

Multiple Sclerosis Society
of Queensland

CONSTITUTION

NAME ----- 2

INTERPRETATION ----- 2

OBJECTS----- 3

POWERS----- 3

INCOME AND PROPERTY ----- 6

MEMBERSHIP ----- 6

EXECUTIVE COMMITTEE -----10

ELECTION OF EXECUTIVE COMMITTEE -----10

VACANCIES -----11

COMPOSITION OF EXECUTIVE COMMITTEE -----11

MANAGEMENT -----12

OPERATION OF BANK ACCOUNT -----12

GENERAL MEETINGS -----12

AUDITOR, HONORARY SOLICITOR AND OTHER PROFESSIONALS-----15

EXECUTIVE COMMITTEE MEETINGS-----15

MINUTES -----16

SUB-COMMITTEES-----16

SEAL -----17

ANNUAL REPORT AND FINANCIAL STATEMENTS -----17

SUBSCRIPTIONS -----17

AMENDMENT-----18

INDEMNITY -----18

INSURANCE -----18

DEED OF ACCESS AND INDEMNITY-----19

DISPUTE RESOLUTION -----19

DISSOLUTION -----19

NOTICES-----19

Constitution of the Multiple Sclerosis Society of Queensland

NAME

- 1 The name of the Society is Multiple Sclerosis Society of Queensland.

INTERPRETATION

- 2 In this document:

(a)

Term	Definition
Collections Act	means the <i>Collections Act 1966</i> (Qld).
Financial Member	means any member entitled to vote whose subscription is not overdue.
Foundation	means the Multiple Sclerosis Development and Research Foundation of Queensland Inc ABN 64 468 950 298.
Liability	for the purposes of rules 116 to 121 includes any claim, action, suit, proceeding, investigation, inquiry, damage, loss, cost or expense.
Office	means the office of the Society situated at such place in the State of Queensland as the Executive Committee may from time to time determine.
Officer	for the purposes of rules 4, 6 and 116 to 121 means a person: (a) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Society; (b) who makes, or participates in making, decisions that affect the Society's financial standing; or (c) under whose instructions or wishes the Executive Committee is accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the Executive Committee or the Society).
Proceedings	for the purposes of rules 116 to 121 means legal proceedings and includes the outcomes of legal proceedings and any appeal about legal proceedings.
Society	means Multiple Sclerosis Society of Queensland.
Special Resolution	means an affirmative vote at any General Meeting of the Society of not less than 75% of those present and voting on any resolution of which not less than fourteen days' notice in writing must have been given to all Members of the Society.
Year and Years	for the purposes of rules 37 and 39 means the period from one Annual General Meeting to the next.

- (b) one gender includes all genders; and
- (c) headings are used for ease of reference and regard must not be had to them in the interpretation of this document.

OBJECTS

3 The objects of the Society are as follows:

- (a) to provide direct assistance to people who have been diagnosed with multiple sclerosis and other related chronic, degenerative neurological diseases including:
 - (i) the provision of services to those people, their families and carers; and
 - (ii) the removal of barriers preventing their participation in the community;
- (b) to promote and provide education amongst those people and the general public about the diseases and their effects;
- (c) to encourage and support scientific research into the cause, diagnosis, treatment and cure of the diseases; and
- (d) to do all such other lawful things as are incidental or conducive to the attainment of the objects of the Society.

POWERS

4 The Society has all the powers of an individual and a body corporate, including, but not limited to, the following powers:

- (a) to procure, and from time to time renew, registration as a charity under the Collections Act or any amendment to it or exemption from the provisions of it the Executive Committee will from time to time determine;
- (b) to raise or borrow money, including jointly, from any member, bank, society, corporation, company or person, either with or without security, by way of any overdraft, commercial bill, banking instrument, financial product, contract or otherwise and to guarantee or indemnify, or both, the liabilities or obligations of third parties and to mortgage, charge or encumber all or any part of the property and assets of the Society in support of it;
- (c) to accept or refuse any gift, subscription, donation, endowment or bequest made to or acquired by the Society generally for objects detailed in this document or for the purpose of any specific object, and to undertake, execute and carry out any charitable or other trusts which may seem conducive to the objects of the Society;
- (d) to print or publish any newspapers, booklets, leaflets or periodicals that the Society may think desirable for the promotion of its objects;
- (e) to apportion as the Society sees fit and from time to time alter and rearrange the financial responsibilities of Sub-Committees, Auxiliaries, Branches, Mutual Support Groups and other like Committees or Groups of or affiliated with the Society;
- (f) to delegate such of the powers and authorities of the Society as it thinks fit to Sub-Committees with power to co-opt any person or persons from time to time to the service of the Sub-Committee or to discharge any person or persons of the Sub-Committee. The members of such Sub-Committees to consist as the Executive Committee may think fit;

- (g) to purchase, lease, hire or otherwise acquire any real or personal property or any rights or privileges which may be deemed necessary or convenient for any of the purposes of the Society;
- (h) to construct, develop, maintain and alter any buildings or premises necessary or convenient for the purpose of the Society;
- (i) to sell, improve, manage, develop, exchange, lease, mortgage, place under option, dispose of, turn to account and otherwise deal with either absolutely, conditionally or for any limited interest, all or any part of the property and assets of the Society for such consideration as the Society may think fit with power on any sale to allow any time or times for the payment of the whole or any part of the purchase money arising from such sale, either with or without interest in the meantime, and if with interest then at such rate or rates as the Society may think fit, and either with or without security as the Society may think fit;
- (j) to lend and advance money or give credit or give and transfer money without consideration to the Foundation or any other society, organisation or body having objects similar to the objects of the Society or of the Foundation;
- (k) to grant, create and transfer or reserve such easements of way, drainage, light, air or support or any other easements of any kind over, upon or affecting the property of the Society or any part or parts of it as the Society may appear or expedient, and to surrender or accept the surrender of any easement;
- (l) to invest the monies and funds of the Society not immediately required for any of its objects in any one or more of the investments following:
 - (i) in the purchase of or advances upon Government securities of the Commonwealth of Australia or the State of Queensland;
 - (ii) in the purchase of real estate of freehold tenure;
 - (iii) in the purchase or acquisition of equities of redemption or any other outstanding interest in respect of any property the subject of a security held by the Society under which default has been made;
 - (iv) in advance upon the security of City, Municipal, Shire, Borough or other rates, tolls or dues which may be authorised to be raised or charged by or under the authority of any Act of the Commonwealth or any State;
 - (v) in the purchases of or advances upon any bonds, debentures, mortgages or other securities of any City, Municipality, Shire upon any undertakings or works or upon rates, tolls or revenues leviable or obtainable throughout;
 - (vi) in any shares in any company where such shares may have been given or bequeathed to the Society and in paying calls on such shares or in taking up shares in new issues by any such company;
 - (vii) in financial products or through banking instruments or contracts; and
 - (viii) in such other manner as may from time to time be determined and to vary such investments from time to time for any other or others of the kind described and to sell any real property so purchased for money or for valuable consideration and purchase other or others or otherwise invest the proceeds of sale and also to leave money for period at current account with any bank;

- (m) to apply for and obtain any special Act of Parliament calculated to promote or advance the interests of the Society;
- (n) to take such lawful steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society in the shape of donations, annual subscriptions or otherwise and to print and publish any newspaper, periodicals, books, leaflets or electronic media that the Society may think desirable for the promotion of its objects;
- (o) to make or adopt, or both, rules or By-Laws, or both, for the management and control and regulation of the Society and of the members and employees of it and to alter or rescind such rules or By-Laws, or both, or any of them;
- (p) to institute, conduct, defend or compromise proceedings either at law or in equity by or against the Society or Officers or employees of it;
- (q) to establish and maintain relations with bodies having similar objects throughout the Commonwealth and the world; and
- (r) to undertake and execute any trusts for the purposes of directly or indirectly carrying out the objects of the Society as detailed in this document; and
- (s) in dealing with third parties the following applies:
 - (i) no person, including any bank or financial institution, who advances or lends money to or deals with the Society, is bound to enquire as to the:
 - (A) extent of the powers of the Society; or
 - (B) propriety of any act done by the Society; or
 - (C) application by the Society of any money advanced or loaned,
 but such person is at all times entitled to assume that the acts of the Society and members of the Executive Committee are done in pursuance of their powers and duties; and
 - (ii) a third party may assume that:
 - (A) this document has been complied with;
 - (B) any member of the Executive Committee or employee or delegate of the Society with whom they have dealings is duly appointed and has authority to exercise their powers and duties;
 - (C) any member of the Executive Committee or employee or delegate of the Society with whom they have dealings properly performs their powers and duties;
 - (D) a document has been duly executed under the seal of the Society if the Society's seal has been fixed to the document and witnessed in accordance with rule 107; and
 - (E) any member of the Executive Committee or employee or delegate of the Society that issues a document or a certified copy of a document also has

authority to issue that document and warrant that it is a genuine or true copy.

INCOME AND PROPERTY

- 5 The income and property of the Society must only be applied towards the promotion of the objects of the Society as detailed in this document.
- 6 No portion of income and property may be paid or transferred, directly or indirectly, to a member of the Society, however payments can be made to a member, employee or Officer of the Society or other person:
 - (a) in return for services rendered by, or goods supplied by, them to the Society in the ordinary and usual course of business; or
 - (b) for principal payments on money lent by them for any purpose of the Society and interest payments on any money borrowed from them if the interest does not exceed commercial rates; or
 - (c) for reasonable and proper rent for premises leased by them to the Society.
- 7 Other than as provided in rule 47, no member of the Executive Committee or any governing body of the Society may be appointed to:
 - (a) any salaried office of the Society; or
 - (b) any office of the Society paid by fees.
- 8 No remuneration or other benefit may be paid to any member of the Executive Committee or governing body except for:
 - (a) repayment of reasonable out-of-pocket expenses;
 - (b) interest payments on any money borrowed from them if the interest does not exceed commercial rates; or
 - (c) reasonable and proper rent paid for premises leased to the Society.
- 9 True accounts must be kept of the sums of money received and expended by the Society and the matters in respect of which such receipts and expenditures take place and of the property, assets and liabilities of the Society and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the rules of the Society for the time being must be open to the inspection of the members. At least once in every year the accounts of the Society must be examined and the correctness of the financial statements, including a balance sheet, ascertained by one or more properly qualified Auditor or Auditors.

MEMBERSHIP

Eligibility for membership

- 10 Persons of either sex over the age of eighteen years are eligible for membership.

Classes of membership

- 11 There are four classes of members, namely:

- (a) Ordinary Members;
- (b) Life Members;
- (c) Honorary Life Members; and
- (d) Honorary Members,

and the number of members outlined in (a), (b), (c) and (d) are unlimited, with all classes of membership conferring equal rights and privileges except as otherwise provided for in this document.

- 12 Honorary Life Membership may be awarded to any eligible person (whether he or she is a member of the Society or not) only by the Society in General Meeting on the recommendation of the Executive Committee.
- 13 Honorary Life Members are entitled to the same rights and privileges as Life Members.
- 14 The Executive Committee may award Honorary Membership to any eligible person who:
 - (a) not being a member is desirous of becoming a member but is, in the opinion of the Executive Committee, unable to pay the entrance fee and first subscription and who applies in the manner provided in rule 16 without tendering any money on account of the entrance fees; or
 - (b) being a member is, in the opinion of the Executive Committee unable to pay the annual subscription for the current year; or
 - (c) in the opinion of the Executive Committee should be awarded Honorary Member.

Automatic membership

- 15 The Ordinary Members, Life Members, Honorary Life Members and Honorary Members of the Society consist of all persons who are respectively Ordinary Members, Life Members, Honorary Life Members or Honorary Members of the Society at the date of adoption of this document together with such other persons who may be admitted to membership as provided for in this document.

New membership and fees

- 16 Application for Ordinary Membership or Life Membership must be made in writing to the Secretary in the prescribed form and applicants must furnish such information and reference as may from time to time be prescribed by the Executive Committee.
- 17 Each application must be accompanied by a sum of money equal to the annual subscription for the then current financial year which sum, if accepted, will be deemed to be the applicant's entrance fee and subscription to the end of the then current financial year.
- 18 The Executive Committee must periodically determine the amount of the entrance fee and the subscription fee for the following classes of membership:
 - (a) Ordinary Members; and
 - (b) Life Members.

Admission and rejection of new members

- 19 Each application if accompanied by the prescribed information, reference and fee must be considered by the Executive Committee who must either allow or reject the application provided always that the Executive Committee may postpone its decision once to its next regular meeting for the purpose of making enquiries or obtaining further information. The applicant must be promptly informed of the decision of the Executive Committee, and in the case of rejection the fee accompanying must be refunded.
- 20 An applicant whose application is allowed will become an Ordinary Member on the passing of a resolution allowing the application.
- 21 Any Ordinary Member may at any time after payment of the entrance fee and first annual subscription compounded by one payment of such fee as will be determined by the Society from time to time for all future subscriptions and will then become a Life Member and be entitled to all privileges of membership for life unless he or she ceases to be a member or is expelled under a provision in this document.

Appeal against rejection of membership

- 22 A person whose application for membership has been rejected may, within one month after receiving written notification of such rejection, appeal against the decision of the Executive Committee to a General Meeting of the members of the Society held for the purpose of determining that appeal.
- 23 Notice in writing of his or her intention to appeal must be given to the Secretary of the Society for the time being.
- 24 The Executive Committee must convene such a General Meeting so that the General Meeting is held within three months of the date of receipt by the Secretary of a Notice to Appeal, at a time suitable for a majority of the members to attend. The Dispute Resolution provisions within this document will also apply.
- 25 Where a person, whose application is rejected, does not, within the time prescribed in this document, appeal against the decision of the Executive Committee, or who so appeals but his or her appeal is unsuccessful, the Secretary must refund to him or her the amount of the annual subscription paid to the Society.

Termination of membership

- 26 If a member:
 - (a) is convicted of an indictable offence;
 - (b) fails to comply with any of the provisions of this document;
 - (c) has membership fees in arrears for a period of 3 months or more; or
 - (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character of the Society,the Executive Committee may consider whether his or her membership should be terminated.

Appeal against termination of membership

- 27 The member concerned must be given a full opportunity of presenting his or her case, and if the Executive Committee resolves to terminate his or her membership, they must instruct the Secretary to advise the member accordingly.
- 28 The member may, within one month after receiving such written notification, appeal to a General Meeting of members. Notice in writing of his or her intention to appeal must be given to the Secretary.
- 29 The Executive Committee must convene a General Meeting so that such meeting is held within three months of the date of receipt by the Secretary of the Notice to Appeal and at a time suitable for a majority to attend. The Dispute Resolution provisions within this document will also apply.
- 30 At such meeting the appellant must be given the opportunity to fully present his or her case, either orally or in writing or partly by either of these means, and the Executive Committee or its members at the meeting who intend to terminate his or her membership must subsequently likewise have the opportunity of presenting its or their case.
- 31 The appeal will be determined by the vote of the majority of the Financial Members present at the meeting.
- 32 Where any person in receipt of written notice of termination of his or her membership does not appeal against the decision within the time prescribed in this document, or so appeals but his or her appeal is unsuccessful, the membership of that person will be deemed to be terminated from the time of passing of the resolution of the Executive Committee.

When membership ends

- 33 Any member may resign from the Society at any time by giving notice in writing to the Secretary. Such resignation will take effect at the time such notice is received by the Secretary unless a later date is specified in the notice as when it is to take effect from.
- 34 Any member who ceases to be a member of the Society for any reason must forfeit all rights and privileges of membership and all claims to participation in and use of the assets and funds of the Society or any part of it.

Register of members

- 35 A register must be kept of all members of the Society which clearly shows the full name, address, sex and classification of each member and the dates of their admission and in the case of Ordinary Members must also show whether such members are Financial Members.

EXECUTIVE COMMITTEE

- 36 The Executive Committee consists of at least 7 and up to 10 members to be elected annually in General Meeting as required, in addition to the Executive Director as provided in rule 40.
- 37 The term of appointment for each member of the Executive Committee is 3 years and each member of the Executive Committee can serve for a maximum of 3 consecutive terms (amounting to a maximum term permitted of 9 Years). Beyond the maximum term permitted, members of the Executive Committee may be elected for further terms of 1 Year.
- 38 The Executive Committee must (with or without others) appoint the following Office Bearers from the elected members of the Executive Committee:
- (a) the Chairman;
 - (b) the Deputy Chairman; and
 - (c) the Secretary.
- 39 The term of appointment of the Chairman will be as determined by the Executive Committee for a maximum of 6 consecutive Years.
- 40 The Executive Director will be ex-officio an additional voting member of the Executive Committee.
- 41 No Honorary Member is entitled to appointment to the Executive Committee, but may serve on Sub-Committees as provided for in this document.
- 42 Any member of the Executive Committee may resign from the Committee at any time by giving notice in writing to the Secretary and the resignation will take effect at the time the notice is received by the Secretary unless a later date is specified in the notice as when it is to take effect from.
- 43 A member of the Executive Committee may be removed from office at a General Meeting of the Society, however, at that meeting that member must be given the opportunity to fully present his or her case. The question of removal must be determined by a vote of the members present at the General Meeting.
- 44 The Executive Committee will have power to co-opt any member or members to act in any capacity during such time as it thinks fit with power to define, limit or restrict the duties of any such appointee.
- 45 The Patron-in-Chief and Patrons (if any) may be elected annually at the Annual General Meeting from a panel submitted by the Executive Committee.
- 46 The Executive Committee may appoint any delegate or delegates of the Society by a majority vote.
- 47 A person is ineligible for appointment to the Executive Committee if they are a paid employee of the Society, except for the Executive Director and one other person.

ELECTION OF EXECUTIVE COMMITTEE

- 48 A member of the Executive Committee may only be elected as follows:
- (a) any two members of the Society may nominate another member (the **candidate**) to serve as a member of the Executive Committee;

- (b) the nomination must be:
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the Secretary at least 21 days before the Annual General Meeting at which the election is to be held; and
 - (c) each member of the Society present and eligible to vote at the Annual General Meeting may vote for one candidate for each vacant position on the Executive Committee.
- 49 If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 50 In the case no more than the required number of candidates is nominated for any office those nominated will still be required to obtain the support of at least 50% of the members present and voting.
- 51 Whenever two or more candidates have obtained an equal number of votes for an office, or whenever the number of candidates receiving an equal number of votes exceeds the number of vacancies to be filled, the Chairman will have a second or casting vote.
- 52 A list of the candidate's names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Society for at least seven days immediately preceding the Annual General Meeting.
- 53 If required by the Executive Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.

VACANCIES

- 54 The office of any member of the Executive Committee who ceases to be a member of the Society or who is absent without the leave of the Executive Committee from three consecutive meetings of the Executive Committee, will automatically be deemed vacant.
- 55 Any vacancy occurring in the Executive Committee members may be filled from eligible members of the Society by a majority vote of the Executive Committee until the next Annual General Meeting.
- 56 If the office of Chairman should fall vacant it may be filled until the next Annual General Meeting by the Deputy Chairman and, failing him, by any other member of the Executive Committee as determined by the Executive Committee.

COMPOSITION OF EXECUTIVE COMMITTEE

- 57 It is intended that the Executive Committee be comprised of members with:
- (a) a broad range of experience, expertise, skills and contacts relevant to the Society and its activities and the Executive Committee must periodically determine what the priority requirements are;
 - (b) commitment to the objects of the Society;
 - (c) an ability to work constructively as a member of an Executive Committee;

- (d) appropriate communication skills; and
- (e) capacity to commit the necessary time to the Executive Committee.

MANAGEMENT

- 58 The affairs and property of the Society will be managed between Annual General Meetings by the Executive Committee who may exercise all the powers and functions of the Society as are not by these rules required to be exercised in General Meeting, but no regulations made by the Society in General Meeting will invalidate any prior act of the Executive Committee which would have been valid if such regulations had not been made.
- 59 The Executive Committee may, by a majority vote, borrow, raise or secure the payment of money for the purposes of the Society from time to time in such amount or amounts as it thinks fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Society in any manner and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Society's property, both present and future and to purchase, redeem or payoff any such securities and to borrow monies from members at interest or otherwise, whether the term of the loan be short or long and to mortgage or charge its property or any part of it and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Society, and to provide and payoff any such securities.
- 60 The Executive Committee may exercise all of the powers of the Society to invest the moneys of the Society in such manner as the Executive Committee thinks fit subject to Section 21 of the *Trusts Act 1973* (Qld).
- 61 A member of the Executive Committee must not vote in respect of any contract or dealing or proposed contract or dealing with the Society in which he or she is interested, or any matter arising out of that contract or dealing and if such member does so vote, his or her vote must not be counted.
- 62 Subject to resolutions of the members of the Society carried at any General Meeting, the Executive Committee will have authority to interpret the meaning of the rules in this document and any matter relating to the Society on which the rules in this document are silent.

OPERATION OF BANK ACCOUNT

- 63 Bank accounts of the Society may be operated upon by the signatures of any two persons who are authorised from time to time by the Executive Committee.

GENERAL MEETINGS

- 64 An Annual General Meeting must be held no later than 5 months after the date of the close of the financial year. The date will be fixed by the Executive Committee and at least fourteen days notice of it must be given to all members. The business of such meetings will be:
- (a) to read the minutes or confirm the minutes of the previous Annual General Meeting as circulated and of any Special General Meetings held during the preceding year;
 - (b) to receive the Annual Report;
 - (c) to receive the Auditor's Report;
 - (d) to receive the financial statements, including a balance sheet;

- (e) to elect the members of the Executive Committee;
 - (f) to appoint an Honorary Solicitor if the members of the Society elect to do so;
 - (g) to appoint an Auditor; and
 - (h) to consider any other business which may be properly brought before the meeting.
- 65 A Special General Meeting may be called by the Chairman at any time and must be called by the Secretary upon the written request of not less than three members of the Executive Committee or of not less than ten members of the Society.
- 66 Any such written request must state the purpose for which the requisitionists require the meeting to be called.
- 67 The Executive Committee will fix a date for the meeting and the Secretary must give notice of it to all members not less than 14 days, but no more than 21 days, prior to the day appointed for the meeting. The notice must state the purpose of the meeting (as no other business may be dealt with at such meeting) and the manner in which the notice is given will be determined by the Executive Committee consistent with this document, however, notice of the following meetings must be given in writing:
- (a) a meeting called to hear and decide the appeal of a person against the Executive Committee's decision to reject the person's application for membership;
 - (b) a meeting called to hear and decide the appeal of a person against the Executive Committee's decision to terminate the person's membership; or
 - (c) a meeting called to hear and decide a proposed Special Resolution.
- 68 This document can only be amended by Special Resolution.
- 69 General Meetings may only be attended by members of the Society and such other persons as the Executive Committee or the Chairman may invite.
- 70 The Chairman, or failing him or her, the Deputy Chairman, will be the Chairman at the Annual General Meeting, but if none of them are present the present Executive Committee members must elect a Chairman from one of their number, but if they are unable to agree such Chairman will be chosen by majority.
- 71 At any General Meeting of the Society all members present are entitled to speak, but voting will be confined to Ordinary Members who are Financial Members, Life Members and Honorary Life Members who are personally present and each of them will be entitled to one vote. Voting (except on a motion for the expulsion of a member) will be by show of hands unless ten members present in person or by proxy or attorney requests a secret ballot, in which case a secret ballot will be held in such manner as the Chairman of the meeting may determine. In the case of an equality of votes, the Chairman of the meeting will have a second or casting vote.
- 72 At any General Meeting of the Society a number equal to double the number of members on the Executive Committee plus one present in person or by proxy or attorney and entitled to vote will constitute a quorum.
- 73 Should no quorum be present within thirty minutes after the time appointed for the meeting, such meeting will stand adjourned to a later date to be determined by those present.

- 74 The Secretary must give notice to all members of the date to which such meeting is adjourned, and the adjourned meeting whether or not a quorum is present will have power to proceed with the business of the meeting.
- 75 The Chairman may with the consent of any meeting at which a quorum is present (and will if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business may 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 30 days or more, notice of the adjourned meeting must be given as if it were an original meeting. It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 76 A member may vote in person or by proxy or attorney on a show of hands or in a secret ballot.
- 77 The instrument appointing a proxy or an attorney must be in writing, in the common or usual form, under the hand of the appointor or of his or her 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.
- 78 A proxy or attorney may but need not be a member of the Society.
- 79 The instrument appointing a proxy or an attorney will be deemed to confer authority to demand or join in demanding a secret ballot.
- 80 Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy should be in the following form (or such other form as is approved by the Executive Committee from time to time) or a form as near to it as the circumstances permit:

MULTIPLE SCLEROSIS SOCIETY OF QUEENSLAND

I, _____ of _____
being a member of the above named Society, appoint _____
of _____
or failing him or her, _____ of _____
as my proxy to vote for me on my behalf at the (Annual) (Special) General Meeting of
the _____
Society, to be held on _____ day of _____ 20____
the _____
and at any adjournment of it.
SIGNED this _____ day _____ 20____
of _____

Signature

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

_____ *against

*Strike out whichever is not desired (unless otherwise instructed, the proxy may vote as

he or she thinks fit).

- 81 The instrument appointing a proxy or an attorney must be deposited with the Secretary at least 1 hour prior to the commencement of any meeting or adjourned meeting (or such lesser period approved by the Executive Committee) at which the person named in the instrument proposes to vote.
- 82 A member may not vote in respect of any contract or dealing or proposed contract or dealing with the Society in which he or she is interested, or any matter arising out of that contract or dealing and if such member does so vote, his or her vote will not be counted.

AUDITOR, HONORARY SOLICITOR AND OTHER PROFESSIONALS

- 83 An Auditor to be recommended by the Executive Committee may be appointed annually at the Annual General Meeting. The Auditor must be a person as prescribed in the Collections Act and must not be a member of the Society.
- 84 An Honorary Solicitor to be recommended by the Executive Committee may be appointed annually at the Annual General Meeting.
- 85 Any professional or consultant recommended by the Executive Committee may be appointed as required on a fee for service basis or otherwise.

EXECUTIVE COMMITTEE MEETINGS

- 86 The Executive Committee must meet at least once every 3 months to exercise its functions.
- 87 The Chairman or Secretary or any 3 Executive Committee members may summon a meeting of the Executive Committee at any time, provided that all Executive Committee members are previously notified.
- 88 The Executive Committee may adjourn or otherwise regulate its meetings as it thinks fit.
- 89 The Chairman, or failing him or her, the Deputy Chairman, will be the Chairman at all Executive Committee Meetings, but if none of them are present the present members must elect a Chairman from one of their number, but if they are unable to agree such Chairman will be chosen by majority.
- 90 The continuing members of the Executive Committee may act despite any casual vacancy in the Executive Committee but if and so long as their number is reduced below the number fixed by or pursuant to the rules in this document as the necessary quorum of the Executive Committee, the continuing members may act for the purpose of increasing the number of members of the Executive Committee to that number or summoning a General Meeting of the Society, but for no other purpose.
- 91 At any Executive Committee Meeting a quorum will be the number that is more than 50% of members on the Executive Committee at the time of the Executive Committee Meeting.
- 92 Should no quorum be present within 15 minutes after the time appointed for the meeting, the meeting must be abandoned provided that if those present include the Chairman (or the Deputy Chairman instead of the Chairman), the Secretary and the Treasurer, such Executive Committee people may proceed to despatch any business of the Society which in the opinion of those present should not be postponed.
- 93 Questions arising at any Executive Committee Meeting must be decided by a majority of votes, and in the case of any equality of votes the Chairman will have a second or casting vote.

Use of electronic communication technology in meetings of the Executive Committee

- 94 A member of the Executive Committee may take part in a meeting of the Executive Committee through the use of electronic communication technology if:
- (a) the electronic communication technology reasonably allows each of the members to hear and participate in discussions as they happen; and
 - (b) the member can hear and participate in discussions:
 - (i) at the opening of; and
 - (ii) during; and
 - (iii) at the closing of;the meeting; and
 - (c) the member gives the Secretary at least 24 hours notice (or such lesser notice as agreed with the Secretary) of their intention to take part in the meeting through the use of electronic communication technology.
- 95 If a member of the Executive Committee takes part in a meeting of the Executive Committee through the use of electronic communication technology, they are taken to be present at the meeting and to constitute part of the quorum.
- 96 A member of the Executive Committee will be taken to have attended the meeting of the Executive Committee and constituted part of the quorum even if the electronic communication technology temporarily fails during the meeting or the member is prevented from hearing and participating in discussions for a temporary period of time, unless the discussions that took place during that temporary period of time (for which the person was prevented from hearing and participating in the meeting) would render it unreasonable to do so.
- 97 If a member of the Executive Committee is required to vote while taking part in a meeting of the Executive Committee through the use of electronic communication technology they may express their vote verbally.
- 98 The use of electronic communication technology may include, but is not limited to, the use of teleconferencing or video conferencing.

MINUTES

- 99 The Secretary must enter full and accurate minutes of all questions, matters, resolutions and proceedings of every Executive Committee meeting and General Meeting to be entered in a book which must be open for inspection at all reasonable times by any Financial Member, Life Member or Honorary Life Member who previously applies to the Secretary with reasonable notice. The minutes of the meeting will be signed by the Chairman for accuracy purposes.

SUB-COMMITTEES

- 100 The Executive Committee may delegate any of its powers to a Sub-Committee consisting of one or more members of the Executive Committee or any other person or persons as the Executive Committee thinks fit. Any Sub-Committee formed or person or persons appointed to the Sub-Committee must, in the exercise of the powers delegated, conform to any regulations that may from time to time be imposed by the Executive Committee. A delegate of the Executive

Committee may be authorised to sub-delegate any of the powers for the time being vested in the delegate.

- 101 The Executive Committee may delegate any of its powers to a Sub-Committee consisting of members of the Society considered appropriate by the Executive Committee to help with the conduct of the Society's operations. The Executive Committee will be responsible for determining the terms of reference for the Sub-Committee.
- 102 A member of a Sub-Committee who is not a member of the Executive Committee is not entitled to vote at an Executive Committee Meeting.
- 103 At least one Executive Committee member must be, at all times, a member of a Sub-Committee but the voting rights of that one Executive Committee member will not be affected by such membership.
- 104 The Executive Committee may dissolve any Sub-Committee at any time and may veto or over-rule the decision of any Sub-Committee.
- 105 A Sub-Committee may meet and adjourn as it considers appropriate.
- 106 The Chairman of any Sub-Committee will have a second or casting vote.

SEAL

- 107 The Executive Committee must provide for the safe custody of the Seal which must only be used by the authority of the Executive Committee, and every instrument to which the Seal is affixed must be signed by the Chairman or by the person for the time being acting as Chairman, and must be counter-signed by the Deputy Chairman or by the Secretary of the Society.

ANNUAL REPORT AND FINANCIAL STATEMENTS

- 108 The financial year of the Society ends on 30 June each year to which the day the accounts for the Society will be balanced.
- 109 As soon as practicable after the close of the financial year, an Annual Report of the activities of the Society during the past year must be prepared.
- 110 Financial statements, including a balance sheet, showing the income and expenditure of the Society during the past year must be prepared and the same together with the books of the Society must be audited by the Society's Auditor who must furnish a report to the Executive Committee.
- 111 The Annual Report together with the financial statements, including a balance sheet, must be presented to the next Annual General Meeting.

SUBSCRIPTIONS

- 112 Each Ordinary Member must pay an annual subscription and each Life Member must pay a subscription of such sum as may be determined by the Executive Committee.
- 113 Subscriptions must be payable not later than the advertised starting time of the Annual General Meeting or at such later time as the Executive Committee may from time to time resolve.

AMENDMENT

- 114 This document may be amended by a Special Resolution of the Society in General Meeting but not otherwise.
- 115 The Executive Committee may from time to time make amendments and develop policies consistent with this document for the internal management of the Society and any policy may be set aside by a General Meeting of the members.

INDEMNITY

- 116 The Society must indemnify each member of the Executive Committee or a Sub-Committee to the maximum extent permitted by law, against any Liability incurred by them because of their holding office as, and acting in the capacity of, a member of the Executive Committee of the Society, other than:
- (a) a Liability owed to the Society or a legal entity related to the Society; or
 - (b) a Liability owed to a person or legal entity other than the Society that did not arise out of conduct in good faith.
- 117 The Society must indemnify each member of the Executive Committee to the maximum extent permitted by law, against any liability for legal costs incurred by them in respect of a Liability incurred by them because of their holding office as, and acting in the capacity of, a member of the Executive Committee of the Society other than for legal costs incurred:
- (a) in defending or resisting Proceedings, in which the member of the Executive Committee is found to have a Liability for which they could not be indemnified under rule 116; or
 - (b) in defending or resisting criminal Proceedings in which the member of the Executive Committee is found guilty.
- 118 The Society may indemnify an employee, who is not a member of the Executive Committee of the Society, to the maximum extent permitted by law, against any Liability incurred by them because of their holding office as, and acting in the capacity of, an Officer of the Society, other than:
- (a) a Liability owed to the Society or a legal entity related to the Society; or
 - (b) a Liability owed to a person or legal entity other than the Society that did not arise out of conduct in good faith.
- 119 The Society may indemnify an employee, who is not a member of the Executive Committee of the Society, to the maximum extent permitted by law, against any Liability for legal costs incurred in respect of a Liability as, or because of their holding office as, and acting in the capacity of, an Officer of the Society other than for legal costs incurred:
- (a) in defending or resisting Proceedings, in which the Officer is found to have a Liability for which they could not be indemnified under rule 118; or
 - (b) in defending or resisting criminal Proceedings in which the Officer is found guilty.

INSURANCE

- 120 The Society may pay a premium for a contract insuring a person who is or has been a member of the Executive Committee or a Sub-Committee of the Company acting in that capacity against:

- (a) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
 - (b) a Liability arising from negligence or other conduct.
- 121 The Society may pay a premium for a contract insuring a person who is or has been an employee and also an Officer of the Society, acting in that capacity, but who is not a member of the Executive Committee of the Society against:
- (a) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
 - (b) a Liability arising from negligence or other conduct.

DEED OF ACCESS AND INDEMNITY

- 122 The Society may enter into a deed of access and indemnity with present and future members of the Executive Committee to evidence an agreement to grant access to all records of the Society and indemnify against all liabilities incurred as a member of the Executive Committee.

DISPUTE RESOLUTION

- 123 All members and the Executive Committee must, in good faith, try to resolve between themselves any dispute arising out of, or in relation to, this document or any by-law, policy, procedure or code of practice of the Society.

DISSOLUTION

- 124 The organisation will be dissolved:
- (a) if the membership is less than 3 persons; or
 - (b) if a resolution to that effect is carried by a vote of 75% of the Financial Members present at a General Meeting convened to consider the question.
- 125 The property and other assets of the Society remaining after the payment of all expenses and other liabilities must be transferred to an organisation, fund, authority or institution, having similar objects to the Society, to which income tax deductible gifts can be made as the majority of members present at such General Meeting, by resolution, may decide.

NOTICES

- 126 Any notice required to be given to any member pursuant to this document will be deemed to have been duly given if given in either manner listed below:
- (a) If forwarded by pre-paid post, addressed to such member at his or her address recorded in the register of members. Any notice given in this manner will be deemed to have been received by the member 3 business days after the day on which it was posted.
 - (b) A statutory declaration by the Secretary or any other member of the Executive Committee who attended to or supervised the posting of the notices declaring to the date and time on which the notices were posted will be conclusive evidence of the posting of the notice.
 - (c) If placed in the public notices or public announcements or similar column of a weekend edition of The Courier Mail or The Australian.

- (d) The Executive Committee will, in its absolute discretion, determine the manner in which notice is to be given for each meeting having regard to the nature of the meeting and the business to be transacted at it.
- 127 The non-receipt of notice of any General Meeting by any person or persons entitled to such notice will not invalidate any of the proceedings at such meeting or any resolutions passed at it.

1 February 2010