

IPAA QUEENSLAND INCORPORATED
RULES OF INCORPORATION

INSTITUTE OF
PUBLIC ADMINISTRATION
AUSTRALIA

IPAA
QUEENSLAND

TABLE OF CONTENTS

1	Interpretation	- 2 -
2	Name	- 2 -
3	Objects.....	- 2 -
4	Powers.....	- 2 -
5	Classes of members.....	- 2 -
6	New membership	- 2 -
7	Membership fees.....	- 2 -
8	Admission and rejection of new members.....	- 3 -
9	When membership ends	- 3 -
10	Appeal against rejection or termination of membership.....	- 3 -
11	General meeting to decide appeal	- 3 -
12	Register of members	- 4 -
13	Prohibition on use of information on register of members	- 4 -
14	Appointment or election of secretary	- 4 -
15	Removal of secretary.....	- 4 -
16	Functions of secretary	- 5 -
17	Membership of council.....	- 5 -
18	Electing the council	- 5 -
19	Resignation, removal or vacation of office of council member	- 5 -
20	Vacancies on council	- 6 -
21	Functions of council.....	- 6 -
22	Meetings of council	- 7 -
23	Quorum for, and adjournment of, council meeting.....	- 7 -
24	Special meeting of council.....	- 7 -
25	Minutes of council meetings	- 8 -
26	Acts not affected by defects or disqualifications	- 8 -
27	Resolutions of council without meeting.....	- 8 -
28	First annual general meeting.....	- 8 -
29	Subsequent annual general meetings	- 8 -
30	Business to be conducted at annual general meeting of level 1 incorporated associations	- 8 -
31	Notice of general meeting.....	- 9 -
32	Quorum for, and adjournment of, general meeting	- 9 -
33	Procedure at general meeting.....	- 9 -
34	Voting at general meeting.....	- 9 -
35	Special general meeting	- 10 -
36	Proxies	- 10 -
37	Minutes of general meetings	- 11 -
38	By-laws	- 12 -
39	Alteration of rules.....	- 12 -
40	Common Seal.....	- 12 -
41	Funds and accounts.....	- 12 -
42	General financial matters.....	- 12 -
43	Documents	- 12 -
44	Financial year.....	- 12 -
45	Distribution of surplus assets to another entity.....	- 13 -

1 Interpretation

(1) In these rules—

Act means the *Associations Incorporation Act 1981*.

present—

(a) at a meeting of the management committee, known hereafter as the council, see rule 23; or

(b) at a general meeting.

(2) 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.

2 Name

The name of the incorporated association is Institute of Public Administration Australia (IPAA) Queensland (***the association***).

3 Objects

The objects of the association are to —

(1) serve as a professional association for public servants across Queensland and those in the private, not for profit and university sectors engaged in public administration.

(2) build the capability, reputation and integrity of public administration across Queensland.

(3) provide thought leadership and opportunities to build networks, debate ideas and exchange information to enhance the capability of the public sector.

4 Powers

The association has the powers of an individual. The association may, —

(1) enter into contracts;

(2) acquire, hold, deal with and dispose of property; and make charges for services and facilities it supplies; and

(3) do other things necessary to be done in carrying out its affairs.

5 Classes of members

(1) The classes of membership of the incorporated association consists of individual members, and organisational members and partners.

(2) The number of individual members and organisational members and partners is unlimited.

(3) The classes of membership are not limited.

6 New membership

(1) An application for membership of the association must be—

(a) in writing; and

(b) in the form decided by the council.

7 Membership fees

(1) The membership fee for each class of membership,

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

(b) is payable when and how the council decides.

8 Admission and rejection of new members

- (1) The council will endorse an application for membership after receipt of —
 - (a) the application for membership; and
 - (b) the appropriate membership fee for the application.
- (2) If the majority of the members of the council vote to accept the membership, the applicant will be accepted as a member for the class of membership applied for.
- (3) The secretary or their delegate will give the applicant written advice as soon as practicable whether their membership application has been accepted or rejected.

9 When membership ends

- (1) A member may resign from the association by providing the secretary written notice of resignation.
- (2) The resignation takes effect at—
 - (a) the time the notice is received by the secretary; or
 - (b) a later time if stated in the written notice.
- (3) The council may terminate a membership if the member—
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for at least 2 months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character, reputation or interests of the association.
- (4) Before the council terminates a membership, the council must give the member a full and fair opportunity to show cause why the membership should not be terminated.
- (5) If the council decides to terminate a membership, the secretary of the council must give the member written notice.

10 Appeal against rejection or termination of membership

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of an intention to appeal the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must call a general meeting to decide the appeal.

11 General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (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.
- (3) Also, the council and the members who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within 1 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.

12 Register of members

- (1) The council shall establish and maintain a register of members of the association, specifying the name, address and email address of each member in addition to date of admission as a member and the category of membership and financial standing with the association.
- (2) The register of members will be kept securely at the registered office and must be made available for inspection by members of the association at all reasonable times. The secretary can arrange an inspection of the register of members if required.

13 Prohibition on use of information on register of members

- (1) A member of the association must not—
 - (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for advertising for political, religious, charitable or commercial purposes.

14 Appointment or election of secretary

- (1) The secretary must be an individual residing in Queensland, who is—
 - (a) a member of the association elected by the association as secretary; or
 - (b) any of the following persons appointed by the council as secretary—
 - (i) a member of the associations council;
 - (ii) another member of the association.
- (2) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the council must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- (3) If a vacancy happens in the office of secretary, the members of the council must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- (4) If the council appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the council, the person does not become a member of the council.
- (5) However, if the council appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the council, the person becomes a member of the council.
- (6) In this rule— **casual vacancy**, on a council, means a vacancy that happens when an elected member of the council resigns, dies or otherwise stops holding office.

15 Removal of secretary

- (1) The council of the association may at any time remove a person appointed by the council as the secretary.
- (2) If the council removes a secretary who is a person mentioned in rule 14(1)(b)(i), the person remains a member of the council.
- (3) If the council removes a secretary who is a person mentioned in rule 14(1)(b)(ii) and who has been appointed to a casual vacancy on the council under rule 14(5), the person remains a member of the council.

16 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 each meeting in consultation with the president of the association; and
- (b) recording and distributing minutes of each meeting in electronic format; and
- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) maintaining a current register of members of the association.

These functions can be delegated to support staff as per the association's Corporate Governance Charter.

17 Membership of council

- (1) The council of the association consists of a President, Treasurer, Secretary, Public Service Commission Chief Executive (Ex Officio) and up to ten (10) other members the association members elect.
- (2) A member of the council must be an individual member of the association.
- (3) At the end of their term, the members of the council must retire from office, but are eligible, on nomination, for re-election.
- (4) A member of the association may be appointed to a casual vacancy on the council.

18 Electing the council

- (1) A member of the council will be elected as follows—
 - (a) any member of the association may nominate another member (the ***candidate***) to serve as a member of the council;
 - (b) the nomination must be—
 - (i) in writing; and
 - (ii) signed by the candidate and the member who nominated them; and
 - (iii) given to the secretary at least 14 days before the election is to be held;
 - (c) each member of the association may vote for 1 candidate for each vacant position on the council;
- (2) A person may be a candidate only if the person—
 - (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (3) A list of the candidate's names in alphabetical order, with the names of the members who nominated each candidate, must be made available for at least 7 days preceding the election.
- (4) If required by the council, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The council must ensure that, before a candidate is elected as a member of the council, the candidate is advised—
 - (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance—the amount of the insurance.
- (6) The duration of office on the council is two years.

19 Resignation, removal or vacation of office of council member

- (1) A member of the council may resign from the council by giving written notice of resignation to the secretary.

- (2) The resignation takes effect at—
 - (a) the time the notice is received by the secretary; or
 - (b) a later time as stated in the notice.
- (3) A member may be removed from office at a general meeting of the association if the majority of members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing a member from office, the member must be given a full and fair opportunity to show cause why they should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

20 Vacancies on council

- (1) If a casual vacancy happens on the council, the continuing members of the council may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the council may act despite a casual vacancy on the council.
- (3) However, if the number of council members is less than the number fixed under rule 23(1) as a quorum of the council, the continuing members may act only to—
 - (a) increase the number of council members to the number required for a quorum; or
 - (b) call a general meeting of the association.

21 Functions of council

- (1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the council has the general control and management of the administration of the affairs, property and funds of the association.
- (2) The council 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—

The Act prevails if the association's rules are inconsistent with the Act—see section 1B of the Act.

- (3) The council may exercise the powers of the association—
 - (a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
 - (b) to secure the amounts mentioned in paragraph (a) 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 associations property, both present and future; and
 - (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - (g) to provide and pay off any securities issued; and

- (h) to invest in a way the members of the association may from time to time decide.
- (4) For subrule (3)(d), 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 the financial institution for the association.

22 Meetings of council

- (1) Subject to this rule, the council may meet and conduct its proceedings as appropriate.
- (2) The council must meet at least once every 4 months to exercise its functions.
- (3) The council must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the council.
- (5) The council may hold meetings or permit a council 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.
- (6) A council member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A question arising at a council meeting is to be decided by a majority vote of members of the council present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of the council 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.
- (9) The president is to preside as chairperson at a council meeting.
- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for a council meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

23 Quorum for, and adjournment of, council meeting

- (1) At a council meeting, more than 50% of the members elected to the council as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a council meeting called on the request of members of the council, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a council meeting called other than on the request of the members of the council —
 - (a) the meeting is to be adjourned for at least 1 day; and
 - (b) the members of the council who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

24 Special meeting of council

- (1) If the secretary receives a written request signed by at least 33% of the members of the council, the secretary must call a special meeting of the council by giving each member of the council notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) A request for a special meeting must state—
 - (a) why the special meeting is called; and

- (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state—
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (5) A special meeting of the council must be held within 14 days after notice of the meeting is given to the members of the council.

25 Minutes of council meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each council meeting are recorded and held in the association's electronic records.
- (2) To ensure the accuracy of the minutes, the minutes of each council meeting must be verified by the secretary and submitted to council for their approval at the following meeting.

26 Acts not affected by defects or disqualifications

- (1) An act performed by the council or a person acting as a member of the council is taken to have been validly performed.
- (2) Subrule (1) applies even if the act was performed when—
 - (a) there was a defect in the appointment of a member of the council or person acting as a member of the council

27 Resolutions of council without meeting

- (1) A written resolution agreed to by each member of the council is as valid and effectual as if it had been passed at a council meeting that was properly called and held.
- (2) Written agreement by email will be accepted.
- (3) If no written response is received by the due date, this will be implied as agreement.
- (4) Written agreement must be received before the resolutions can be acted upon.

28 First annual general meeting

The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year.

29 Subsequent annual general meetings

Each subsequent annual general meeting must be held—

- (a) at least once each year; and
- (b) within 6 months after the end date of the association's reportable financial year.

30 Business to be conducted at annual general meeting of level 1 incorporated associations

- (1) This rule applies only if the association is—
 - (a) a level 1 incorporated association; or
 - (b) a level 2 incorporated association to which section 59 of the Act applies; or
 - (c) a level 3 incorporated association to which section 59 of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association—
 - (a) receiving the association's financial statement, and audit report, for the last reportable financial year;
 - (b) presenting the financial statement and audit report to the meeting for adoption;

- (c) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
- (d) 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.

31 Notice of general meeting

- (1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least 14 days' notice of the meeting to each member of the association.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The council may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing—
 - (a) a meeting called to hear and decide the appeal of a person against the council's decision—
 - (i) to reject the person's application for membership of the association; or
 - (ii) to terminate the person's membership of the association;
 - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

32 Quorum for, and adjournment of, general meeting

- (1) The quorum for a general meeting is at least the number of members elected to the council at the close of the association's last general meeting plus 1.
- (2) However, if all members of the association are members of the council, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the scheduled time for a general meeting called on the request of members of the council or the association, the meeting lapses and
 - (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the council is to decide the day, time and place of the adjourned meeting.

33 Procedure at general meeting

- (1) A member may take part and vote in a general meeting in person, by proxy, or via any technology that reasonably allows the member to hear and take part in discussions.
- (2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- (3) At each general meeting—
 - (a) the president is to be chairperson; and
 - (b) if there is no president, the members present must elect 1 of their number to be chairperson of the meeting.

34 Voting at general meeting

- (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.

- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (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.
- (4) The method of voting is to be decided by the council.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (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.

35 Special general meeting

- (1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—
 - (a) being directed to call the meeting by the council; or
 - (b) being given a written request signed by—
 - (i) at least 33% of the number of members of the council when the request is signed; or
 - (ii) at least the number of ordinary members of the association equal to double the number of members of the association on the council when the request is signed plus 1; or
 - (c) being given a written notice of an intention to appeal against the decision of the council—
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (2) A request mentioned in subrule (1)(b) must state—
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the secretary—
 - (a) is directed to call the meeting by the council; or
 - (b) is given the written request mentioned in subrule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

36 Proxies

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

[Name of 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

- (2) The instrument appointing a proxy must—
 - (a) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or
 - (b) if the appointor is a corporation—
 - (i) be under seal; or
 - (ii) be signed by a properly authorised officer or attorney of the corporation.
- (3) A proxy may be a member of the association or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) 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.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) 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—

[Name of 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/*against [*strike out whichever is not wanted*] the following resolutions—
 [List relevant resolutions]

37 Minutes of general meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are recorded and held in the association's electronic records.
- (2) To ensure the accuracy of the minutes—
 - (a) the minutes of each general meeting must be approved by the chairperson of the meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be approved by the chairperson of the meeting, verifying their accuracy.
- (3) If asked by a member of the association, the secretary must, within 28 days after the request is made—
 - (a) give the member copies of the minutes of the meeting.
 - (b) the association may require the member to pay reasonable costs of providing copies of the minutes.

38 By-laws

- (1) The council may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the association.

39 Alteration of rules

- (1) Subject to the Act, these rules may be amended by a special resolution carried at a general meeting.
- (2) However, an amendment, repeal or addition is valid only if it is registered by the chief executive.

40 Common Seal

- (1) The council must ensure the association has a common seal.
- (2) The common seal must be—
 - (a) kept securely by the council; and
 - (b) used only under the authority of the council.
- (3) Each instrument to which the seal is attached must be signed by a member of the council and countersigned by—
 - (a) the secretary; or
 - (b) another member of the council; or
 - (c) someone authorised by the council.

41 Funds and accounts

- (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 council
- (2) Records and accounts must show full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) All expenditure must be approved at a council meeting.
- (5) Electronic funds transfer is the preferred method of banking. Cheques will not be used.

42 General financial matters

- (1) On behalf of the council, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for the previous financial year is prepared.
- (2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

43 Documents

The council must ensure the safe custody of documents, instruments of title and securities of the association.

44 Financial year

The end date of the association's financial year is *30 June* in each year.

45 Distribution of surplus assets to another entity

- (1) This rule applies if the association—
 - (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the association.
- (3) The surplus assets must be given to another entity—
 - (a) having objects similar to the association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this rule— *surplus assets* see section 92(3) of the Act.

IT'S YOUR IPAA

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