracy of the minutes, the minutes of each committee meeting must be signed by the chairperson of

the meeting, or the chairperson of the next committee meeting, verifying their accuracy.

### 29) Appointment of Sub-Committees

- a) The committee may appoint a subcommittee consisting of members of the QFA considered appropriate by the committee to help with the conduct of QFA operations.
- b) A member of the subcommittee who is not a member of the committee is not entitled to vote at committee meetings.
- c) A subcommittee may elect a chairperson of its meetings.
- d) If no chairperson is elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- e) A subcommittee may meet and adjourn as it considers appropriate.
- f) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

### 30) Acts not affected by defects or disqualification

- a) An act performed by the Committee, a subcommittee or by any person acting as a member of the committee is taken to have been validly performed.
- b) Subrule a) applies even if the act was performed when –
  - i) There was a defect in the appointment of a member of the committee, subcommittee or person acting as a member of the committee; or
  - ii) A committee member, subcommittee member or person acting as a member of the committee was disqualified from being a member.

### 31) Resolutions of committee without meeting

- a) A written resolution signed by each of the Committee members is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

- b) A resolution mentioned in subrule a) may consist of several documents in like form each signed by one or more Committee members.
- c) A resolution mentioned in subrule a) is to be entered in the appropriate Minute Book recording the proceedings of the Committee.

### 32) Executive Committees.

- a) The President, the Vice President, the Treasurer, and the Secretary constitute an executive committee, which may act in matters of urgency connected with the management of the affairs of the QFA during the intervals between meetings of the committee, and where any such action is taken shall report thereon to the next meeting of the committee.

### 33) The National Council

- a) The QFA shall elect National Council Representatives in the proportion set by the National Council, but based on the membership as at 1st September in the year before the Biennial General Meeting of the National Council. No member shall be eligible for appointment to the National Council unless they have been a member of the FAA for at least 12 months.
- b) Term of Office.  
Each National Council Member shall unless s/he resigns or is removed pursuant to the terms of these Rules hold office for a period of two years. The members so elected shall assume office at the National Council Meeting held at the next Biennial General Meeting after their election.

### 34) Annual General Meeting

The AGM must be held-

- a) At least once a year; and
- b) Within 6 months after the end date of the reportable financial year of the QFA
- c) The AGM shall be in addition to any other general meetings that may be held in the same year.
- d) The AGM shall be specified as such in the notice convening it.

- 35) Business to be conducted at AGM while the QFA remains a Level 3 Incorporated Association to which section 59B of the Act applies, shall be–

- a) To confirm the minutes of the last preceding AGM;
  - b) To receive from the committee, the financial statement of the QFA and signed statement for the last reportable financial year.
  - c) Present the financial statement and signed statement to the meeting for adoption;
  - d) Electing the officers of the QFA and the committee members;
  - e) To elect Representatives of the National Council as required.
  - f) The AGM may transact special business of which notice is given in accordance with these rules.
    - i) All business that is transacted at any General meeting other than that described in sub-clause a) - e) of this Clause and all business transacted at Extraordinary General meetings shall be deemed special business.
    - ii) No special business shall be transacted at any General Meeting unless the general nature thereof is specified in the notice of this meeting.
    - iii) No special business shall be included in the notice of any General Meeting unless approved by the Committee in the case of an Extraordinary General meeting or AGM, or written notice of motion in relation to the business signed by or on behalf of not less than 15% the members entitled to attend or vote at the meeting in question is delivered to the Secretary of the Committee, not less than 14 days prior to the day appointed for holding such a meeting and if notice of the meeting has already been given a supplementary notice shall be given in the same manner as the original notice as soon as possible.
- 36) Business to be conducted at AGM should the QFA become a level 2 incorporated association to which section 59B of the Act applies, shall be-
- a) To confirm the minutes of the last preceding AGM;
  - b) To receive the association's financial statement, and signed statement, for the last reportable financial year;
  - c) Present the financial statement and signed statement to the meeting for adoption;
  - d) Elect members of the management committee;
  - e) Appoint an auditor, an accountant or an approved person for the present financial year.
  - f) Items 35)e) and 35)f)
- 37) Business to be conducted at AGM Should the QFA become a level 1 incorporated association to which section 59B of the Act applies, shall be
- a) To confirm the minutes of the last preceding AGM.
  - b) To receive the association's financial statement, and audit report, for the last reportable financial year;
  - c) Present the financial statement and audit report to the meeting for adoption;
  - d) Elect members of the management committee;
  - e) Appoint an auditor or an accountant for the present financial year;
  - f) Items 35)e) and 35)f)
- 38) Notice of General Meeting
- a) The Secretary may call a general meeting of the Association.
  - b) The Secretary must give at least 14 days notice of the meeting to each member of the QFA.
  - c) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
  - d) The committee may decide the way in which the notice must be given.
  - e) However, the notice of the following meetings must be given in writing –
    - i) A meeting called to hear and decide an appeal of a person against the committee's decision –
      - (1) To reject the person's application for membership of the QFA; or

- (2) To terminate the person's membership of the QFA.
  - ii) A meeting called to hear and decide a proposed special resolution of the QFA.
  - f) Notice of a general meeting must state the business to be conducted at the meeting.
- 39) Quorum for and adjournment of, general meeting.
- a) The quorum for a General Meeting is at least the number of Members elected or appointed to the committee at the close of the association's last general meeting plus 1, present personally or represented by proxy.
  - b) However if all members of the QFA are members of the committee, the quorum is the total number of members less 1.
  - c) No business is to be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business
  - d) If there is no quorum within 30 minutes after the time fixed for a General Meeting called on the request of members of the committee or the QFA, the meeting lapses.
  - e) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the committee or QFA –
    - i) The meeting is to be adjourned for at least 7 days; and
    - ii) The committee is to decide the day, time and place of the adjourned meeting.
  - f) 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.
  - g) If a meeting is adjourned under subrule f), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
  - h) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless the adjournment is for at least 30 days.
- i) If any meeting is adjourned for at least thirty days, notice of the adjourned meeting must be given in the same manner as notice was given for an original meeting.
- 40) Procedure at general meeting
- a) 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.
  - b) A member who participates in a meeting as mentioned in subrule a) is taken to be present at the meeting.
  - c) At each general meeting –
    - i) The President is to preside as chairperson; and
    - ii) If there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
    - iii) The chairperson must conduct the meeting in a proper and orderly way.
- 41) Voting at General Meeting
- a) At a general meeting, votes may be given either personally or by proxy as set out in rule 43).
  - b) Postal voting is an acceptable alternative in all matters. Postal voting must be conducted in a manner ensuring anonymity of voting as described in these rules.
  - c) Each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present, represented by proxy and postal vote.
  - d) All financial members of the FAA who have not been suspended from membership pursuant to these Rules shall be entitled to attend and vote at General and Annual General Meetings. Each member shall have one vote. If the votes are equal, the chairperson has a casting vote as well as a primary vote.
  - e) The method of voting is to be decided by the committee

- f) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- g) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- h) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

#### 42) Special General Meeting

- a) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after–
  - i) Being directed to call the meeting by the committee; or
  - ii) Being given a written request signed by –
    - (1) At least 33% of the number of members of the committee when the request is signed; or
    - (2) At least the number of ordinary members of the association equal to double the number of Committee Members when the request is signed plus 1; or
  - iii) Being given a written notice of an intention to appeal against the decision of the committee –
    - (1) To reject an application for membership; or
    - (2) To terminate a person's membership.
- b) A request mentioned in subrule a)ii) must state –
  - i) Why the special general meeting is being called; and
  - ii) The business to be conducted at the meeting
- c) A special general meeting must be held within 3 months after the secretary –
  - i) Is directed to call the meeting by the management committee; or
  - ii) Is given the written request mentioned in subrule a)ii); or
  - iii) Is given written notice of an intention to appeal mentioned in subrule a)iii)

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

#### 43) Proxies.

Notwithstanding any other provision contained in an instrument of proxy an instrument of proxy shall be valid only at the meeting for which it is expressly given or at any adjournment thereof and no instrument of proxy shall be valid after the expiration of 12 months from the date of execution.

##### a) Form of Proxy

Every instrument of proxy shall be in writing and shall be in a form the Committee may from time to time prescribe or accept, including electronic transmission

##### b) The instrument appointing a proxy must–

- i) If the appointor is an individual – be signed by the appointor or the appointor's attorney properly authorized in writing; or
- ii) If the appointor is a corporation –
  - (1) Be under the seal; or
  - (2) Be signed by a properly authorized officer or attorney of the corporation.

##### iii) A proxy must be a member of the QFA

iv) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

v) Each instrument appointing a Proxy to be deposited with Secretary to the QFA Committee not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote or at such later time as the Committee may permit but in any case shall be so deposited before being acted upon.

vi) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

#### 44) Minutes of general meetings

- a) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other

proceedings of each general meeting are entered in a minute book.

- b) To ensure the accuracy of the minutes
  - i) The minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - ii) The minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- c) If asked by a member of the association, the secretary must, within 28 days after the request is made –
  - i) Make a minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - ii) Give the member copies of the minutes of the meeting.
- d) The QFA may require the member to pay the reasonable costs of providing copies of the minutes.

#### 45) By Laws

- a) The committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the QFA.
- b) A by-law may be set aside by a vote of members at a general meeting of the QFA.

#### 46) Alteration of Rules

- a) Subject to the Act, these Rules may be amended, repealed or added to by a special resolution carried by 75% majority vote at any general meeting.
- b) However an amendment, repeal or addition shall only be valid if it is registered by the chief executive.
- c) Any such alteration, repeal or addition must first be forwarded to the National Executive of the National Council who, within 2 months, will advise the QFA whether there is a conflict with the national constitution. If there is a conflict the alteration will not be

proceeded with until a position has been agreed between the QFA and the National Executive.

#### 47) Common Seal of the QFA

- a) The committee shall ensure that the QFA has a common seal in the form of a rubber stamp, inscribed with the name of the QFA encircling the word "seal;"..
- b) The common seal must be –
  - i) Kept securely by the committee; and
  - ii) Used only under the authority of the committee.
- c) Each instrument to which the seal is attached must be signed by a member of the committee and countersigned by–
  - i) The secretary; or
  - ii) Another member of the committee; or
  - iii) Someone authorized by the committee

#### 48) Funds and Accounts

- a) The Treasurer of the QFA shall, on behalf of the QFA, receive all moneys paid to the QFA and forthwith after the receipt thereof issue official receipts thereof.
- b) The funds of the QFA must be kept in an account in the name of the association in a financial institution decided by the committee.
- c) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the QFA.
- d) All amounts must be deposited in the financial institution account as soon as practicable after receipt
- e) A payment by the QFA of \$100 or more must be made by cheque
- f) If a payment of \$100 or more is made by cheques, the cheques must be signed by any 2 of the following-
  - i) The President
  - ii) The Secretary
  - iii) The Treasurer
  - iv) Any 1 of 3 other members of the QFA who have been authorized by

the committee to sign cheques issued by the QFA.

- g) However, 1 of the persons who signs the cheques must be the President, the Secretary or the Treasurer.
- h) Cheques, other than cheques for wages, allowances or petty cash recoupment must be crossed "not negotiable"
- i) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- j) All expenditure must be approved or ratified at a committee meeting.
- k) Any person who incurs a debt without the prior full approval of the committee will be personally liable for the repayment of that debt.

#### 49) General financial matters

- a) On behalf of the committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- b) The income and property of the QFA must be used solely in promoting the QFA objectives and exercising the QFA powers of the QFA and no portion thereof shall be paid or transferred, directly or indirectly by dividend, bonus, or otherwise, to any member of the QFA.
- c) The QFA shall not –
  - i) Appoint a person who is a member of the committee to any office in the QFA to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or
  - ii) Pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out of pocket expenses).
- d) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the QFA of –
  - i) Remuneration in return for services actually rendered to the QFA by the Servant or member or for goods

supplied to the QFA by the servant or Member in the ordinary course of business;

- ii) Interest at commercial rates on moneys lent to the QFA by the servant or member; or
- iii) A reasonable and proper sum by way of rent for premises let to the QFA by the servant or member.

#### 50) Insurance

The QFA shall maintain Public Liability Insurance to the value of \$5,000,000, increased over time to maintain value. Fire and theft insurance to be maintained to cover the value of the assets of the QFA.

#### 51) Documents

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

#### 52) Financial Year

The financial year of the QFA is the period beginning on 1 November in each year and ending on 31 October next following.

#### 53) Distribution of surplus assets to another entity-

- a) This rule applies if the QFA-
  - i) Has wound up under part 10 of the Act; and
  - ii) Has surplus assets.
- b) The surplus assets must not be distributed among the members of the QFA, or people who were members within a period of 12 months of winding-up.
- c) The surplus assets must be given to another entity-
  - i) having objectives similar to the objectives of the QFA; and
  - ii) the rules of which prohibit the distribution of the entity's income and assets to its members
- d) In this rule-  
Surplus assets means, in relation to the QFA, the assets after payment of the debts and liabilities remaining on a winding-up of the QFA and the costs, charges and expenses of the winding-up.



54) Notices

A notice may be served by or on behalf of the QFA upon any member either personally or by sending it through the post in a prepaid letter addressed to the member at his/her usual or last known place of abode.

55) Inspection of Books etc.

The records, books and other documents of the QFA shall be open to inspection, free of charge, by a member of the QFA at any reasonable hour and with reasonable notice.