Dated: August 2024

Moreton Bay Montessori Association

Rules of Association

Moreton Bay Montessori Association Incorporated

ABN 14 429 698 872

Incorporation Number (QLD): IA15747

Contents

1. Interpretation....1
2. Name....2
3. Purpose &Objects....2
4. Powers....4
5. Income and Payment....5
6. Classes of members....5
7. Application for membership....5
8. Membership fees....6
9. Deferral or reduction of subscriptions....6
10. Admission and rejection of new members....6
11. When membership ends....7
12. Appeal against rejection or termination of membership....8
13. General meeting to decide appeal....8
14. Register of members....8
15. Prohibition on use of information on register of members....9
16. Appointment or election of secretary....9
17. Removal of secretary....10
18. Functions of secretary....10
19. Board of management....11
20. Electing the board of management....11
21. Election procedure....12
22. Resignation, removal or vacation of office of board of management member....13
23. Vacancies on the board of management....14
24. Functions of the board of management....14
25. Remuneration of directors....15
26. Indemnity....15
27. Insurance....16

28. Meetings of board of management 16
29. Quorum for, and adjournment of, board of management meeting 17
30. Special meeting of board of management 17
31. Minutes of board of management meetings 18
32. Appointment of subcommittees 18
33. Acts not affected by defects or disqualifications 18
34. Resolutions of the board of management without meeting 19
35. Executive Officer 19
36. Annual general meetings 19
37. Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations 19
38. Business to be conducted at annual general meeting of other level 2 incorporated associations 20
39. Business to be conducted at annual general meeting of other level 3 incorporated associations 20
40. Notice of general meeting 21
41. Quorum for, and adjournment of, general meeting 21
42. Procedure at general meeting 22
43. Voting at general meeting 23
44. Special general meeting 24
45. Proxies 24
46. Minutes of general meetings 26
47. By-laws 26
48. Alteration of rules 26
49. Common seal 26
50. Funds and accounts 27
51. Service of Documents 27
52. General financial matters 28
53. Documents 28
54. Financial year 28

55. Distribution of Surplus Assets to another entity 29

Moreton Bay Montessori Association Incorporated

1. Interpretation

1.1 In these rules:

(1) **Act** means the *Associations Incorporation Act 1981*(Qld)

(2) **Aggrieved party see rule 12**

(3) **Association** means Moreton Bay Montessori Association Incorporated ABN 14 429 698 872, QLD Incorporation Number IA15747;

(4) **Blue Card** means a current positive notice issued by Blue Card Services pursuant to the provisions of the Blue Card Act (Working with Children (Risk Management & Screening) Act 2000 (Qld) in relation to a person's eligibility to work or volunteer with children. The term "Blue Card" also includes any other positive notice issued by any Australian statutory authority in relation to a person's eligibility to work or volunteer with children.

(5) **Blue Card Act** means the *Commission for Children and Young People and Child Guardian Act 2000* (Qld) and the (Working with Children (Risk Management & Screening) Act 2000 (Qld) and includes any amendment, regulation or re-enactment of it or any legislation passed in substitution for it;

(6) **Chief executive** means the chief executive of the Queensland Office of Fair Trading;

(7) **Director** means a person representing a member duly elected or appointed as a member of the board of management of the Association;

(8) **Expiration Date** is 22 September of every calendar year.

(9) **Member** means a person who is a member of the Association in accordance with these Rules;

(10) **Person** means a natural person and does not include a body corporate, other incorporated body or an unincorporated body;

(11) **Present**:

(a) at a board of management meeting, see rule 29.6; or

(b) at a general meeting, see rule 43.2;

(12) Reference to:

(a) one gender includes the others; and

(b) the singular includes the plural and the plural includes the singular;

(13) Except so far as the contrary intention appears in these rules:

(a) an expression has in these rules the same meaning as in the Act; and

(b) if an expression is given different meanings for the purposes of different provisions of the Act, the expression has, in a provision of these rules that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act;

(14) "Including" and similar expressions are not words of limitation; and

(15) Headings and any table of contents or index are for convenience only and do not form part of these rules or affect its interpretation.

2. Name

2.1 The name of the incorporated association is "***Moreton Bay Montessori Association Incorporated"***.

3. Purpose &Objects

3.1 The Association's purpose and objects are as follows:

(a) The primary purpose of the Association is to provide educational facilities which integrate with the Montessori principles of learning with the required state curriculum; and further, while acting in trusteeship of these facilities, advocate support for this purpose within the broader Moreton Bay region.

(b) The Association aims to become the primary provider of Montessori education in the greater Moreton Bay region.

(c) The Association seeks to inspire children to become individuals with a lifelong love of learning, people and the environment, enabling and empowering their connection to and impact on a broader community.

(d) The Association will serve and support the children and families of the broader Moreton Bay region by:

(i) enabling the development of places of learning within which the Montessori method of education may be provided; and

(ii) guiding children to become morally responsible, independent and self-motivated individuals; and

(iii) enhancing the understanding of the Montessori philosophy and principles of learning for families throughout the broader regional community.

(e) The Association will also:

(i) affiliate with national and international Montessori organisations to enable and support a stronger global Montessori community; and

(ii) develop strong political and corporate connections within the region in support of our organisational aims.

(f) The overarching principles of the Association are based on the Montessori philosophy and method of education. These principles encompass our support of integrated communities and holistic belief in the connection between knowledge, people and the environment.

(g) The governance principles of the Association are designed to incorporate these beliefs and guide organisational practice towards fulfilment of the Association's aims.

(h) Our organisational values and beliefs are based on the tenets of the Montessori philosophy, psychology and principles of learning, developed in 1907 by Maria Montessori. The Montessori philosophy and method of education are socially inclusive and culturally progressive.

(i) The Montessori philosophy promotes:

  (i) an environment in which children are encouraged to enjoy the pursuit of knowledge;

  (ii) inspiring in children a lifelong love of learning and a sense of community connection;

  (iii) engagement of families as partners in supporting childhood learning;

  (iv) genuine respect for our environment and those within it; and

  (v) a global connection which supports and enables positive actions.

(j) The Montessori method of education provides:

  (i) a 'child-centred' format of learning/teaching, based on the developmental needs of the child;

  (ii) 'guided learning' within a prepared environment;

  (iii) learning based on sensorial, realistic, didactic equipment;

  (iv) a flexible and holistic approach to learning; and

  (v) a connection between knowledge gained at school to practical life.

(k) The overall task of the Association is to fulfil a governance role by:

  (i) guiding the strategic direction of the organisation towards fulfilment of its vision;

  (ii) enabling a sustainable future for the organisation within the region; and

  (iii) connecting to a broader community to encourage and support social change.

(l) The following four guiding principles of good corporate governance enable the achievement of organisational aims of the Association:

(i) **Trusteeship** of the core values and principles that underpin the Association's existence, considering:

(A) the Montessori philosophy;

(B) the Montessori method of education; and

(C) the organisation's connection with and impact on a larger global community.

(ii) **Governorship** in determining long term organisational goals via the consideration of strategic futures and the creation of broad policy which encompass:

(A) commitment to organisational values and beliefs;

(B) assurance of statutory compliance; and

(C) enabling the ongoing viability of any subsidiary trading entity developed.

(iii) **Leadership** in advocating organisational principles to a broader community, which:

(A) increase community understanding of the Association's values;

(B) enable further connection and support for attainment of its vision; and

(C) embody social consideration and ethical conduct in all regards.

(iv) **Stewardship** in assuring ongoing organisational viability by:

(A) defining annual operational goals;

(B) delegating managerial authority for day-to-day trading operations; and

(C) monitoring administrative compliance and performance.

4. Powers

4.1 The Association has all the powers of an individual.

4.2 The Association may, for example:

(1) enter into contracts; and

(2) acquire, hold, deal with and dispose of property; and

(3) make charges for services and facilities it supplies; and

(4) do other things necessary or convenient to be done in carrying out its affairs.

4.3 The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

5. Income and Payment

5.1 All the Association's profits (if any), other than income and property, however derived, must be applied only to promote its objects.

5.2 None of the Association's profits, other income or property may be paid or transferred to members, directly or indirectly, by way of dividend/s, bonus or otherwise provided that nothing in these rules will prevent the payment by way of grant or subsidy to any member which is itself a non-profit association or corporation solely for the advancement of the objects of such member and the objects of the Association.

5.3 Rule 5.2 does not prevent the payment in good faith on commercial terms to an officer or member, or to a legal entity or business of which an officer or member (or an officer of a member) is a partner or an officer (or otherwise associated):

(1) of remuneration for services to the Association;

(2) for goods supplied to the Association in the ordinary course of business;

(3) of interest on money borrowed from them by the Association at a rate not exceeding the rate fixed for the purposes of this rule 5.3 by the Association in a general meeting; or

(4) of reasonable rent for premises let by them to the Association.

6. Classes of members

6.1 The membership of the Association consists of ordinary (non-voting) members only. The number of ordinary memberships is unlimited.

7. Application for membership

7.1 Any person, may apply for ordinary membership of the Association.

7.2 An applicant for membership of the Association must be proposed by one member of the Association (**Proposer**) and seconded by another member (**Seconder**).

7.3 An application for membership must be:

(1) in writing; and

(2) signed by the applicant and the applicant’s Proposer and Seconder; and

(3) in the form decided by the board of management.

8. Membership fees

8.1 The membership fee for each ordinary membership and for each other class of membership (if any):

(1) is the amount decided by the members from time to time at a general meeting; and

(2) is payable when, and in the way, the board of management decides.

9. Deferral or reduction of subscriptions

9.1 The Directors may defer the obligations of a member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a member, if the Directors are satisfied that:

(1) there are reasonable grounds for doing so;

(2) the Association will not be materially disadvantaged as a result; and

(3) the member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Directors.

10. Admission and rejection of new members

10.1 The board of management must consider an application for membership at its next meeting held after it receives:

(1) the application for membership; and

(2) the appropriate membership fee for the application.

10.2 The board of management must ensure that, as soon as possible after the applicant applies to become a member of the Association, and before the board of management considers the person's application, the person is advised:

(1) whether or not the Association has public liability insurance; and

(2) if the Association has public liability insurance – the amount of the insurance.

10.3 The board of management must decide at the meeting whether to accept or reject the application.

10.4 If more than 50% of the directors present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

10.5 The secretary of the Association must, as soon as practicable after the board of management decides to accept or reject an application, give the applicant a written notice of the decision.

10.6 A member is not entitled to exercise any of the powers or rights of a member until it has paid its first subscription. A member shall cease to be entitled to exercise any of

those powers or rights if any subscription remains unpaid for three months after written notice specifying the relevant amount owing stating the date on which such amount shall become due and payable and requesting payment thereof has been given to such member.

10.7 The secretary of the Association will refund any fee paid with an application to the rejected applicant.

11. When membership ends

11.1 Membership to the Association will expire on the 22nd of September of every year and all members must reapply and pay the required subscription fee, if they wish to continue to a member of the Association.

11.2 The Secretary is to notify all members of their membership expiry one (1) month prior to the expiration date and provide the necessary application form should the member wish to reapply.

11.3 A member may resign from the Association by giving a written notice of resignation to the secretary.

11.4 The resignation takes effect at:

(1) the time the notice is received by the secretary; or

(2) if a later time is stated in the notice - the later time.

11.5 The board of management may terminate a member's membership if the member:

(1) is convicted of an indictable offence; or

(2) does not comply with any of the provisions of these rules; or

(3) has membership fees in arrears for at least two months; or

(4) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.

11.6 Before the board of management terminates a member's membership, the board of management must give the member a full and fair opportunity to show why the membership should not be terminated.

11.7 If, after considering all representations made by the member, the board of management decides to terminate the membership, the secretary of the board of management must give the member a written notice of the decision.

11.8 No member or other person has any claim against:

(1) the Association;

(2) a member of the Association; or

(3) a director;

merely because of the removal or cessation of a member's membership of the Association.

12. Appeal against rejection or termination of membership

12.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.

12.2 A notice of intention to appeal must be given to the secretary within one month after the person receives written notice of the decision.

12.3 If the secretary receives a notice of intention to appeal, the secretary must, within one month after receiving the notice, call a general meeting to decide the appeal.

13. General meeting to decide appeal

13.1 The general meeting to decide an appeal must be held within three months after the secretary receives the notice of intention to appeal.

13.2 At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.

13.3 Also, the board of management must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

13.4 An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

13.5 If a person whose application for membership has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

14. Register of members

14.1 The board of management must keep a register of members of the Association.

14.2 The register must include the following particulars for each member:

(1) the full name of the member;

(2) the postal and/or residential address of the member;

(3) the date of admission as a member;

(4) the date of death or resignation of the member;

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

(6) any other particulars the board of management or the members at a general meeting decide.

14.3 The register must be open for inspection by members of the Association at all reasonable times.

14.4 A member must contact the secretary to arrange an inspection of the register.

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

15. Prohibition on use of information on register of members

15.1 A member of the Association must not:

(1) use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or

(2) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

15.2 Subrule15.1 does not apply if the use or disclosure of the information is approved by the Association.

16. Rights of Members

16.1 Member's rights are set out in the *Associations Incorporation Act 1981 (Qld).*

16.2 Generally, a member has the right to:

a) Attend the Annual General Meeting;

b) Inspect the 'Register of Members" of the Association; and

c) Have their personal details (as disclosed in the register) protected from people;

17. Appointment or election of secretary

17.1 The secretary must be an individual residing in Queensland who is:

(1) a member of the Association elected by the Association as secretary; or

(2) any of the following persons appointed by the board of management as secretary:

(a) a director;

(b) a member of the Association;

(c) another person.

17.2 If a vacancy happens in the office of secretary, the directors must ensure a secretary is appointed or elected for the Association within one month after the vacancy happens.

17.3 If the board of management appoints a person mentioned in subrule17.1(2)(a) as secretary, the person remains a director.

17.4 If the board of management appoints a person mentioned in subrule17.1(2)(b) as secretary, other than to fill a casual vacancy on the board of management, the person does not become a director.

17.5 However, if the board of management appoints a person mentioned in subrule17.1(2)(b) as secretary to fill a casual vacancy on the board of management, the person becomes a director.

17.6 If the board of management appoints a person mentioned in subrule17.1(2)(c) as secretary, the person does not become a director.

17.7 Upon appointment or election of a secretary of the Association, the board of management must ensure the Association notifies the chief executive in the approved form of the appointment or election within one month after it happens.

17.8 In this rule:

casual vacancy, on a board of management, means a vacancy that happens when an elected director resigns, dies or otherwise stops holding office.

18. Removal of secretary

18.1 The board of management of the Association may at any time remove a person appointed by the board of management as the secretary.

18.2 If the board of management removes a secretary who is a person mentioned in rule 17.1(2)(a), the person remains a director.

18.3 If the board of management removes a secretary who is a person mentioned in rule 17.1(2)(b) and who has been appointed to a casual vacancy on the board of management under rule 17.5, the person remains a director.

19. Functions of secretary

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

(1) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Association; and

(2) keeping minutes of each meeting; and

(3) keeping copies of all correspondence and other documents relating to the Association;

(4) maintaining the register of members of the Association; and

(5) Any other duties as directed by the President or under the “Secretary Role Description”.

20. Board of management

20.1 The board of management of the Association consists of a minimum of four directors and maximum of ten directors, including:

(1) the president;

(2) vice-president;

(3) treasurer; and

(4) any other directors that the Association members elect at a general meeting.

20.2 A member of the management committee, other than a secretary appointed by the management committee under rule 16.1(2)(c), must be a member of the association.

20.3 For the avoidance of doubt:

(1) a director must be a member of the Association; and

(2) an employee of the Association cannot be a director.

20.4 Directors are appointed for a period of one year but are eligible, on nomination, for re-election. There is no limit on the total number of years (whether cumulative or consecutive) that a director may serve.

20.5 At each annual general meeting of the Association, all directors must retire from office but are eligible, on nomination, for re-election. A retiring director holds office until the end of the meeting at which that director retires.

20.6 A member of the Association may be appointed to a casual vacancy on the board of management under rule 24.

21. Electing the board of management

21.1 At least 28 days prior to the proposed date of the annual general meeting at which a resolution or resolutions will be proposed to elect a director (including as president), the secretary will request from members, nominations for election to the positions falling vacant which must be received not less than 14 days prior to the annual general meeting.

21.2 A director may only be elected as follows:

(1) any two members of the Association may nominate an individual proposed by a member (**Candidate**) to serve as a director;

(2) the nomination must be:

(a) in writing; and

(b) signed or endorsed by the Candidate and the members who nominated him or her;

(c) specify if the Candidate is nominated as president, vice-president, treasurer or otherwise as a director; and

(d) given to the secretary at least 14days before the annual general meeting at which the election is to be held;

(3) each member of the Association present and eligible to vote at the annual general meeting may vote for one Candidate for each vacant position on the board of management;

(4) if, at the start of the meeting, there are not enough Candidates nominated, nominations may be taken from the floor of the meeting.

21.3 A person may be a Candidate only if the person:

(1) is an adult;

(2) is a member of the Association;

(3) is not an employee of the Association; and

(4) is not ineligible to be elected as a member under section 61A of the Act.

21.4 A list of the Candidates' names in alphabetical order, with the names of the members who nominated each Candidate, must be provided to all members at least seven days prior to the annual general meeting.

21.5 If required by the board of management, balloting lists must be prepared containing the names of the Candidates in alphabetical order.

21.6 The board of management must ensure that, before a Candidate is elected as a director, the Candidate is advised:

(1) whether or not the Association has public liability insurance; and

(2) if the Association has public liability insurance – the amount of the insurance.

22. Election procedure

22.1 If the number of candidates for election as directors is equal to or less than the number of vacancies on the board of management, the chair of the annual general meeting must declare those candidates to be duly elected as directors.

22.2 If the number of candidates for election as directors is greater than the number of vacancies, a ballot must be held for the election of the candidates.

22.3 At the annual general meeting each person entitled to vote and voting on the ballot may vote for a number of candidates equal to the number of vacancies.

22.4 The candidates receiving the greatest number of votes cast in their favour must be declared by the chair of the meeting to be elected as directors.

22.5 If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, the chairperson, prior to the declaration of the result of the ballot, in addition to his or her deliberative vote (if any) is entitled to a casting vote, except that if the chair:

(1) does not exercise a casting vote; or

(2) is one of the candidates who received the same number of votes;

then the names of the candidates who received the same number of votes must be put to a further ballot immediately.

22.6 There is not a vacancy for the purpose of this rule 22 (or rule 24) because the number of directors is less than the maximum allowed under rule 20. There is a vacancy only if the number of directors is less than the number elected at the previous annual general meeting (adjusted for any increase under clause 24.1).

23. Resignation, removal or vacation of office of board of management member

23.1 A director/member of the management committee may resign from the board of management by giving written notice of resignation to the secretary.

23.2 The resignation takes effect at:

(1) the time the notice is received by the secretary; or

(2) if a later time is stated in the notice - the later time.

23.3 A director may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the director.

23.4 Before a vote of members is taken about removing the director from office, the director must be given a full and fair opportunity to show cause why he or she should not be removed from office.

23.5 A director has no right of appeal against the director's removal from office under this rule.

23.6 A director immediately vacates the office of director in the circumstances mentioned in section 64(2) of the act and as per Rule 22.7.

23.7 A director immediately vacates the office of director:

(1) if the director is no longer a member of the Association;

(2) in the circumstances mentioned in section 64(2) of the Act;

(3) if the director loses legal capacity; or

(4) if the director fails to attend three consecutive board of management meetings without the consent of the board of management.

23.8 Unless otherwise resolved at a general meeting, a director removed by the members cannot be re-appointed as a director within two years of their removal.

24. Vacancies on the board of management

24.1 If a casual vacancy happens on the board of management, the continuing directors may appoint another person representing a member to fill the vacancy until the next annual general meeting.

24.2 The continuing directors may act despite a casual vacancy on the board of management.

24.3 However, if the number of directors is less than the number fixed under rule 30.1 as a quorum of the board of management, the continuing directors may act only to:

(1) increase the number of directors to the number required for a quorum; or

(2) call a general meeting of the Association.

25. Functions of the board of management

25.1 Subject to these rules or a resolution of the members of the Association carried at a general meeting, the board of management has the general control and management of the administration of the affairs, property and funds of the Association.

25.2 The board of management has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note:
To the extent of any inconsistency, the Act prevails if the Association's rules are inconsistent with the Act – see section 1B of the Act.

25.3 The board of management may exercise the powers of the Association:

(1) to borrow, raise or secure the payment of amounts in a way the members of the Association decide; and

(2) to secure the amounts mentioned in paragraph (1) 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, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future; and

(3) to purchase, redeem or pay off any securities issued; and

(4) to borrow amounts from members and pay interest on the amounts borrowed; and

(5) to mortgage or charge the whole or part of its property; and

(6) to insure the whole or part of its property; and

(7) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and

(8) to appoint any person to be the Association's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions, the directors think fit; and

(9) to provide and pay off any securities issued; and

(10) to invest in a way the members of the Association may from time to time decide.

25.4 For subrule 25.3(4), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:

(1) the financial institution for the Association; or

(2) if there is more than one financial institution for the Association - the financial institution nominated by the board of management.

26. Remuneration of directors

26.1 A director may not be paid for services as a director but, with the approval of the directors, may be:

(1) paid by the Association for services rendered to it;

(2) reimbursed by the Association for their reasonable travelling, accommodation and other expenses when:

(a) travelling to or from meetings of the board of management or other committee of the Association; or

(b) otherwise engaged on the affairs of the Association.

27. Indemnity

27.1 Every person who is or has been:

(1) a director; or

(2) a secretary;

is indemnified out of the property of the Association against:

(3) every liability incurred by the person in that capacity (??); and

(4) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

unless:

(5) the Association is forbidden by statute to indemnify the person against the liability or legal costs; or

(6) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

27.2 The indemnity provided in rule 27.1 does not extend to any liability resulting from the dishonesty or bad faith of any person.

28. Insurance

28.1 The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been, a director or secretary, against liability incurred by the person in that capacity, including a liability for legal costs, unless:

(1) the Association is forbidden by statute to pay or agree to pay the premium; or

(2) the contract would, if the Association paid the premium, be made void by statute.

29. Meetings of board of management

29.1 Subject to this rule, the board of management may meet and conduct its proceedings as it considers appropriate.

Note:

See also section 70B and 70C of the Act about requirements relating to the proceedings of the management committee if a member of the committee has a material personal interest in a matter being considered of the committee.

29.2 The board of management must meet at least once every two months to exercise its functions.

29.3 The board of management must decide how a meeting is to be called.

29.4 Notice of a meeting is to be given in the way decided by the board of management.

29.5 The board of management may hold meetings, or permit a director to take part in its meetings, by using any technology that reasonably allows the director to hear and take part in discussions as they happen.

29.6 A director who participates in the meeting as mentioned in rule 29.5 is taken to be present at the meeting.

29.7 A question arising at a meeting is to be decided by a majority vote of directors present at the meeting and, if the votes are equal, the question is decided in the negative to the extent that the chair of the meeting will not have a casting vote.

29.8 A director must disclose to the board of management if any conflict of interest arises between their personal interests and that of the Association or the board of management, and unless otherwise determined by the directors, that director must absent himself or herself from discussion of such matter.

29.9 A director must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted.

29.10 The president is to preside as chairperson at a board of management meeting.

29.11 If there is no president or if the president is not present within ten minutes after the time fixed for a board of management meeting, the members may choose one of their number to preside as chairperson at the meeting.

30. Quorum for, and adjournment of, board of management meeting

30.1 At a board of management meeting, a quorum shall be the greater of:

(1) at least 50% of the number of directors constituting the board of management at the time; or

(2) four directors.

30.2 If there is no quorum within 30 minutes after the time fixed for a board of management meeting called on the request of director, the meeting lapses.

30.3 If there is no quorum within 30 minutes after the time fixed for a board of management meeting called other than on the request of the director:

(1) the meeting is to be adjourned for at least one day; and

(2) the directors who are present are to decide the day, time and place of the adjourned meeting.

30.4 If, at an adjourned meeting mentioned in subrule 30.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

31. Special meeting of board of management

31.1 If the secretary receives a written request signed by at least three directors, the secretary must call a special meeting of the board of management by giving each director notice of the meeting within 14 days after the secretary receives the request.

31.2 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

31.3 A request for a special meeting must state:

(1) why the special meeting is called; and

(2) the business to be conducted at the meeting.

31.4 A notice of a special meeting must state:

(1) the day, time and place of the meeting; and

(2) the business to be conducted at the meeting.

31.5 A special meeting of the board of management must be held within 14 days after notice of the meeting is given to the members of the board of management.

32. Minutes of board of management meetings

32.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each board of management meeting are recorded in a way that allows for the production of same, as required for auditing and compliance purposes.

32.2 To ensure the accuracy of the minutes, the minutes of each board of management meeting must be signed by the chairperson of the meeting, or the chairperson of the next board of management meeting, verifying their accuracy and held either physically or electronically to comply with recording obligations.

33. Appointment of subcommittees

33.1 The board of management may appoint subcommittees consisting of members of the Association or others considered appropriate by the board of management to help with the conduct of the Association's operations.

33.2 A member of a subcommittee who is not a director is not entitled to vote at a board of management meeting.

33.3 The board of management will appoint a chairperson for a subcommittee. If the board of management does not appoint a chairperson, the subcommittee may elect a chairperson of its meetings.

33.4 If a chairperson is not elected, or if the chairperson is not present within ten minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.

33.5 A subcommittee may meet and adjourn as it considers appropriate.

33.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

34. Acts not affected by defects or disqualifications

34.1 An act performed by the board of management, a subcommittee or a person acting as a director is taken to have been validly performed.

34.2 Subrule 34.1 applies even if the act was performed when:

(1) there was a defect in the appointment of a director, subcommittee or person acting as a director; or

(2) a management committee member, subcommittee member or person acting as a director was disqualified from being a member.

35. Resolutions of the board of management without meeting

35.1 A written resolution signed or endorsed by each director who is entitled to vote on the resolution (or authorised by each director if in electronic form) is valid and effectual as if it had been passed at a board of management meeting that was properly called and held.

35.2 A resolution mentioned in subrule 35.1 may consist of several documents in like form, each signed or endorsed by one or more members of the board of management.

36. Executive Officer

36.1 The directors may appoint an executive officer.

36.2 The executive officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.

36.3 The exercise of those powers and authorities, and the performance of those duties, by the executive officer is subject at all times to the control of the directors.

36.4 Subject to rule 36.3, the executive officer's role will be to implement the strategies, plans and policies approved by the directors and will carry out the management and direction of the Association and the management of its finances.

36.5 Subject to the terms and conditions of the appointment, the directors may suspend or remove the executive officer from that office.

36.6 The executive officer is entitled, subject to a determination otherwise by the directors, to attend all meetings of the Association, all meetings of the directors and any committees and may speak on any matter, but does not have a vote.

37. Annual general meetings

37.1 Each annual general meeting must be held:

(1) at least once each year; and

(2) within 6 months after the end date of the Association's reportable financial year.

36.2 The Associations reportable financial year is 31 December, as outlined in rule 54.

38. Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations

38.1 This rule applies only if the Association is:

(1) a level 1 incorporated association; or

(2) a level 2 incorporated association to which section 59 of the Act applies; or

(3) a level 3 incorporated association to which section 59 of the Act applies.

38.2 The following business must be conducted at each annual general meeting of the Association:

(1) receiving the Association's financial statement, and audit report, for the last reportable financial year;

(2) presenting the financial statement and audit report to the meeting for adoption;

(3) electing members of the board of management;

(4) for a level 1 incorporated association - appointing an auditor or an accountant for the present financial year;

(5) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies - appointing an auditor, an accountant or an approved person for the present financial year.

39. Business to be conducted at annual general meeting of other level 2 incorporated associations

39.1 This rule applies only if the Association is a level 2 incorporated association to which section 59A of the Act applies.

39.2 The following business must be conducted at each annual general meeting of the Association:

(1) receiving the Association's financial statement, and signed statement, for the last reportable financial year;

(2) presenting the financial statement and signed statement to the meeting for adoption;

(3) electing members of the board of management;

(4) appointing an auditor, an accountant or an approved person for the present financial year.

40. Business to be conducted at annual general meeting of other level 3 incorporated associations

40.1 This rule applies only if the Association is a level 3 incorporated association to which section 59B of the Act applies.

40.2 The following business must be conducted at each annual general meeting of the Association:

(1) receiving the Association's financial statement, and signed statement, for the last reportable financial year;

(2) presenting the financial statement and signed statement to the meeting for adoption;

(3) electing members of the board of management.

41. Notice of general meeting

41.1 The secretary may call a general meeting of the Association.

41.2 At least 28 days prior to the proposed date of the general meeting, the secretary must request from members notices of motions, which must be received no less than 21 days prior to the meeting.

41.3 The secretary must give at least 14 days' notice of the meeting to each member of the Association.

41.4 The notice must be in writing and contain:

(1) all information required to be included in accordance with the Act;

(2) in the case of a proposed special resolution, the intention to propose the special resolution and the terms of the proposed special resolution;

(3) any notice of motion received from any member or director in accordance with the Act; and

(4) a list of all nominations for directors in accordance with rule 21.4.

41.5 If the secretary is unable or unwilling to call the meeting, the president must call the meeting.

41.6 Subject to this rule, the board of management may decide the way in which the notice must be given.

41.7 A notice of a general meeting must state the business to be conducted at the meeting.

41.8 No business other than that stated in the notice of meeting may be transacted at a general meeting unless resolved by a majority of members.

42. Quorum for, and adjournment of, general meeting

42.1 A quorum for a general meeting shall be the greater of:

(1) at least the number of directors constituting the board of management plus one; or

(2) eight members.

42.2 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

42.3 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the board of management or the Association, the meeting lapses.

42.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the board of management or the Association:

(1) the meeting is to be adjourned for at least seven days; and

(2) the board of management is to decide the day, time and place of the adjourned meeting.

42.5 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

42.6 If a meeting is adjourned under subrule 42.5, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

42.7 The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

42.8 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

43. Procedure at general meeting

43.1 A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

43.2 A member who participates in a meeting as mentioned in sub-rule 43.1 is taken to be present at the meeting.

43.3 At each general meeting:

(1) the president is to preside as chairperson; and

(2) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the following person will be chairperson (in order of entitlement):

(a) the vice president;

(b) a director chosen by a majority of the directors present;

(c) the only director present; or

(d) any member who is entitled to vote and is chosen by a majority of the members present and entitled to vote; and

(3) the chairperson must conduct the meeting in a proper and orderly way.

43.4 The chairperson:

(1) may require the adoption of any procedure which in their opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and

(2) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting; and

43.5 A decision by the chairperson under this rule is final.

44. Voting at general meeting

44.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.

44.2 Each member present and eligible to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

44.3 A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.

44.4 The method of voting is to be decided by the management committee.

44.5 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.

44.6 If a secret ballot is held, the Chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.

44.7 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

44.8 At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.

44.9 A declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Association, is conclusive evidence of the fact.

44.10 Neither the chairperson nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

44.11 If a poll is demanded by not less than three members, it must be taken in immediately.

44.12 A demand for a poll may be withdrawn.

44.13 An objection to the right of a person to attend or vote at a general meeting (including an adjourned meeting):

(1) may not be raised except at that meeting; and

(2) must be referred to the chairperson, whose decision is final.

44.14 A vote not disallowed under the objection is valid for all purposes.

44.15 If there is a dispute about the admission or rejection of a vote, the chairperson must decide it and the chairperson's decision made in good faith is final.

45. Special general meeting

45.1 The secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 days after:

(1) being directed to call the meeting by the board of management; or

(2) being given a written request signed by:

(a) at least three directors when the request is signed; or

(b) at least the number of ordinary members of the Association equal to double the number of members of the Association who are directors when the request is signed plus one; or

(3) being given a written notice of an intention to appeal against the decision of the board of management:

(a) to reject an application for membership; or

(b) to terminate a person's membership.

45.2 A request mentioned in subrule45.1(2) must state:

(1) why the special general meeting is being called; and

(2) the business to be conducted at the meeting.

45.3 A special general meeting must be held within three months after the secretary:

(1) is directed to call the meeting by the board of management; or

(2) is given the written request mentioned in subrule45.1(2); or

(3) is given the written notice of an intention to appeal mentioned in subrule45.1(3).

45.4 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

46. Proxies

46.1 An instrument appointing a proxy must be in writing and be in the following or similar form:

Moreton Bay Montessori Association Incorporated

I, of ,
being a member of the Association, appoint
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 of the meeting.

Signed this day of 20

Signature

46.2 The instrument appointing a proxy must be signed by the appointor or the appointor's attorney properly authorised in writing.

46.3 A proxy must be a member of the Association or another person.

46.4 A proxy may be a director of the board of management.

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

46.6 Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

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

46.8 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

The Association of Independent Schools of Queensland Inc:

Moreton Bay Montessori Association Incorporated

I, of ,
being a member of the Association, appoint
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 of the meeting.

Signed this day of 20

Signature

*This form is to be used *in favour of/*against [strike out whichever is not relevant] the following resolutions:[List relevant resolutions]*

47. Minutes of general meetings

47.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are recorded in a way that allows for the production of same, as required for auditing and compliance purposes.

47.2 To ensure the accuracy of the minutes:

(1) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

(2) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.

47.3 If asked by a member of the Association, the secretary must, within 28 days after the request is made:

(1) make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and

(2) give the member copies of the minutes of the meeting.

47.4 The Association may require the member to pay the reasonable costs of providing copies of the minutes.

48. By-laws

48.1 The board of management may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.

48.2 A by-law may be set aside by a vote of members at a general meeting of the Association.

49. Alteration of rules

49.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

49.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

50. Common seal

50.1 An incorporated association may execute a document without using a common seal if the document is signed by a member of the management committee of the association and countersigned by:

(a) the secretary of the association; or

(b) another member of the management committee of the association; or

(c) another person authorised by the management committee of the association.

50.2 A common seal will not be used by the Association.

51. Funds and accounts

51.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the board of management.

51.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

51.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

51.4 A payment by the Association of $100 or more must be made by cheque or electronic funds transfer.

51.5 If a payment of $100 or more is made by cheque or electronic funds transfer, the cheque or electronic funds transfer authorisation must be signed by 2 people duly authorised by the board of management for the purpose.

51.6 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.

51.7 A petty cash account must be kept on the "petty cash imprest system", and the board of management must decide the amount of petty cash to be kept in the account.

52. Service of Documents

52.1 **Document includes notice**

In this rule 52, **document** includes a notice.

52.2 **Methods of service on a member**

The Association may give a document to a member:

(1) personally;

(2) by sending it by post to the address for the member in the Register or an alternative address nominated by the member; or

(3) by sending it to a fax number or electronic address nominated by the member.

52.3 **Methods of service on the Association**

A member may give a document to the Association:

(1) by delivering it to the registered office;

(2) by sending it by post to the registered office; or

(3) by sending it to a fax number or electronic address nominated by the Association.

52.4 **Post**

A document sent by post:

(1) if sent to an address in Queensland, may be sent by ordinary post; and

(2) if sent to an address outside Queensland, or sent from an address outside Queensland, must be sent by registered mail,

and in either case is taken to have been received on the second business day after the date of its posting.

52.5 **Fax or electronic transmission**

If a document is sent by fax or electronic transmission, delivery of the document is taken:

(1) to be effected by properly addressing and transmitting the fax or electronic transmission; and

(2) to have been delivered on the business day following its transmission.

53. General financial matters

53.1 On behalf of the board of management, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

53.2 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

54. Documents

54.1 The board of management must ensure the safe custody of books, documents, instruments of title and securities of the Association.

55. Financial year

55.1 The end date of the Association's financial year is 31 December in each year.

56. Distribution of Surplus Assets to another entity

56.1 In this rule:

Surplus Assets has the definition set out in section 92(3) of the Act.

56.2 This rule applies if the Association:

(1) is wound-up under Part 10 of the Act; and

(2) has Surplus Assets.

56.3 The Surplus Assets must not be distributed among the members of the Association.

56.4 The Surplus Assets must be given to another entity:

(1) having objects similar to the Association's objects; and

(2) the rules of which prohibit the distribution of the entity's income and assets to its members.

If no other entity can be identified which has similar objects to the Association, the Surplus Assets must be given to another entity which provides services in education or to the education sector in Queensland and the rules of which prohibit the distribution of the entity's income and assets to its members.