



HEPATITIS
QUEENSLAND
Hepatitis and Liver Health

HEPATITIS QUEENSLAND Inc

CONSTITUTION

PART 1 - PRELIMINARY

1. WORDS AND EXPRESSIONS TO HAVE MEANING IN THE ACT

A word or expression that is not defined in these rules, but is defined in the Associations Incorporation Act 1981 (as amended) has, if the context permits, the meaning given by the Act. Board refers to the Board of Governance of **Hepatitis Queensland Inc.**

2. NAME

The name of the incorporated Association is **Hepatitis Queensland Inc.**

3. DEFINITIONS

The following words and terms shall have the meanings shown:

“Aboriginal and Torres Strait Islander person” – means a person who:

- a) identifies as an Aboriginal and/or Torres Strait Islander person; and
- b) is of Aboriginal and/or Torres Strait Islander descent; and
- c) is accepted as an Aboriginal and/or Torres Strait Islander person by the Aboriginal and/or Torres Strait Islander community in which they live;

“Act” – means the Associations Incorporation Act 1981, with the Regulations pertaining to that legislation;

“Annual General Meeting” – means the annual general meeting of members convened in accordance with clause 43;

“Association” – Hepatitis Queensland Inc.;

“Board” – means the persons and roles identified in clause 21;

“Board Meeting” – means the meeting of the Board in accordance with the requirements of clause 36;

“Candidate” – a person who has been nominated in accordance with this Constitution for election to office in the **Association**;

“CEO” – the Chief Executive Officer of the **Association**;

“Constitution” – means this document setting out the rules governing the **Association**;

“Financial Institution” – means an authorised deposit-taking institution within the meaning of section 5 of the Banking Act 1959 of the Commonwealth;

“General Meetings” – means either an Annual General Meeting or a Special General Meeting

“Ordinary Member” – means an individual member of the **Association** approved by the Board and having the voting rights as identified in the Constitution;

“Organisational Member” – means a [third party] organisation member of the **Association** represented by a named individual approved by the Board and having the voting rights as identified in the Constitution;

“**Life Member**” – means a life member of the **Association**;

“**Register of Members**” – means the register of the **Association’s** members and maintained under section 34 of the Act;

“**Secretary**” – the Secretary, for the time being, of the **Association**;

“**Special Resolution**” – means a resolution notice of which is given under clause 44 and passed in accordance with section 37 of the Act;

4. OBJECTS AND PURPOSES

1. The **Association** is a not-for-profit organisation registered under the Associations Incorporations Act 1981. The objects of the **Association** are:
 - a) The promotion of the prevention or control of viral hepatitis and liver health disease in humans;
 - b) To build and maintain a strong, sustainable and culturally diverse viral hepatitis and liver health sector in Queensland to reduce the burden of disease related to viral hepatitis and liver health; and
 - c) To be a leading charitable organisation for the viral hepatitis and liver health sector in Queensland.
2. The **Association** will undertake the following activities in order to achieve its objects:
 - a) Advocacy and representation of a sector perspective on policy and other issues that relate to viral hepatitis and liver health;
 - b) Promoting a range of strategies that minimises related harm and reduces the burden of disease;
 - c) Sector capacity building including workforce development;
 - d) Increasing public awareness of viral hepatitis and liver health and strategies to prevent or manage disease;
 - e) Encouraging and/or facilitating networking and other communication in the sector;
 - f) Provision of services – clinical and non-clinical – that support testing, treatment and management of viral hepatitis and liver health;
 - g) To provide support, referral, information and education to people whose lives are affected by viral hepatitis.

5. MINIMUM NUMBER OF MEMBERS

The **Association** must have the minimum number of members specified in the Schedule.

PART 2 – CONSTITUTION AND POWERS OF ORGANISATION

6. POWERS OF ORGANISATION

1. For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
2. Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular may –
 - a) Acquire, hold, deal with and dispose of property,
 - b) Make charges for services and facilities it supplies,
 - c) Issue secured and unsecured notes, debentures and debenture stock for the association, and

- d) Do other things necessary or convenient to be done in carrying out its affairs.

7. INCONSISTENCY BETWEEN CONSTITUTION AND ACT

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8. ALTERING THE CONSTITUTION

- a) The **Association** may alter this Constitution by special resolution of an Annual General Meeting but not otherwise;
- b) If the Constitution is altered, the Public Officer must ensure compliance with section 23 of the Act and requirements under Queensland law.

PART 3 - MEMBERS

Division 1 - Membership

9. CATEGORIES OF MEMBERSHIP

Membership of the Association shall consist of:

- a. Community Membership:
This membership class is open to individuals with lived experience of viral hepatitis, individuals with an active involvement in viral hepatitis and/or liver health and all other interested parties. This membership class does not include voting rights. Ineligible for nomination to committee.
- b. Individual Membership:
This membership class is open to above individuals who wish to have voting rights within Hepatitis Queensland. Eligible for nomination to committee.
- c. Associate Membership:
This membership is open to government organisations who provide direct and indirect viral hepatitis and liver health services; Research centres conducting research to the benefit of BBV/STI sector or liver health; Any other stakeholder. This membership class does not include voting rights. Ineligible for nomination to committee.
- d. Organisational Membership:
This membership class is open to non-government organisations who provide direct or indirect viral hepatitis and liver health services. An eligible service may be a division of a larger organisation or service. This membership class includes voting rights and is eligible for nomination to committee.

The number of members is unlimited.

10. APPLICATION FOR MEMBERSHIP

- a) To apply to become a member of the **Association** a person must:
 - i. Submit a written application for membership to the Board in a form approved by the Board and signed by the applicant, or by the authorised officer of an applicant organisation.

11. APPROVAL OF COMMITTEE

- a) The Board must consider any application made under Clause 10 at the next available Board Meeting and must accept or reject the application at that meeting or the next after it receives:
 - i. The application; and

- ii. The appropriate membership fee for the application.
- b) The Board must record by resolution whether to accept or reject the application;
- c) The Secretary must, as soon as practicable after the Board resolves to accept or reject an application, give the applicant a written notice of the decision. When a membership is accepted, this notice is to include information on the public liability insurance cover maintained by the **Association**, as required by the Act;
- d) Membership is deemed active ten (10) working days following acceptance by Board resolution of the application;
- e) If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within fourteen (14) days after being advised of the rejection;
- f) If an applicant gives notice of appeal against a rejection of his or her application, the Board must reconsider the application at the next Board Meeting after receipt of the notice of appeal.
- g) At the Board 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;
- h) If after reconsidering an application the Board reaffirms its decision to reject the application, the decision is final;
- i) Any ongoing dispute as a result of this process is to be then referred to the dispute resolution process detailed in this Constitution.

12. MEMBERSHIP FEES

- a) The membership fee for each category of membership is;
 - i. the amount determined by the Board from time to time; and
 - ii. payable when, and in the way, the Board determines.

13. REGISTER OF MEMBERS

- a) The Board must keep a register of Members that must include the following particulars for each member:
 - i. the full name and residential address of the Member;
 - ii. the date of admission as a Member;
 - iii. the date of death or resignation of the Member;
 - iv. details of the termination or reinstatement of Membership;
 - v. Membership fees in arrears for two (2) months or more; and
 - vi. any other particulars the Board or the Members at an Annual General Meeting determine.
- b) Under privacy laws, anyone has the right to:
 - i. check records kept about them (including membership details)
 - ii. correct any detail if they believe they are inaccurate.
- c) The register must be available for inspection at all reasonable times. However, before a Member may inspect the register, the Member must apply to the Secretary, in writing, giving seven (7) days notice to inspect it.

Division 2 – Rights of Members

14. GENERAL

- a) Subject to clause 11 (d), a Member may exercise the rights of membership when his or her name is entered into the register of Members.
- b) A right of membership of the **Association** –
 - i. is not capable of being transferred or assigned to another person or organisation; and
 - ii. terminates on the cessation of membership whether by death, resignation or otherwise.

15. NOTICE OF MEETINGS AND SPECIAL RESOLUTIONS

- a) The Secretary must give all members notice of an Annual General Meeting and special resolutions in the manner and time prescribed by this Constitution.

Division 3 – Termination, Death, Suspension or Expulsion

16. END OR TERMINATION OF MEMBERSHIP

Membership of the Association may be terminated by –

- a) A written notice of resignation addressed and posted to the **Association** or given personally to the secretary or another Board member. The resignation takes effect on:
 - i. the day and at the time the notice is received by the Secretary, or
 - ii. if a later day is stated in the notice, that later day.
 - iii. if a notice is sent via electronic transmission, sending of the notice is taken to have been properly affected one day after the date it was sent or at a day as stated in the notice.
- b) Non-payment of any associated fees within the time-frame allowed; or
- c) Expulsion in accordance with this Division.

17. DEATH OF A MEMBER OR WHEREABOUTS UNKNOWN

If a Member dies or the whereabouts of a Member is unknown, the Board must cancel the Member's membership.

18. SUSPENSION OR EXPULSION

- a) If the Board considers that a Member should be suspended or expelled because his or her conduct is detrimental to the interests or objects of the **Association**, the Board must give notice of the proposed suspension or expulsion to the Member.
- b) The Board may terminate a membership if the Member:
 - i. is convicted of an indictable offence; or
 - ii. does not comply with any of the provisions of these rules; or
 - iii. conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests or objects of the **Association**.
- c) The notice must:
 - i. be in writing and include;
 - a. the time, date and place of the Board meeting, at which the question of that suspension or expulsion will be decided; and
 - b. the particulars of the conduct; and
 - ii. Be given to the Member not less than 30 days before the date of the Board meeting referred to in paragraph 18 (c) (i) (a)
- d) At the meeting the Board must afford the Member a reasonable opportunity to be heard or to make representation in writing;
- e) The Board may suspend or expel or decline to suspend or expel the Member from the **Association** and must give written notice of the decision and the reason for it to the Member.
- f) Subject to Clause 19, the decision to suspend or expel a Member takes effect 14 days after the day on which the notice of the decision is given to the Member.

19. APPEALS AGAINST SUSPENSION OR EXPULSION

- a) A Member who is suspended or expelled under Clause 18 may appeal against that suspension or expulsion by giving written notice to the Secretary within 14 days after receipt of the Board's decision.
- b) The appeal must be considered at a Board Meeting of the **Association**, not more than three (3) months from the time the notice is received, and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- c) The Members present at the meeting must, by resolution, either confirm or set aside the decision of the Board to suspend or expel the member.
- d) The Member is not suspended or does not cease to be a Member until the decision of the Board to suspend or expel him or her is confirmed by a resolution of the Members.
- e) If after reconsidering an application the Board reaffirms its decision to reject the application, the decision is final.
- f) Any ongoing dispute as a result of this process is to be then referred to the dispute resolution process detailed in this Constitution.
- g) If a person whose application has been rejected does not appeal against the decision within fourteen (14) days after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund any fee paid by the person in relation to that appeal.

PART 4 – MANAGING BOARD

Division 1 – General

20. ROLE AND POWERS

- a) The business of the **Association** must be managed by or under the direction of a Board.
- b) The Board may exercise all the powers of the **Association** except those that the Act requires the **Association** to determine through an Annual General Meeting.
- c) The Board may appoint and remove staff.
- d) The Board may establish one or more sub-committees consisting of the members of the **Association** the Board considers appropriate.

21. COMPOSITION OF THE BOARD

- a) The Board consists of:
 - i. A Chairperson;
 - ii. A Vice-Chairperson;
 - iii. A Secretary;
 - iv. A Treasurer; and
 - v. **Members elected to the Board pursuant to this Part 4, including An Aboriginal and Torres Strait Islander person (who may also hold one of the above office bearer positions).**
- b) Unless elected directly as a separate office holder the Board must appoint one Board member to be the **Association's** Public Officer.
- c) The Board shall consist of a minimum of seven (7) voting members and a maximum of ten (10) voting members.
- d) The CEO attends Board meetings but is not a voting member of the Board.

22. DELEGATION

- a) The Board may delegate to a sub-committee or staff any of its powers and functions other than:
 - i. this power of delegation; or
 - ii. a duty imposed on the Board by the Act or any other law.
- b) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate. The Board is required to provide these as a written Terms of Reference to that committee.
- c) The Board may, in writing, revoke wholly or in part the delegation.

Division 2 – Tenure of Office

23. ELIGIBILITY OF BOARD MEMBERS

- a) A Board member must be a member who is 18 years or over;
- b) A Board member must also meet the criteria provided in the Schedule;
- c) Board members must be elected to the Board at the Annual General Meeting or appointed under clause 30.

24. NOMINATIONS FOR ELECTION TO THE BOARD

- a) A Member is not eligible for election to the Board unless the Secretary receives a written nomination for that Member by another member not less than seven (7) days before the date of the next Annual General Meeting. Once received the Secretary is required to, in writing, provide to the nominated Member advice of the status and amount of public liability insurance cover current for the **Association**.
- b) The nomination must be signed by:
 - i. the nominator and a seconder; and
 - ii. the nominee to signify his or her willingness to stand for election.
- c) A person who is eligible for election or re-election under this clause may:
 - i. propose or second himself or herself for election or re-election; and
 - ii. vote for himself or herself.

25. RETIREMENT OF BOARD MEMBERS

- a) Board Members are elected for a period of two (2) years unless the Member vacates the office under clause 28 or is removed under clause 29. Board Members appointed to a vacancy shall be appointed for the remaining term of the Board Member whose departure created the vacancy.
- b) Subject to subclause (a) and (d), at an Annual General Meeting the office of each Board Member becomes vacant and elections for a new Board must be held.
- c) The Chairperson of an outgoing Board must preside at the Annual General Meeting until a new member is elected as Chairperson.
- d) Members may serve consecutive terms on the Board unless otherwise provided in the schedule.

26. ELECTION BY DEFAULT

- a) If the number of persons nominated for the election to the Board under clause 24 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to be duly elected as members of the Board at the Annual General Meeting.
- b) If vacancies remain on the Board after the declaration and under subclause (a), additional nominations of Board members may be accepted from the floor of the Annual General Meeting.
- c) If the nominations from the floor do not exceed the number of remaining vacancies, the Chairperson must declare those persons to be duly elected as members of the Board.

- d) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Board in accordance with clause 30.

27. ELECTION BY BALLOT

- a) If the number of nominations exceeds the number of vacancies on the Board, ballots for those positions must be conducted.
- b) The ballot must be conducted in a manner determined from time to time by resolution at an Annual General Meeting.
- c) The Members chosen by ballot must be declared by the Chairperson to be duly elected members of the Board.
- d) The Board may require the vote to be by secret ballot, for which the candidate names must be provided to the Members in writing, listed in alphabetical order.

28. VACATING OFFICE

- a) The office of a Board member becomes vacant if:
 - 1. The Member –
 - i. is disqualified from being a Board Member under section 30 or 40 of the Act;
 - ii. resigns by giving written notice to the Board. The resignation takes effect on:
 - i. the day and at the time the notice is received by the Secretary, or
 - ii. if a later day is stated in the notice, that later day.
 - iii. dies or is rendered permanently incapable of performing the duties of office by mental or physical ill health;
 - iv. ceases to be a member of the **Association**
 - 2. The Member is absent more than:
 - i. 2 Board meetings in the same financial year without tendering an apology to the Chairperson.
- b) The vacancy is valid where the Member received notice of the meetings and the Board has resolved to declare the office vacant for reasons applying to sub clause (a) (1) or (a) (2) or in any circumstances provided for by the Schedule.
- c) A Member may be removed from office by Resolution of a General Meeting carried by a minimum of 50% of those present eligible to vote.
- d) Before a vote of members is taken on the question of removal of a Member from office, that member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- e) No member has a right of appeal against the removal of a Member from office under this section.

29. REMOVAL OF A BOARD MEMBER

- a) The **Association**, through a Special General Meeting of Members, may remove any Board member before the Member's term of office ends.
- b) If a vacancy arises through removal under sub clause (a) an election must be held to fill the vacancy.

30. FILLING A CASUAL VACANCY ON THE BOARD

- a) If a vacancy remains on the Board after the application of clause 27 or if the office of a Board Member becomes vacant under clause 29, the Board may appoint any Member of the **Association** to fill that vacancy.
- b) However, if the office of the Public Officer becomes vacant, a person must be applied under section 27 (6) of the Act to fill the vacancy.
- c) The continuing members of the Board may act despite a casual vacancy on the Board.

- d) If, however, the number of Board Members is less than the number fixed under these rules as a quorum of the Board, the continuing members may act only to:
 - i. increase the number of Board members to the number required for a quorum, or call a General Meeting of the **Association**.

Division 3 – Duties of Board Members

31. COLLECTIVE RESPONSIBILITY OF THE BOARD

- a) As soon as practicable after being elected to the Board, each Board Member must become familiar with the Act and regulations made under the Act.
- b) The Board is collectively responsible for ensuring the **Association** complies with the Act and regulations made under the Act.
- c) Subject to these rules, or a resolution of members carried at an Annual General Meeting, the Board:
 - i. has the general control of the administration of the affairs, property and funds of the **Association**; and
 - ii. has authority to interpret the meaning of these rules and any matter relating to the **Association** on which the rules are silent.

32. CHAIRPERSON AND VICE-CHAIRPERSON

- a) Subject to subclauses (b) and (c), the Chairperson must preside at all General Meetings and Board meetings.
- b) If the Chairperson is absent from a meeting, the Vice-Chairperson must preside at the meeting.
- c) If the Chairperson and the Vice-Chairperson are both absent, the presiding member of that meeting must be:
 - i. a Member elected by the other Members present if it is a General Meeting; or
 - ii. a Board Member elected by the other Board members present if it is a Board meeting.

33. SECRETARY

- a) The Secretary must:
 - i. Coordinate the correspondence of the **Association**;
 - ii. Call meetings of the **Association**, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the Chairperson;
 - iii. Ensure minutes of all proceedings of General Meetings and of Board meetings are kept in accordance with section 38 of the Act;
 - iv. Maintain the Register of Members in accordance with section 34 of the Act (the register must identify type of membership that applies to individual members);
 - v. Unless the members resolve otherwise at an Annual General Meeting – have custody of all books, documents, records and registers of the **Association**, other than those required by clause 34 (v) to be in the custody of the Treasurer; and
 - vi. Perform any other duties imposed by this Constitution on the Secretary.
- b) If a vacancy occurs in the office of Secretary, the members of the Board must ensure a Secretary is appointed or elected within one (1) month after the vacancy occurs.
- c) The Secretary must be:
 - i. a member elected by the **Association** as Secretary, who then becomes a member of the Board;
or
 - ii. a person who is a Member of the **Association's** Board appointed by the Board as Secretary; or
 - ii. a person appointed by the Board as Secretary (whether or not that person is a member of the **Association**).

34. TREASURER

- a) The Treasurer must:
 - i. Make any payments authorised by the Board or by an Annual General Meeting of the **Association** from the **Association's** funds;
 - ii. Ensure the accounting records of the **Association** are kept in accordance with section 41 of the Act;
 - iii. Coordinate the preparation of the **Association's** annual statement of accounts;
 - iv. If directed by the Chairperson, the Treasurer must submit to the Board a report, balance sheet or financial statement in accordance with that direction;
 - v. Maintain custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at an Annual General Meeting; and
 - vi. Must perform any other duties imposed by this Constitution on the Treasurer.

35. PUBLIC OFFICER

- a) The Public Officer must:
 - i. Ensure that documents are filed with the appropriate authority in accordance with sections 23, 28 and 45 of the Act; and
 - ii. Must keep a current copy of the Constitution of the **Association**.

PART 5 – MEETINGS OF THE BOARD

36. FREQUENCY AND CALLING OF MEETINGS

- a) The Board must meet together for the conduct of business not less than 4 times in each financial year unless otherwise provided for in the Schedule;
- b) The Chairperson, or at least 50% of the Board members, may at any time convene a Special General Meeting of the Board. A request for a Special General Meeting of Board must state the reason the Special General Meeting is being called, and the business to be conducted at that meeting;
- c) A Special General Meeting may be convened to deal with an appeal under clause 19;
- d) Without limiting any other way in which meetings may be held, a Board or General meeting may be held at two or more venues using any technology that gives the Board member as a whole a reasonable opportunity to participate. A Board or General meeting held solely or partly by technology is treated as held at the place at which the greatest number of the committee members present at the meeting are located or, if an equal number of Board members are located in each of two or more places, at the place where the Chairperson of the meeting is located;
- e) Resolutions of the Board without Meeting may occur via email as determined by the Board. These out of session meetings or “flying minutes” must abide by the following:
 - i. The item, or motion, must be provided to all Board Members in writing and may be in the form of a fax or e-mail, identifiable as having been originated by the Board Member or members voting on the resolution;
 - ii. Any motions must be passed by a simple majority and are considered as valid and effectual as if it had been passed at a Board Meeting that was properly called and held;
 - iii. Records kept must include –
 - i. The names of Board Members who received the item or motion;
 - ii. The item and/or motion proposed for consideration;
 - iii. The names of the Board Members who moved and seconded the motion;
 - iv. The names of the Board Members for and against; and
 - v. The names of Board Members who did not respond to the item or motion.

37. VOTING AND DECISION MAKING

- a) Each Board Member present at a Board or General Meeting has a deliberative vote.
- b) A question arising at a Board or General Meeting must be decided by a majority of votes.
- c) If there is no majority the person presiding at the meeting has a casting vote in addition to a deliberative vote.

38. QUORUM AT A BOARD MEETING

For a Board meeting, 50% of the Board Members constitutes a quorum unless otherwise provided in the Schedule.

39. PROCEDURE AND ORDER OF BUSINESS

- a) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- b) The order of business may be determined by the Members present at the meeting.
- c) Only the business for which the meeting is convened may be considered at an Annual General Meeting or a Special General Meeting.

40. DISCLOSURE OF INTEREST

- a) A Board Member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the **Association** must disclose the nature and extent of the interest to the Board in accordance with section 31 of the Act.
- b) The Secretary must record the disclosure in the minutes of the meeting.
- c) The Chairperson must ensure a Board Member who has direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

PART 6 – GENERAL MEETINGS

41. CONVENING GENERAL MEETINGS

- a) The **Association** must hold its Annual General Meeting within 18 months after its Incorporation.
- b) The **Association** must hold all subsequent Annual General Meetings within 6 months after the end of the **Association's** financial year.
- c) A Member who participates in a meeting by technology as mentioned in clause 36 (d) is taken to be attending, and present at, the meeting in person for the purposes of this Constitution.

42. SPECIAL GENERAL MEETING

- a) The Board:
 - i. May at any time convene a Special General Meeting;
 - ii. Must, within 30 days after the Secretary receives a notice under clause 19 (a), convene a Special General Meeting to deal with the appeal to which the notice relates; and
 - iii. Must, within 30 days after it receives a request under clause 42 (b), convene a Special General Meeting for the purpose specified in that request.
- b) 50% of Members constituting a quorum for an Annual General Meeting may make a written request to the Secretary for a Special General Meeting unless otherwise provided in the Schedule.
- c) The request must:
 - i. State the purpose of the Special General Meeting; and
 - ii. Be signed by the members making the request.

- d) If the Board fails to convene a Special General Meeting within the time allowed:
 - i. For clause 42 (a)(ii) – the appeal against the decision of the Board is upheld; and
 - ii. For clause 42 (a)(iii) – the Members who made the request may convene a Special General Meeting as if they were the Board.
- e) If a Special General Meeting is convened the **Association** must meet any reasonable expenses of convening and holding the Special General Meeting.
- f) The Secretary must give all members not less than 14 days notice of a Special General Meeting.
- g) The notice must specify:
 - i. When and where the meeting is to be held; and
 - ii. The particulars of and the order in which business is to be transacted.

43. ANNUAL GENERAL MEETING

- a) The Secretary must give to all members not less than 14 days notice of an Annual General Meeting unless otherwise provided for in the Schedule.
- b) The notice must specify:
 - i. When and where the meeting is to be held; and
 - ii. The particulars of and the order in which business is to be transacted.
- c) The order of business for each Annual General Meeting is as follows:
 - i. First – the consideration of the accounts and reports to the Board:
 - i. receive the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the **Association** for the previous financial year;
 - ii. receive the auditor's report on the financial affairs of the **Association** for the previous financial year;
 - iii. present the audited statement to the meeting for adoption.
 - ii. Second – the election of new Board Members; and
 - iii. Third – any other business requiring consideration by the **Association** at the meeting including appointing an auditor.

44. SPECIAL RESOLUTIONS

- a) A special resolution may be moved at any General Meeting of the **Association**.
- b) The Secretary must give all Members not less than 14 days notice of the meeting at which a special resolution is to be proposed unless otherwise provided in the Schedule.
- c) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

45. NOTICE OF MEETINGS

- a) Without limiting in any other way in which notice may be given to a Member under this Constitution, the Secretary must give a notice under this part by:
 - i. Serving it on a Member personally;
 - ii. Sending it by post to a Member at the address of the member appearing on the register of members; or
 - iii. Sending it via email or some form of electronic transmission (including by providing a URL link to any document or attachment) to an address specified by the member for giving or serving notices.
- b) If a notice is sent by post under sub clause 45 (a) (ii), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the Member by ordinary pre-paid mail.
- c) If a notice is sent via electronic transmission, sending of the notice is taken to have been properly effected one day after the date it was sent.

46. QUORUM AT GENERAL MEETINGS

At a General Meeting, the number or the proportion of Members present in person specified in the Schedule constitutes a quorum.

47. LACK OF QUORUM

- a) If within 30 minutes after the time specified in the notice for the holding of a General Meeting a quorum is not present:
 - i. For an Annual General Meeting or Special General Meeting convened under clause 42 (a) (i) or clause 43 – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
 - ii. For a meeting convened under clause 42 (a) (ii) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
 - iii. For a meeting convened under clause 42 (a) (iii) – the meeting lapses.
- b) If within 30 minutes after the time appointed by sub clause 47 (a) (i) for the resumption of an adjourned Annual General Meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that Annual General Meeting as if a quorum was present.
- c) The Chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if directed by the Members at the meeting, adjourn the General Meeting from time to time and from place to place.
- d) There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- e) If a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- f) In this Clause "Member" includes a person attending as a proxy or representing an Association that is a Member.

48. VOTING

- a) At a General Meeting –
 - i. An ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
 - ii. A special resolution put to the vote is passed if 75% of full Members who are present in person or by proxy vote in favour of the resolution.
- b) A poll may be demanded by the Chairperson or by 3 or more full Members present in person or by proxy.
- c) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

49. PROXIES

A full Member may appoint in writing another member to be the proxy of the appointing full Member to attend and vote on behalf of the appointing member at any General Meeting.

50. MINUTES OF GENERAL MEETINGS

- a) The Secretary must ensure that full and accurate Minutes record all questions, matters, resolutions and other proceedings of each General Meeting.
- b) If asked by a member, the Secretary must, within 28 days after the request is made:
 - i. make the 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.

- iii. The Association may require the Member to pay the reasonable costs of providing copies of the Minutes.

PART 7 – FINANCIAL MANAGEMENT

50. FINANCIAL YEAR

The financial year of the **Association** is specified in the Schedule.

51. FUNDS AND ACCOUNTS

- a) The **Association** must open an account with a financial institution from which all expenditure of the **Association** is made and into which all of the **Association's** revenue is deposited.
- b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the **Association**.
- c) Subject to any restrictions imposed by the **Association** at a General Meeting, the Board may approve expenditure on behalf of the **Association** within the limits of the budget.
- d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) Board members.
- e) All funds of the **Association** must be deposited into the financial account of the **Association** no later than five (5) working days after receipt or as soon as practicable after that day.
- f) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or into the float is accurately recorded at the time of the transaction.
- g) The Board may invest in a way the members of **Association** may from time to time decide.
- h) The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:
 - i. Income and expenditure for the financial year just ended;
 - ii. **Association's** assets and liabilities at the close of the year; and
 - iii. The mortgages, charges and securities affecting the **Association's** property at the close of the year.
- i) The income and property of the **Association** must be used solely in promoting the **Association's** objects and in exercising the **Association's** powers.
- j) If asked by a member, the Treasurer must within 28 days after the request is made:
 - i. Make the **Association's** financial documents available for inspection by the member at a mutually convenient time and place; and
 - ii. Give the member copies of the documents.
- k) The **Association** may require the member to pay the reasonable costs of providing copies of the documents.

52. ACCOUNTS AND AUDITS

The responsibility of the Board under Clause 31 (b) for ensuring compliance with the Act includes meeting the requirement of Part 5 of the Act and regulations for that Part relating to –

- a) The keeping of accounting records;
- b) The preparation and presentation of the **Association's** annual statement of accounts; and
- c) The auditing of the **Association's** accounts.

PART 8 – GRIEVANCE AND DISPUTES

53. GRIEVANCE AND DISPUTE PROCEDURES

- a) This clause applies to disputes between –

- i. A Member and another Member; or
 - ii. A Member and the Board; or
 - iii. A Member and the association.
- b) The grievance procedure must include mediation and may provide for a person to decide the outcome of the dispute.
- c) A member may appoint any person to act on behalf of the member in the grievance procedure.
- d) In applying the grievance procedure, the association must ensure that-
 - i. Each party to the dispute has been given an opportunity to be heard on the matter of the subject of the dispute; and
 - ii. The mediator, and any person engaged under the rules to decide the outcome of the dispute, is unbiased.
- e) If a member has initiated a grievance procedure in relation to a dispute between the member and the association, the association must not take disciplinary action against any of the following persons in relation to the matter the subject of the grievance procedure until the grievance procedure has been completed-
 - i. The member who initiated the grievance procedure (the complainant member);
 - ii. A member of the association appointed by the complainant member under subsection (3) of the Act to act on behalf of the complainant member in the grievance procedure.
- f) If the rules of an association do not set out a grievance procedure that is consistent with subsections (2), (3), (4) and (5) of the Act, the rules of the association are taken to include the provisions of the model rules providing for the grievance procedure.
- g) To remove any doubt, it is declared that subsection (6) of the Act applies even if the rules of an incorporated association provide, as permitted under section 47(3) of the Act, that section 47(1) of the Act does not apply.

PART 9 – MISCELLANEOUS

54. COMMON SEAL

- a) The Common Seal of the **Association** must not be used without the express authority of the Board and every use of that Common Seal must be recorded by the Secretary.
- b) The affixing of the Common Seal of the Association must be witnessed by any 2 of the following;
 - i. The Chairperson;
 - ii. The Secretary; or
 - iii. The Treasurer.
- c) The Common Seal of the **Association** must be kept in the custody of the Secretary or another person the Board from time to time decides.

55. NOTICES

Where the **Association** (or the Secretary on the **Association's** behalf), Member or Board Member is required to give notice under this Constitution, the **Association** (or the Secretary on the **Association's** behalf), Member or Board Member (as appropriate) may give notice in the same manner as set out in Clause 45 as if references to "Secretary" and "Member" were references to the sender and the recipient of the notice respectively.

56. DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP

- a) If on Winding Up or Dissolution of the **Association**, and after the satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the Members or former Members.
- b) All surplus assets must be given or transferred to another Association incorporated under the Act that:
 - i. Has similar objects or purposes;
 - ii. Is not carried on for profit or gain to its individual members; and

- iii. Is determined by resolution of the members.
- c) If Deductible Gift Recipient (DGR) endorsement is revoked, all remaining gifts, deductible contributions and money received in relation to such gifts and contributions must be transferred to a Gift Deductible Fund, Authority or Institution. For registered charities, the transfer must be to another DGR with similar objects, which is charitable at law. This requirement varies with the type of endorsement.
- d) Organisations do not need to meet this requirement if they are established by an Act of the Commonwealth Parliament, and that Act, or another Act, does not provide for the winding up or termination of the entity.

SCHEDULE

Part 1 – Mandatory Details

NAME (CLAUSE 2)

The name of the Incorporated Association is Hepatitis Queensland Incorporated.

(The name of the Incorporated Association is the name of the **Association** followed by the word “Incorporated”. Refer Schedule 1 of the Associations Regulations for Unauthorised Names.)

OBJECTS AND PURPOSES (CLAUSE 4)

3. The **Association** is a not-for-profit organisation registered under the Associations Incorporations Act 1981. The objects of the **Association** are:

- I. the promotion of the prevention or control of viral hepatitis and liver health in humans;
- II. to build and maintain a strong, sustainable and culturally diverse viral hepatitis and liver health sector in Queensland to reduce the burden of disease related to viral hepatitis and liver disease; and
- III. to be a leading charitable organisation for the viral hepatitis and liver health sector in Queensland.

4. The **Association** will undertake the following activities in order to achieve its objects;

- I. advocacy and representation of a sector perspective on policy and other issues that relate to viral hepatitis and liver health;
- II. promoting a range of strategies that minimises related harm and reduces the burden of liver disease;
- III. sector capacity building including workforce development;
- IV. increasing public awareness of viral hepatitis and liver health and strategies to prevent or manage liver disease;
- V. encouraging and/or facilitating networking and other communication in the sector;
- VI. provision of services – clinical and non-clinical – that support testing, treatment and management of viral hepatitis and liver disease;
- VII. to provide support, referral, information and education to people whose lives are affected by viral hepatitis.

MINIMUM NUMBER OF MEMBERS (CLAUSE 5)

The Association must have at least five (5) members.

ELIGIBILITY OF BOARD MEMBERS (CLAUSE 23)

According to the Associations Incorporation Act 1981 the following criteria applies to Board Members of the Association:

A person is not eligible to be elected as a member of an incorporated association’s management committee if:

- a) the person has been convicted:
 - i. on indictment; or
 - ii. summarily and sentenced to imprisonment, other than in default of payment of a fine; and
- b) the rehabilitation period in relation to the conviction has not expired.

Also, a person is not eligible to be elected as a member of an incorporated association's management committee if:

- a) under the Bankruptcy Act 1966 (Cwlth) or the law of an external territory or another country, the person is an undischarged bankrupt; or
- b) the person has executed a deed of arrangement under the Bankruptcy Act 1966 (Cwlth), part X or a corresponding law of an external territory or another country and the terms of the deed have not been fully complied with; or
- c) the person's creditors have accepted a composition under the Bankruptcy Act 1966 (Cwlth), part X or a corresponding law of an external territory or another country and a final payment has not been made under the composition.

In this section:

- rehabilitation period has the meaning given in the Criminal Law (Rehabilitation of Offenders) Act 1986.

QUORUMS AT ANNUAL GENERAL MEETINGS (CLAUSE 38)

The quorum for a general meeting of an incorporated association is at least the number of members elected or appointed to the association's management committee at the close of the association's last general meeting plus 1.

However, if all members of the association are members of the association's management committee, the quorum is the total number of members less 1.

If an incorporated association makes a decision at a meeting of the association for which there is no quorum, the decision has no effect.

FINANCIAL YEAR (CLAUSE 50)

The financial year of the **Association** is the period of twelve (12) months ending on 30 June.

HEPATITIS QUEENSLAND Inc.

PROXY FORM

I, of

being a financial member of **Hepatitis Queensland Inc.**, appoint

.....

of

as my proxy to vote for me on my behalf at the **Hepatitis Queensland Inc.** (annual) general meeting to be held on the day of 20

and at any adjournment of that meeting.

Signed this day of 20

Signature of Member appointing Proxy.....

Name of Member appointing Proxy.....

Unless otherwise instructed by this form, the proxy may vote as the proxy considers appropriate.

1. This Proxy is to be used
- in favour of this resolution:
- against this resolution:

(insert the title / name of the resolution).....

.....

.....

OR

2. This Proxy is to be used for all meeting business.