

**Rules of the
Lifelong Learning Council Queensland Inc.**

NAME

1. The name of the incorporated association shall be Lifelong Learning Council Queensland Inc. (in these rules called “the association”)

OBJECTS

2. The objects of the association are –
 - (a) To promote and encourage the advancement of learning, education and training.
 - (b) To serve as the peak body for lifelong learning in Queensland.
 - (c) To encourage interest in and support for the development of lifelong learning.
 - (d) To promote understanding of and cooperation in lifelong learning.
 - (e) To advocate the importance of lifelong learning in preparing people for active involvement in a democratic society.
 - (f) To provide services to support lifelong learning.
 - (g) To serve as a source of information in respect of lifelong learning.
 - (h) To encourage inquiry, research, experiment and publication in the fields of lifelong learning.
 - (i) To convene conferences in lifelong learning.
 - (j) To develop and maintain relations with other state, national and international organisations operating in the field of lifelong learning.
 - (k) To encourage the professional development of practitioners within the field of lifelong learning.
 - (l) To enter into contracts and agreements for the purpose of furthering directly or indirectly any one or more of these objects.
 - (m) To hold, purchase, lease, sell, mortgage, or otherwise acquire or dispose of any real and personal property for the purposes of the Association.
 - (n) To undertake such other objects as are in conformity with the functions of the Association.

POWERS

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

CLASSES OF MEMBERSHIP

4. (1) The membership of the association shall consist of:
 - (a) ordinary members
 - (b) organisational members being bodies who in the opinion of the Executive are concerned with lifelong learning.
 - (c) Honorary members
 - (d) Professional members, both individual and organisational
- (2) For the purposes of an organisational member, the organisation concerned shall each year and from time to time as necessary nominate a person as its representative to exercise its rights as member of the association and no person shall be accepted as a representative of an organisation member unless they have been so nominated in writing and such nomination has not been withdrawn.
- (3) References to 'member', 'members', 'person' or 'persons' in this Constitution shall unless otherwise stated refer to all classes of membership.
- (4) The number of ordinary, organizational, and professional members shall be unlimited.
- (5) All members, irrespective of their class, shall have one vote.
- (6) Honorary members shall not become members of the Board of Directors.
- (7) The Board of Directors may, from time to time, establish and abolish further categories of members.
- (8) Every applicant for any class of membership of the association shall be proposed by one member of the association and seconded by another member.
- (9) The application for membership shall be made in writing, signed by the applicant and the applicant's proposer and seconder and shall be in such form as the board from time to time prescribes.

MEMBERSHIP FEES

6. (1) The membership fees for each class of membership shall be such sum as the board shall from time to time determine.
- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the board shall from time to time determine.

ADMISSION AND REJECTION OF MEMBERS

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

member to the class of membership applied for.

- (3) Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

TERMINATION OF MEMBERSHIP

8. (1) A member may resign from the association at any time by giving notice in writing to the secretary.
- (2) Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (3) If a member -
 - (a) is convicted of an indictable offence; or
 - (b) fails to comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for a period of 2 months or more; or
 - (d) being an employee of the association, has their employment terminated; or
 - (e) conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the association,
 - (f) the board shall consider whether the member's membership shall be terminated.
- (4) The member concerned shall be given a full and fair opportunity of presenting the member's case and if the board resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

9. (1) A person whose application for membership has been rejected or whose membership has been terminated may within 1 month of receiving written notification thereof, lodge with the secretary written notice of the person's intention to appeal against the decision of the board.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within 6 months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.
- (3) At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the board or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.
- (4) The appeal shall be determined by the vote of the members present at such meeting.
- (5) Where a person whose application is rejected, does not appeal against the decision of the board within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

REGISTER OF MEMBERS

10. (1) The board shall cause a register to be kept in which shall be entered the names and residential addresses of all person admitted to membership of the association and the dates of their admission.
- (2) Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the board or the members at any general meeting may require from time to time.
- (3) The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

SECRETARY

11. (1) If a vacancy happens in the office of secretary, the Directors must appoint or elect a secretary within 1 month after the vacancy happens.
- (2) The secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is -
 - (a) a member of the association elected by the association as secretary; or
 - (b) a member of the association's board appointed by the board as secretary; or
 - (c) appointed by the board as secretary (whether or not the individual is a member of the association).
- (4) The board may appoint and remove the secretary at any time.

THE BOARD OF DIRECTORS

12. (1) The Management Committee shall be called "The Board".
- (2) The Members of the Management Committee shall be called "The Board of Directors".
- (3) The board of directors of the association shall consist of a minimum of five (5) including the president, vice-president, treasurer, all of whom shall be members of the association, and such number of other members as the members of the association at any general meeting may from time to time elect or appoint.
- (4) The association may from time to time, by ordinary resolution passed at a General Meeting increase or reduce the minimum number of Directors of the Board provided that the minimum will not be less than five (5).
- (5) The Board of Directors shall be elected from among the members and such members shall hold Office for a period of two years when they shall retire and be eligible upon nomination for re-election.

- (6) Any person elected to the Board through the nomination of a member organization must become an individual member of the association to hold a position on the board.
- (7) The election of officers and other Directors shall take place in the following manner -
 - (a) any 2 members of the association shall be at liberty to nominate any other member to serve as a Director;
 - (b) the nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the secretary at least 14 days before the annual general meeting at which the election is to take place;
 - (c) a list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting;
 - (d) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - (e) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- (8) If a casual vacancy happens on the Board, the continuing members of the Board may appoint another member of the Association to fill the vacancy until the next annual general meeting.
- (9) Any additional positions to the Board may be elected at a General Meeting of members.

RESIGNATION OR REMOVAL FROM OFFICE OF MEMBER OF THE BOARD

- 13. (1) Any member of the board may resign from membership of the board at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the association where that member shall be given the opportunity to fully present the member's case.
- (2) The Association may by ordinary resolution remove any member of the Board before the expiration of their period of office, and may by an ordinary resolution appoint another person in their stead; the person so appointed shall hold office only until the next following Annual General Meeting.
- (3) The office of a member of the Board shall become vacant if the member:
 - (a) ceases to be a member of the Board by virtue of the Law;
 - (b) becomes bankrupt or makes any arrangement or composition with its creditors generally;
 - (c) becomes prohibited from being a director of a Association by reason of any order made under the Law;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) resigns his or her office by notice in writing to the Association;

- (f) for more than six (6) months is absent without permission of the Board from meetings of the Board held during that period;
 - (g) holds any office of profit under the Association;
 - (h) ceases to be a member of the Association; or
 - (i) is directly or indirectly interested in any contracted or proposed contract with the Association provided however, that a member shall not vacate his or her office by reason of his or her being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Association if such corporation, society or association is among the class of companies, referred to in the proviso of Clause 35 of the Constitution and if he or she shall have declared that nature of his or her interest in the manner required by the Law.
- (4) There is no right of appeal against a member's removal from office under this section.

VACANCIES ON BOARD

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

FUNCTIONS OF THE BOARD

15. (1) Except as otherwise provided by these rules and subject to resolutions of the members of the association carried at any general meeting the board .
- (a) shall have the general control and management of the administration of the affairs, property and funds of the association; and
 - (b) shall have authority to interpret the meaning of these rules and any matter relating to the association on which these rules are silent.
- (2) The board may exercise all the powers of the association -
- (a) to borrow or raise or secure the payment of money in such manner as the members of the association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the association's property, both present and future, and to purchase, redeem or pay off any such securities;
 - (b) to borrow amounts from members and to pay interest on the amounts borrowed and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association, and to provide and pay off any such securities; and
 - (c) to invest in such manner as the members of the association may from time to time determine.

- (3) For sub-section (2)(b) the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by -
 - (a) the financial institution for the association; or
 - (b) if there is more than 1 financial institution for the association - the financial institution nominated by the association.

MEETINGS OF THE BOARD

16. (1) The board shall meet at least once every 4 calendar months to exercise its functions.
- (2) The board must decide how a meeting is to be called.
- (3) Notice of a meeting is to be given in the way decided by the board.
- (4) A special meeting of the board shall be convened by the secretary on the requisition in writing signed by not less than one-third of the Directors, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (5) At every meeting of the board five (5) members shall constitute a quorum.
- (6) Subject as previously provided in this section, the board may meet together and regulate its proceedings as it thinks fit.
- (7) However, questions arising at any meeting of the board shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (8) A member of the board shall not vote in respect of any contract or proposed contract with the association in which the member is interested, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted .
- (9) Not less than 14 days notice shall be given by the secretary to the Directors of any special meeting of the board.
- (10) Such notice shall clearly state the nature of the business to be discussed thereat.
- (11) The president shall preside as chairperson at every meeting of board, or if there is no president, or if at any meeting the president is not present within 10 minutes after the time appointed for holding the meeting, the vice-president shall be chairperson or if the vice-president is not present at the meeting then the members may choose 1 of their number to be chairperson of the meeting.
- (12) If within half an hour from the time appointed for the commencement of a board meeting a quorum is not present, the meeting, if convened upon the requisition of Directors, shall lapse.

- (13) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- (14) The Board may use various forms of electronic communication to conduct meetings and reach decisions. Notice of the motion is to be delivered to all Board members by any of the various forms of electronic communication available. Decisions are to be minuted.

DELEGATION OF POWERS OF THE BOARD

- 17. (1) The board may delegate any of its powers to a subcommittee consisting of such members of the association as the board thinks fit.
- (2) Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the board.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it thinks proper.
- (6) Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- 18. All acts done by any meeting of the board or of a subcommittee or by any person acting as a member of the board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the board or person acting as aforesaid, or that the members of the board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the board.

RESOLUTIONS OF THE BOARD WITHOUT MEETING

- 19. (1) A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the board shall be as valid and effectual as if it had been passed at a meeting of the board duly convened and held.
- (2) Any such resolution may consist of several documents in like form, each signed by one or more Directors.
- (3) The Board may use various forms of electronic communication to reach a decision.

Notice of the motion is to be delivered to all Board members by any of the various forms of electronic communication available. Decisions are to be minuted.

ANNUAL GENERAL MEETINGS

22. Each subsequent annual general meeting must be held -
- (a) at least once each year; and
 - (b) within 6 months after the end of the association's previous financial year.

BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING

23. The following business must be transacted at every annual general meeting -
- (a) the receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the association for the last financial year;
 - (b) the receiving of the auditor's report on the financial affairs of the association for the last financial year;
 - (c) the presenting of the audited statement to the meeting for adoption;
 - (d) the election of the Board of Directors, every second year;
 - (e) the appointment of an auditor;
 - (f) the appointment of a "Public Officer" as required under the Income Tax Assessment Act Section 252 or equivalent legislation.

SPECIAL GENERAL MEETING

24. (1) The secretary shall convene a special general meeting by sending out notice of the meeting within 14 days of: -
- (a) being directed to do so by the board; or
 - (b) being given a requisition in writing signed by not less than one-third of the members presently on the board or not less than the number of ordinary members of the association which equals double the number of members presently on the board plus one;
 - (c) being given a notice in writing of an intention to appeal against the decision of the board to reject an application for membership or to terminate the membership of any person.
- (2) A requisition mentioned in subsection (1)(b) shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

QUORUM AT GENERAL MEETING

25. (1) At any general meeting the number of members required to constitute a quorum shall be the number of members of the Board plus two.
- (2) No business shall be transacted at any general meeting unless a quorum of members

is present at the time when the meeting proceeds to business.

- (3) For the purposes of this rule -

“member” includes a person attending as a proxy or as representing an organization which is a member.

- (4) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of the Directors or the association, shall lapse.
- (5) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (6) The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (7) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (8) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

NOTICE OF GENERAL MEETING

26. (1) The secretary shall convene all general meetings of the association by giving not less than 14 days notice of any such meeting to the members of the association.
- (2) The manner by which such notice shall be given shall be determined by the board.
- (3) However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the board, shall be given in writing.
- (4) Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

PROCEDURE AT GENERAL MEETING

27. (1) Unless otherwise provided by these rules, at every general meeting -
- (a) the president shall preside as chairperson, or if there is no president, or if the president is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-president shall be the

chairperson or if the vice-president is not present or is unwilling to act then the members present shall elect 1 of their number to be chairperson of the meeting; and

- (b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and
- (c) every question, matter or resolution shall be decided by a majority of votes of the members present; and
- (d) every member present shall be entitled to 1 vote and in the case of an equality of votes the chairperson shall have a second or casting vote; and
- (e) however, no member shall be entitled to vote at any general meeting if the member's annual subscription is more than 1 month in arrears at the date of the meeting; and
- (f) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot; and
- (g) The chairperson shall appoint 2 members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
- (h) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have 1 vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have 1 vote; and
- (i) the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised; and
- (j) a proxy may but need not be a member of the association; and
- (k) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and
- (l) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit -

LIFELONG LEARNING COUNCIL QUEENSLAND:

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

Signed this _____ day of _____, 20____.
 Signature.

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

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

- (m) the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
 - (n) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every board meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.
- (2) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every board meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding board meeting verifying their accuracy.
 - (3) Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.
 - (4) However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

BY-LAWS

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

ALTERATION OF RULES

- 29. (1) Subject to the provisions of the *Associations Incorporation Act 1981*, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.
- (2) However an amendment, rescission or addition is valid only if it is registered by the chief executive.

COMMON SEAL

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

FUNDS AND ACCOUNTS

- 31. (1) The funds of the association must be kept in the name of the association in a financial institution decided by the board.

- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the association and the particulars usually shown in books of a like nature.
- (3) All moneys shall be deposited as soon as practicable after receipt thereof.
- (4) If an amount of \$100 or more is paid by cheque, the cheque must be signed by any 2 of the following –
 - (a) the president,
 - (b) the secretary;
 - (c) the treasurer;
 - (d) another member authorized by the management committee for the purpose
- (5) Cheques shall be crossed “not negotiable³” except those in payment of wages, allowances or petty cash recouplements which may be open.
- (6) The board shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a board meeting.
- (8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the particulars of -
 - (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the association at the close of that year.
- (9) If the association is incorporated within 3 months of the end of the association’s financial year, subsection (8) does not apply for the financial year the association is incorporated.
- (10) The auditor must examine the statement prepared under subsection (8) and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- (11) The income and property of the association must be used solely in promoting the association’s objects and exercising the association’s powers.

DOCUMENTS

32. The board shall provide for the safe custody of books, documents, instruments of title and securities of the association.

FINANCIAL YEAR

33. The financial year of the association shall close on 30th June in each year.

DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

34. (1) This section applies if the association is wound-up under part 10 of the Act and there are surplus assets.
- (2) The surplus assets must not be distributed among the members but must be given to another entity -
- (a) that has objects similar to the association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (3) In this section -
"surplus" assets has the meaning given by section 92(3) of the Act.

DISTRIBUTION OF ASSETS

35. The assets and income of the Lifelong Learning Council Queensland shall be applied solely in the furtherance of its above mentioned objectives and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

BRANCHES

36. The Board may from time to time approve the establishment of branches or any other groupings of the association on such terms and conditions as are specified by the Board in by-laws made by the Board.