
The Actors' and Entertainers' Benevolent Fund (Queensland) Incorporated Rules

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The Actors' and Entertainers' Benevolent Fund (Queensland) Incorporated Rules

1 Definitions and interpretation

1.1 Definitions

In these rules:

Term	Definition
Act	means the <i>Associations Incorporation Act 1981</i> (Qld).
Association	has the meaning set out in rule 2.
Candidate	has the meaning set out in rule 9.2(a).
Casual Vacancy	has the meaning set out in rule 8.1(d).
Committee	means the management committee of the Association.
Dispute Notice	has the meaning set out in rule 20(b).
MEAA	means the Media Entertainment and Arts Alliance (Queensland Branch – Equity section).
Non-Union Member	means an individual who is a member of the Association who is admitted to the class Non-Union Member in accordance with rule 6.6.
Present	has the meaning set out in rule 9.6(f) for Committee meetings and the meaning set out in rule 10.5(b) for general meetings. a resolution passed at a general meeting of the association by
Special Resolution	the votes of 3/4 of the members who are present and entitled to vote on the resolution
Surplus Assets	has the meaning set out in section 92(3) of the Act.
Union Member	means an individual who is a member of the Association who is recognised within the class Union Member in accordance with rule 6.2.

1.2 Interpretation

- (a) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.
- (b) If there is any inconsistency between these rules and the provisions of the Act, the provisions of the Act govern to the extent of the inconsistency.
- (c) In these rules:
 - (i) a reference to a member Present at a general meeting is a reference to a member present in person or by proxy;

- (ii) a reference to a person holding or occupying a particular office or position is a reference to any person who occupies or performs the duties of that office or position;
- (iii) unless the contrary intention appears:
 - (A) a reference to a person includes a corporation, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity;
 - (B) a reference to a person includes that person's successors, legal personal representatives, permitted substitutes and permitted assigns;
 - (C) a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (D) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
 - (E) a reference to a rule is a reference to a rule of these rules;
 - (F) a reference to a document or agreement (including a reference to this document) is to that document or agreement as amended, supplemented, varied or replaced; and
- (iv) headings are for convenience only and do not affect interpretation.

2 Name

The name of the incorporated association is **'The Actors' and Entertainers' Benevolent Fund (Queensland) Incorporated'** (the **Association**).

3 Objects

3.1 Objects of the Association

- (a) The objects of the Association are for the public charitable purposes of providing benevolent relief to individuals involved in the entertainment industry, or their dependents, due to illness, poverty, suffering, distress, misfortune, disability, and/or helplessness.
- (b) To achieve these objects, the Association may, without limitation:
 - (i) harness the resources of the community in support of the objects in rule 3.1(a);
 - (ii) establish and maintain affiliations and information exchange with other organisations having similar objects to those in rule 3.1(a);
 - (iii) seek or receive donations and legacies to apply to the objects in rule 3.1(a);
 - (iv) promote the objects in rule 3.1(a) in any manner the Committee considers appropriate;

- (v) provide financial or in-kind contributions or assistance in furtherance of the objects in rule 3.1(a);
- (vi) do things incidental or conducive to the attainment of the objects in rule 3.1(a).
- (c) Each of the objects in rule 3.1(a) is a separate object of the Association, and must not be construed by reference to any other object.

3.2 Exercise of powers to achieve objects

Nothing restricts the Association from exercising a power which in itself is not charitable, for any purpose which is incidental to the charitable objects of the Association or which is intended to generate revenue for, or otherwise further, those objects.

4 Not-for-profit

4.1 Promotion of the objects

The income and property of the Association must only be applied towards promoting its objects as set out in these rules.

4.2 Limitations on income and property to members

- (a) No income or property of the Association may be paid or transferred, directly or indirectly, to a member except for payments to a member or former member:
 - (i) in carrying out the Association's charitable purpose;
 - (ii) in return for services rendered by, or goods supplied, by the member to the Association in the ordinary and usual course of business;
 - (iii) for reasonable and proper rent for premises leased by a member to the Association; and
 - (iv) as principal payments on money lent by the member, and interest payments if the interest is at a commercial rate.
- (b) Where property remains after the winding-up or dissolution of the Association, and satisfaction of all its debts and liabilities, it must not be distributed among the members and must be distributed in accordance with rule 19.

5 Powers

- (a) The Association has the powers of an individual.
- (b) The Association may, for example:
 - (i) enter into contracts;
 - (ii) acquire, hold, deal with and dispose of property;
 - (iii) make charges for services and facilities it supplies;

- (iv) promote and undertake charitable and other forms of fundraising to support and achieve the objects of the Association; and
 - (v) do other things necessary or convenient to be done in carrying out its affairs.
- (c) The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

6 Membership

6.1 Classes of members

- (a) Until otherwise decided by the members in a general meeting, the membership classes are:
- (i) Union Members; and
 - (ii) Non-Union Members.
- (b) Subject to rule 6.7, the number of members in each class will be unlimited.

6.2 Automatic admission to Union membership

All financial members of MEAA will be automatically taken to be financial members of the Association upon being admitted to the membership, and for the duration of their membership, with MEAA.

6.3 Application for Non-Union Membership

- (a) Any individual who:
- (i) is at least 18 years of age or older;
 - (ii) who is not a MEAA Member;
 - (iii) has the nomination of two current Union Members,
- may apply to become a Non-Union Member of the Association.
- (b) An application for membership must be in a form approved by the management committee together with:
- (i) any other documents or evidence as to qualification for membership that the management committee requires; and
 - (ii) any application fee and membership fee as required by the management committee.

6.4 No membership fees for Union Members

Union Members are not required to pay any membership fees in addition to any membership fees paid directly to MEAA, but for the avoidance of doubt are still taken to be financial members of the Association.

6.5 Membership fees of Non-Union Members

- (a) The Non-Union Members are required to pay a membership fee which is:
 - (i) the amount determined by the Committee from time to time; and
 - (ii) payable when, and in the way, the Committee decides.
- (b) A Non-Union Member of the Association who, before becoming a member, has paid the members' annual subscription for membership of the Association, on or before a day fixed by the Committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Committee as the day on which the next annual subscription is payable.

6.6 Admission and rejection of new Non-Union Members

- (a) The Committee must consider an application for membership of any Non-Union Members at the next Committee meeting held after it receives:
 - (i) the application for membership; and
 - (ii) the appropriate membership fee for the application.
- (b) The Committee must ensure that, as soon as possible after the person applies to become a Non-Union Member of the Association, and before the Committee considers the persons application, the person is advised:
 - (i) whether or not the Association has public liability insurance; and
 - (ii) if the Association has public liability insurance—the amount of the insurance.
- (c) The Committee must decide at the meeting whether to accept or reject the application.
- (d) If a majority of the members of the Committee Present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member.
- (e) The secretary of the Association must, as soon as practicable after the Committee decides to accept or reject an application, give the applicant a written notice of the decision.

6.7 Restriction on membership

Notwithstanding anything contained in paragraphs 6 to 6.6 of these rules, a Non-Union Member will not be admitted to membership if, by such admission, where more than one-third of the total membership of the Association would consist of Non-Union Members.

6.8 When membership ends

- (a) A member may resign from the Association by giving a written notice of resignation to the secretary.
- (b) The resignation takes effect at:
 - (i) the time the notice is received by the secretary; or
 - (ii) if a later time is stated in the notice—the later time.

- (c) The membership of a Union Member ceases immediately and automatically if the individual ceases to be a member of MEAA and therefore a Union Member in accordance with these rules.
- (d) The Committee may terminate a member's membership if the member:
 - (i) is convicted of an indictable offence;
 - (ii) does not comply with any of the provisions of these rules;
 - (iii) has membership fees in arrears for at least two months; or
 - (iv) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- (e) Before the Committee terminates a member's membership, the Committee must give the member:
 - (i) a full and fair opportunity to show why the membership should not be terminated; and
 - (ii) notice of the time period, at least ten days, within which the member has to make any representations about why the member's membership should not be terminated.
- (f) After the Committee considers:
 - (i) all representations made by the member; or
 - (ii) if no representations are made by the member at least 28 days after notice is given to the member under rule 6.8(e)(ii),

the Committee must decide whether or not to terminate the membership and the secretary of the Committee must give the member a written notice of the decision.

6.9 Appeal against rejection or termination of membership

- (a) 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.
- (b) A notice of intention to appeal must be given to the secretary within one month after the person receives written notice of the decision.
- (c) 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.

6.10 General meeting to decide appeal

- (a) The general meeting to decide an appeal must be held within three months after the secretary receives the notice of intention to appeal.
- (b) At the meeting:

- (i) 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; and
 - (ii) the Committee must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (c) An appeal must be decided by a majority vote of the members Present and eligible to vote at the meeting.
- (d) 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 and the membership of that person will be deemed to be terminated.

7 Register of members

- (a) The Committee must keep a register of members of the Association.
- (b) The register must include the following particulars for each member:
- (i) the full name of the member;
 - (ii) the postal or residential address of the member;
 - (iii) the date of admission as a member;
 - (iv) the date of death or date of resignation of the member;
 - (v) details about the termination or reinstatement of membership; and
 - (vi) any other particulars the Committee or the members at a general meeting decide.
- (c) The register must be open for inspection by members of the Association at all reasonable times.
- (d) A member must contact the secretary to arrange an inspection of the register.
- (e) The Committee may, on the application of a member of the Association, withhold information about the member (other than the members full name) from the register available for inspection if the Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

8 Secretary

8.1 Appointment or election of the Secretary

- (a) The secretary must be an individual residing in Queensland, or in another State no more than 65km from the Queensland border, who is:
- (i) a member of the Association elected by the Association as secretary; or

- (ii) any of the following persons appointed by the Committee as secretary:
 - (A) a member of the Association's Committee;
 - (B) another member of the Association; or
 - (C) another person.
- (b) The members of the Committee must ensure a secretary is appointed or elected for the Association:
 - (i) within one month after incorporation; and
 - (ii) if a vacancy happens in the office of secretary, within one month after the vacancy happens.
 - (iii) If the Committee appoints a person mentioned in rule 8.1(a)(ii)(B) as secretary, other than to fill a Casual Vacancy on the Committee, the person does not become a member of the Committee.
 - (iv) If the Committee appoints a person mentioned in rule 8.1(a)(ii)(B) as secretary to fill a Casual Vacancy on the Committee, the person becomes a member of the Committee.
- (c) If the Committee appoints a person mentioned in rule 8.1(a)(ii)(C) as secretary, the person does not become a member of the Committee.
- (d) In this rule, the term **Casual Vacancy**, on a Committee, means a vacancy that happens when an elected member of the Committee resigns, dies or otherwise stops holding office.

8.2 Removal of secretary

- (a) The Committee of the Association may at any time remove a person appointed by the Committee as the secretary.
- (b) If the Committee removes a secretary who is a person mentioned in rule 8.1(a)(ii)(A), the person remains a member of the Committee.
- (c) If the Committee removes a secretary who is a person mentioned in rule 8.1(a)(ii)(B) and who has been appointed to a Casual Vacancy on the Committee under rule 8.1(b)(iv), the person remains a member of the Committee.

8.3 Functions of secretary

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

- (a) 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;
- (b) keeping minutes of each meeting;
- (c) keeping copies of all correspondence and other documents about the Association; and
- (d) maintaining the register of members of the Association.

9 Management Committee

9.1 Membership of Committee

- (a) The Committee will be comprised of at least four, but not more than ten individuals, including:
 - (i) four individuals elected to the roles of president, vice president, secretary, and treasurer; and
 - (ii) up to six other members,that the members of the Association may elect at a general meeting.
- (b) A member of the Committee, other than a secretary appointed by the Committee under rule 8.1(a)(ii)(C), must be a member of the Association.
- (c) At each annual general meeting of the Association, the members of the Committee must retire from office, but are eligible, on nomination, for re-election.
- (d) A member of the Association may be appointed to a Casual Vacancy on the Committee under rule 9.4.
- (e) At any given time, there must be no more than four members of the Committee who are Non-Union Members.

9.2 Electing the Committee

- (a) A member of the Committee may only be elected as follows:
 - (i) any two members of the Association may nominate another member (**Candidate**) to serve as a member of the Committee;
 - (ii) the nomination must be:
 - (A) in a form prescribed by the Association; and
 - (B) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - (iii) 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 Committee; and
 - (iv) if, at the start of the meeting, there are not enough Candidates nominated, nominations may be taken from the floor of the meeting.
- (b) A person may be a Candidate only if the person:
 - (i) is an adult; and
 - (ii) is not ineligible to be elected as a member under section 61A of the Act.
- (c) A list of the Candidates names in alphabetical order, with the names of the members who nominated each Candidate, must be posted in a conspicuous place in the office or usual

place of meeting of the Association for at least seven days immediately preceding the annual general meeting.

- (d) If required by the Committee, balloting lists must be prepared containing the names of the Candidates in alphabetical order.
- (e) The Committee must ensure that, before a Candidate is elected as a member of the Committee, the Candidate is advised:
 - (i) whether or not the Association has public liability insurance; and
 - (ii) if the Association has public liability insurance—the amount of the insurance.

9.3 Resignation, removal or vacation of office of a Management Committee member

- (a) A member of the Committee may resign from the Committee by giving written notice of resignation to the secretary.
- (b) The resignation takes effect at:
 - (i) the time the notice is received by the secretary; or
 - (ii) if a later time is stated in the notice—the later time.
- (c) A member 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 member.
- (d) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (e) A member has no right of appeal against the member's removal from office under this rule.
- (f) The office of a member of the Committee will be vacated if the person holding that office:
 - (i) dies;
 - (ii) becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being about bankruptcy;
 - (iii) is convicted of an:
 - (A) offence under the Act; or
 - (B) indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine;
 - (iv) has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period for the conviction has not expired; or
 - (v) is disqualified from being a:

- (A) director under the *Corporations Act 2001* (Cth); or
 - (B) responsible person under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).
- (g) In this rule 9.3, the term **rehabilitation period** has the meaning given in the *Criminal Law (Rehabilitation of Offenders) Act 1986* (Qld).

9.4 Vacancies on the Management Committee

- (a) If a Casual Vacancy happens on the Committee, the continuing members of the Committee may appoint another member of the Association to fill the vacancy until the next annual general meeting.
- (b) The continuing members of the Committee may act despite a Casual Vacancy on the Committee.
- (c) However, if the number of Committee members is less than the number fixed under rule 9.7(a) as a quorum of the Committee, the continuing members may act only to:
 - (i) increase the number of Committee members to the number required for a quorum; or
 - (ii) call a general meeting of the Association.

9.5 Functions of the Management Committee

- (a) Subject to these rules or a resolution of the members of the Association carried at a general meeting, the Committee has the general control and management of the administration of the affairs, property, and funds of the Association.
- (b) The Committee has authority to interpret the meaning of these rules and any matter about the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- (c) The Committee may exercise the powers of the Association to:
 - (i) borrow, raise or secure the payment of amounts in a way the members of the Association decide; and
 - (ii) secure the amounts mentioned in paragraph 9.5(c)(i) 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;
 - (iii) purchase, redeem or pay off any securities issued;
 - (iv) borrow amounts from members and pay interest on the amounts borrowed;
 - (v) mortgage or charge the whole or part of its property;
 - (vi) issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
 - (vii) provide and pay off any securities issued; and

- (viii) invest in a way the members of the Association may from time to time decide.
- (d) For rule 9.5(c)(iv), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
 - (i) the financial institution for the Association; or
 - (ii) if there is more than one financial institution for the Association—the financial institution nominated by the Committee.
- (e) The Committee must have a written policy and procedure for ensuring that Committee members are aware of their fiduciary duties and for managing conflicts of interest.

9.6 Meetings of the Management Committee

- (a) Subject to this rule, the Committee may meet and conduct its proceedings as it considers appropriate.
- (b) The Committee must meet at least once every four months to exercise its functions.
- (c) The Committee must decide how a meeting is to be called.
- (d) Notice of a meeting is to be given in the way decided by the Committee.
- (e) The Committee may hold meetings, or permit a Committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (f) A Committee member who participates in the meeting as mentioned in rule 9.6(e) is taken to be Present at the meeting.
- (g) A question arising at a Committee meeting is to be decided by a majority vote of members of the Committee Present at the meeting and, if the votes are equal, the question is decided in the negative.
- (h) A member of the Committee 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 members vote must not be counted.
- (i) The president is to preside as chairperson at a Committee meeting.
- (j) If there is no president or if the president is not Present within ten minutes after the time fixed for a Committee meeting, the members may choose one of their number to preside as chairperson at the meeting.

9.7 Quorum and adjournment of the Management Committee meeting

- (a) At a Committee meeting, a simple majority of the total number of members of the Committee form a quorum.
- (b) If there is no quorum within 30 minutes after the time fixed for a Committee meeting called on the request of members of the Committee, the meeting lapses.
- (c) If there is no quorum within 30 minutes after the time fixed for a Committee meeting called other than on the request of the members of the Committee:

- (i) the meeting is to be adjourned for at least one day; and
 - (ii) the members of the Committee who are Present are to decide the day, time and place of the adjourned meeting.
- (d) If, at an adjourned meeting mentioned in rule 9.7(c), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

9.8 Special meeting of the Management Committee

- (a) If the secretary receives a written request signed by at least 33% of the members of the Committee, the secretary must call a special meeting of the Committee by giving each member of the Committee notice of the meeting within 14 days after the secretary receives the request.
- (b) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (c) A request for a special meeting must state:
 - (i) why the special meeting is called; and
 - (ii) the business to be conducted at the meeting.
- (d) A notice of a special meeting must state:
 - (i) the day, time and place of the meeting; and
 - (ii) the business to be conducted at the meeting.
- (e) A special meeting of the Committee must be held within 14 days after notice of the meeting is given to the members of the Committee.

9.9 Minutes of Management Committee meetings

- (a) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Committee meeting are entered in a minute book.
- (b) To ensure the accuracy of the minutes, the minutes of each Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Committee meeting, verifying their accuracy.

9.10 Appointment of subcommittees of the Management Committee

- (a) The Committee may appoint a subcommittee consisting of members of the Association considered appropriate by the Committee to help with the conduct of the Associations operations.
- (b) A member of the subcommittee who is not a member of the Committee is not entitled to vote at a Committee meeting.
- (c) A subcommittee may elect a chairperson of its meetings.
- (d) 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.

- (e) A subcommittee may meet and adjourn as it considers appropriate.
- (f) A question arising at a subcommittee meeting is to be decided by a majority vote of the members Present at the meeting and, if the votes are equal, the question is decided in the negative.

9.11 Acts not affected by defects or disqualifications

- (a) An act performed by the Committee, a subcommittee or a person acting as a member of the Committee is taken to have been validly performed.
- (b) Rule 9.11(a) applies even if the act was performed when:
 - (i) there was a defect in the appointment of a member of the Committee, subcommittee or person acting as a member of the Committee; or
 - (ii) a Committee member, subcommittee member or person acting as a member of the Committee was disqualified from being a member.

9.12 Resolutions of Management Committee without meeting

- (a) A written resolution signed by each member of the Committee is as valid and effectual as if it had been passed at a Committee meeting that was properly called and held.
- (b) A resolution mentioned in rule 9.12(a) may consist of several documents in like form, each signed by one or more members of the Committee.

10 General meetings and annual general meetings

10.1 Annual general meetings

An annual general meeting must be held:

- (a) at least once each year; and
- (b) within six months after the end date of the Association's reportable financial year.

10.2 Business to be conducted at annual general meeting

The business to be transacted at every annual general meeting will be:

- (a) the receiving of the annual report and financial accounts for the preceding financial year;
- (b) the receiving of the auditor's Report upon the statements, accounts, vouchers, receipts, books etc. for the preceding financial year;
- (c) the election of members of the Committee;
- (d) the appointment of an auditor or auditors; and
- (e) the business required to be conducted at an annual general meeting by the Act.

10.3 Notice of general meeting

- (a) The secretary may call a general meeting of the Association.

- (b) The secretary must give at least 14 days notice of the meeting to each member of the Association. If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (c) The Committee may decide the way in which the notice must be given, which may include (for example):
 - (i) electronic notices or notices by post;
 - (ii) by publication in the official publication of the MEAA when practicable; and
 - (iii) by placing of notices on notice board at places where members are employed.
- (d) Notice of the following meetings must be given in writing:
 - (i) a meeting called to hear and decide the appeal of a person against the Committee's decision:
 - (A) to reject the person's application for membership of the Association; or
 - (B) to terminate the person's membership of the Association;
 - (ii) a meeting called to hear and decide a proposed special resolution of the Association.
- (e) A notice of a general meeting must state the business to be conducted at the meeting.

10.4 Quorum and adjournment of general meeting

- (a) The quorum for a general meeting is at least the number of members elected or appointed to the Committee at the close of the Association's last general meeting plus one.
- (b) If all members of the Association are members of the Committee, the quorum is the total number of members less one.
- (c) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (d) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Committee or the Association, the meeting lapses.
- (e) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Committee or the Association:
 - (i) the meeting is to be adjourned for at least seven days; and
 - (ii) the Committee is to decide the day, time and place of the adjourned meeting.
- (f) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (g) If a meeting is adjourned under rule 10.4(f), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

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

10.5 Procedure at general meeting

- (a) A member may take part and vote in a general meeting in person, by proxy, by attorney and if a body corporate, by representative. A member or their representative may participate by using any technology that reasonably allows the member or representative to hear and take part in discussions as they happen.
- (b) A member who participates in a meeting as mentioned in rule 10.5(a) is taken to be Present at the meeting.
- (c) At each general meeting:
 - (i) the president is to preside as chairperson;
 - (ii) if there is no president or if the president is not Present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members Present must elect one of their number to be chairperson of the meeting; and
 - (iii) the chairperson must conduct the meeting in a proper and orderly way.

10.6 Voting at general meeting

- (a) 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.
- (b) 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.
- (c) 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.
- (d) The method of voting is to be decided by the Committee.
- (e) If at least 20% of the members Present demand a secret ballot, voting must be by secret ballot.
- (f) If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- (g) 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.

10.7 Special general meeting

- (a) The secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 days after being:
 - (i) directed to call the meeting by the Committee; or

- (ii) given a written request signed by at least:
 - (A) 33% of the number of members of the Committee when the request is signed; or
 - (B) the number of members equal to double the number of members of the Association on the Committee when the request is signed plus one; or
- (iii) given a written notice of an intention to appeal against the decision of the Committee to:
 - (A) reject an application for membership; or
 - (B) terminate a person's membership.
- (b) A request mentioned in rule 10.7(a)(ii) must state:
 - (i) why the special general meeting is being called; and
 - (ii) the business to be conducted at the meeting.
- (c) A special general meeting must be held within three months after the secretary is:
 - (i) directed to call the meeting by the Committee;
 - (ii) given the written request mentioned in rule 10.7(a)(ii); or
 - (iii) given the written notice of an intention to appeal mentioned in rule 10.7(a)(iii).
- (d) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

10.8 Proxies

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

**The Actors' and Entertainers' Benevolent Fund (Queensland) Incorporated
(Association)**

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

- (b) The instrument appointing a proxy must:
 - (i) if the appointor is an individual:

- (A) be signed by the appointor; or
- (B) the appointor's attorney properly authorised in writing; or
- (ii) if the appointor is a corporation:
 - (A) be under seal; or
 - (B) be signed by a properly authorised officer or attorney of the corporation.
- (c) A proxy may be a member of the Association or another person.
- (d) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (e) 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.
- (f) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (g) 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 Actors' and Entertainers' Benevolent Fund (Queensland) Incorporated
(Association)**

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 or *against [strike out whichever is not wanted]
 the following resolutions:

[list relevant resolutions]

10.9 Minutes of general meetings

- (a) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (b) To ensure the accuracy of the minutes:
 - (i) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

- (ii) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.
- (c) If asked by a member of the Association, the secretary must, within 28 days after the request is made:
 - (i) make the minute book for a particular general meeting available for inspection by the member at an agreed time and place; and
 - (ii) give the member copies of the minutes of the meeting.
- (d) The Association may require the member to pay the reasonable costs of providing copies of the minutes.

11 By-laws

- (a) The Committee may make, amend or repeal policies, procedures and by-laws, not inconsistent with these rules, for the internal management of the Association.
- (b) A policy, procedure or by-law may be set aside by a vote of members at a general meeting of the Association.

12 Alteration of rules

- (a) Subject to the Act, these rules may be amended, repealed or added to by a special resolution passed at a general meeting.
- (b) An amendment, repeal or addition is valid only if it is registered by the chief executive.

13 Common seal

- (a) The Committee must ensure the Association has a common seal.
- (b) The common seal must be:
 - (i) kept securely by the Committee; and
 - (ii) used only under the authority of the Committee.
- (c) Each instrument to which the seal is attached must be signed by a member of the Committee and countersigned by:
 - (i) the secretary;
 - (ii) another member of the Committee; or
 - (iii) someone authorised by the Committee.

14 Funds and accounts

- (a) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Committee.
- (b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- (c) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (d) A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- (e) If a payment of \$100 or more is made by cheque, the cheque must be signed by any two of the following:
 - (i) the president;
 - (ii) the vice-president;
 - (iii) the secretary;
 - (iv) the treasurer; or
 - (v) any two other members of the Committee who have been authorised by the Committee to sign cheques issued by the Association.
- (f) One of the persons who signs the cheque must be the president, the vice-president, secretary or the treasurer.
- (g) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (h) A petty cash account must be kept, and the Committee must decide the amount of petty cash to be kept in the account.
- (i) All expenditure must be approved or ratified at a Committee meeting.

15 General financial matters

- (a) As soon as practicable after the end of each financial year the treasurer must cause to be prepared a financial statement containing particulars of:
 - (i) the income and expenditure for the financial year just ended; and
 - (ii) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (b) All financial statements must be examined as required by the provisions of the Act and be presented to the secretary before the next annual general meeting following the financial year in respect of which the examination was made.

- (c) As specified in the provisions of the Act the party examining the financial statements under rule 15(b) must prepare a signed audit report or statement, whichever is applicable.
- (d) If required by the Act, within one month after the financial statement and signed statement or audit report are received by a general meeting as required by rule 10.2, the following must be lodged with the Chief Executive:
 - (i) a copy of the financial statement for the reportable financial year:
 - (A) as adopted at the annual general meeting of the Association, signed and dated by the President or treasurer; or
 - (B) as presented to the annual general meeting of the Association, if it is not adopted at the meeting, signed and dated by the President or treasurer;
 - (ii) a copy of the signed audit report or statement, whichever is required as specified in the Act;
 - (iii) a return in the approved form; and
 - (iv) any fees prescribed under a regulation.

16 Records

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

17 Auditors

The auditor or auditors of the Association will be elected at the annual general meeting. They will examine all statements, vouchers, receipts, books etc. and will furnish a report thereon to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such an audit was made. They will hold office until their successors have been duly appointed.

18 Financial year

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

19 Winding up and distribution of Surplus Assets to another entity

- (a) This rule applies if the Association:
 - (i) is wound-up under part 10 of the Act; and
 - (ii) has Surplus Assets.
- (b) The Surplus Assets must not be distributed among the members of the Association.
- (c) Upon:

- (i) the revocation of the Association's endorsement as a deductible gift recipient; or
- (ii) the winding up of the Association,

the Association must transfer its Surplus Assets to another charitable fund, authority or institution:

- (iii) that has charitable objects similar to the Association's charitable objects;
- (iv) the rules of which prohibit the distribution of the entity's income and assets to its members to an extent at least as great as is imposed on the Association under these rules; and
- (v) to which income tax deductible gifts may be made.

20 Dispute resolution

- (a) All members and the Committee must in good faith try to resolve between themselves any dispute arising out of or about these rules or any by-laws, policy or procedure for the Association.
- (b) If, after attempting to resolve a dispute between themselves, the parties cannot agree on a solution to the dispute, a party may make a formal complaint (**Dispute Notice**) to the Committee which must:
 - (i) be in writing;
 - (ii) identify the complaint and the issue to be resolved; and
 - (iii) advise whether a resolution to the issue has been sought as between the parties themselves.
- (c) Upon receipt of a Dispute Notice the secretary must advise the complainant that the Dispute Notice has been received and send a copy of the Dispute Notice to the party against who the complaint is made, within 14 days of receipt of the Dispute Notice:
 - (i) seeking a response from the party against who the complaint is made; and
 - (ii) seeking 'without prejudice' an early resolution to the complaint.
- (d) In an early resolution of the complaint is not possible, the secretary must refer the complaint to an independent mediator.
- (e) The mediator must be asked to assess the merit of the complaint and contact both parties to the dispute to determine if the complaint can be resolved through a mediation process.
- (f) If the mediation is successful, the parties to the dispute will sign a statement to that effect which will be held at the office of the Association for a period of seven years.
- (g) If the mediation under rule 20(f) is unsuccessful, the Committee is to consider appointing an Arbitrator who is to be an independent person with expertise in dispute resolution to determine the dispute between the parties and to refer their findings to the Committee.