

Rural Doctors Association of Queensland Inc

Rules of Association

CONSOLIDATED VERSION

20 May 2026

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1 Interpretation

1.1 In these rules:

Act means the Associations Incorporation Act 1981 (Qld).

aggrieved party has the meaning set out in Rule 12.3

Association means Rural Doctors Association of Queensland Inc.

Dispute Resolution Centre means a dispute resolution centre established under the *Dispute Resolution Centres Act 1990* (Qld).

management committee means the management committee of the Association appointed under these Rules.

Member means a member of the Association.

Objects mean the objects of the association has the meaning set out in Rule 3.

Present:

(a) at a management committee meeting, has the meaning set out in Rule 16.1; or

(b) at a general meeting, has the meaning set out in Rule 36.1.

Rural is to be interpreted as that area of the State of Queensland that lies outside the boundaries of cities as gazetted under the Local Government Act 2009 (Qld) or regulations made that act, and to any area as determined by ordinary resolution of a general meeting from time to time.

Secretary means the person appointed as secretary of the Association from time to time.

Rules means the rules of the Association from time to time.

1.2 A word or expression that is not defined in these Rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2 Name

The name of the Association is Rural Doctors Association of Queensland Inc.

3 Objects

The Objects of the Association are:

(a) the attainment of the highest standard of health care for the people of rural Queensland;

(b) the encouragement of medical students and medical practitioners to acquire the skills and experience necessary for rural medical practice;

(c) the promotion to medical students and practitioners of rural medical practice;

(d) the establishment of standards and codes of practice for rural medicine;

- (e) the developments of educational facilities where such standards and codes of practice may be achieved;
- (f) the fostering of companionship and communication between rural doctors; and
- (g) the fostering of research into any aspect of the health of rural people.

4 Powers

- 4.1 The Association has the powers of an individual.
- 4.2 The Association may, for example:
 - (a) enter into contracts;
 - (b) acquire, hold, deal with and dispose of property;
 - (c) charge for services and facilities it supplies;
 - (d) issue secured and unsecured notes, debentures and debenture stock; and
 - (e) do other things necessary or convenient to be done in carrying out its Objects.

5 Classes of Members

- 5.1 The membership of the Association consists of the following classes of Members:
 - (a) Ordinary Members;
 - (b) Associate Members;
 - (c) Medical Student Members; and
 - (d) Honorary Life Members.
- 5.2 The number:
 - (a) of Ordinary Members, Medical Student Members and Associate Members of the Association is unlimited; and
 - (b) of Honorary Life Members must not exceed a number equal to five per centum of the number of Ordinary Members at the time of such membership being offered.
- 5.3 Ordinary Membership is available to a person who is an Australian registered medical practitioner and who is observant of and committed to the Objects.

A medical practitioner who has retired from active rural practice may maintain their Ordinary Membership.

Ordinary Members (including ordinary members who have received Honorary Life Membership) are entitled to exercise voting rights and to nominate for election to office, provided that all applicable membership fees payable by the Ordinary Member have been fully paid and are not in arrears as at the date of the vote or nomination.
- 5.4 Associate Membership may be offered at the discretion of the Management Committee from time to time to a person who indicates that they wish to support the aims and Objects of the Association.

Associate members are not entitled to vote at any meeting of the Association or to stand for any office but may be given notice of any general meeting and may attend any general meeting.

- 5.5 Medical Student membership is available to a medical student registered or enrolled in a Medical School in Australia who supports the aims and objectives of the association.

Medical Student Members are not entitled to vote at any meeting of the Association or to stand for any office but may be given notice of any general meeting and may attend any general meeting.

- 5.6 Honorary Life Membership may be bestowed on a Member in their class of membership, at the discretion of the Management Committee who in the opinion of the Management Committee has demonstrated an interest in rural health and the work of the Association and is deemed to be worthy of such honour.

6 New membership

- 6.1 An applicant for membership of the Association must be proposed by one (1) voting Member of the Association (the proposer) and seconded by another voting Member (the seconder).

- 6.2 An application for membership must be:

- (a) in writing; and
- (b) in the form required by the management committee.

7 Membership fees

- 7.1 The membership fee for each class of membership:

- (a) is the amount decided by the Ordinary Members from time to time at a general meeting; and
- (b) is payable when, and in the way, the management committee decides provided that no membership fee is payable by an Honorary Life Member.

- 7.2 The management committee may at its discretion increase membership fees above those set by a general meeting as described in Rule 7.1, but this increase is limited to the next membership year only.

8 Admission and rejection of new Members

- 8.1 The management committee must consider an application for membership at the next committee meeting held after it receives:

- (a) the application for membership; and
- (b) the appropriate membership fee for the application.

- 8.2 The management committee must ensure that, as soon as possible after the person applies to become a member of the Association, and before the management committee considers the person's application, the person 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.
- 8.3 The management committee must decide at the meeting whether to accept or reject the application.
- 8.4 If a majority of the management committee 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.
- 8.5 The Secretary must, as soon as practicable after the management committee decides to accept or reject an application, notify the applicant of the decision of the management committee.

9 When membership ends

- 9.1 A Member may resign from the Association by giving a written notice of resignation to the Secretary.
- 9.2 The resignation takes effect at:
 - (a) the time the notice is received by the Secretary; or
 - (b) if a later time is stated in the notice—the later time.
- 9.3 The management committee may terminate a Member's membership if the Member:
 - (a) is convicted of an indictable offence;
 - (b) does not comply with any of the provisions of these Rules;
 - (c) has membership fees in arrears for at least two (2) months; or
 - (d) engages in conduct that is considered injurious or prejudicial to the character or interests of the Association.
- 9.4 Before the management committee terminates a Member's membership, the management committee must give the Member a full and fair opportunity to show why the membership should not be terminated.
- 9.5 If, after considering all representations made by the Member, the management committee decides to terminate the membership, the Secretary must give the Member a written notice of the decision.
- 9.6 If a Member's fees remain in arrears for a period exceeding twelve (12) months, the person will automatically cease to be a Member and
 - (a) the Member's name shall be removed from the Register of Members; and
 - (b) the person may only regain membership by submitting a new application in accordance with these Rules and any applicable policies of the Association.

10 Appeal against rejection or termination of membership

- 10.1 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.

- 10.2 A notice of intention to appeal must be given to the Secretary within one (1) month after the person receives written notice of the decision.
- 10.3 If the Secretary receives a notice of intention to appeal, the Secretary must, within one (1) month after receiving the notice, call a general meeting to decide the appeal.

11 General meeting to decide appeal

- 11.1 The general meeting to decide an appeal must be held within three (3) months after the Secretary receives the notice of intention to appeal.
- 11.2 At the general meeting to decide an appeal, 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.
- 11.3 The management committee and the members of the management committee 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.
- 11.4 An appeal must be decided by a majority vote of the Members present and eligible to vote at the meeting.
- 11.5 If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is rejected at the general meeting, the Secretary must, as soon as practicable, refund the current membership fee paid by the person.

12 Grievance procedure

- 12.1 This Rule 12 sets out the grievance procedure for dealing with a dispute under the Rules between parties, as mentioned in section 47A(1) of the Act.
- 12.2 To remove any doubt, it is declared that the grievance procedure cannot be used by a person whose membership has been terminated if the Rules provide for an appeal process against the termination.
- 12.3 A member (the **aggrieved party**) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute to—
- (a) the other party; and
 - (b) if the other party is not the management committee—the management committee.
- 12.4 If two (2) or more Members initiate a grievance procedure in relation to the same subject matter, the management committee may deal with the disputes in a single process, and the Members must choose one (1) of the Members (also the aggrieved party) to represent the Members in the grievance procedure.
- 12.5 Subject to Rule 12.10, the parties to the dispute must, in good faith, attempt to resolve the dispute.
- 12.6 If the parties to the dispute cannot resolve the dispute within fourteen (14) days after the aggrieved party initiates the grievance procedure, the aggrieved party may,

within a further twenty-one (21) days, ask the Secretary to refer the dispute to mediation.

- 12.7 Subject to Rule 12.10, if the aggrieved party asks the Secretary to refer the dispute to mediation under Rule 12.6, the management committee must refer the dispute within fourteen (14) days after the request.
- 12.8 If the aggrieved party does not ask the Secretary to refer the dispute to mediation under Rule 12.6, the grievance procedure in relation to the dispute ends.

Grievance procedure not continued in particular circumstances

- 12.9 Rule 12.10 applies if:
- (a) a member initiates a grievance procedure in relation to a dispute and the Association or management committee is the other party to the dispute; or
 - (b) the aggrieved party asks the Secretary to refer the dispute to mediation under Rule 12.6.
- 12.10 The management committee does not have to act under Rules 12.5 or 12.7 if:
- (a) the aggrieved party has, within twenty-one (21) days before initiating the grievance procedure, behaved in a way that would give the management committee grounds for taking disciplinary action under the Rules against the aggrieved party in relation to the matter the subject of the grievance procedure;
 - (b) before the grievance procedure was initiated, a process had started to act under the Rules against the aggrieved party or terminate the aggrieved party's membership, as provided for under the Rules, and the dispute relates to that process or to a matter relevant to that process;
 - (c) the dispute relates to an obligation under the Liquor Act 1992 or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the Association, or to refuse to serve liquor to the aggrieved party at the premises; or
 - (d) the dispute could reasonably be considered frivolous, vexatious, misconceived or lacking in substance, or relates to a matter that has already been the subject of the grievance procedure.

Appointment of mediator

- 12.11 If a dispute under Rule 12 is referred to mediation:
- (a) the parties to the dispute must choose a mediator to conduct the mediation; or
 - (b) if the parties are unable to agree on the appointment of a mediator within fourteen (14) days after the dispute is referred to mediation, the mediator must be:
 - (i) for a dispute between a member and another member, a person appointed by the management committee; or
 - (ii) for a dispute between a member and the management committee or the Association, an accredited mediator or a mediator appointed by the director of a Dispute Resolution Centre.

- 12.12 An accredited mediator may refuse to be the mediator, or the director of a Dispute Resolution Centre may refuse to appoint a mediator to mediate the dispute.
- 12.13 If Rule 12.12 applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Conduct of mediation

- 12.14 If a mediator is appointed under this Rule 12, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within twenty-eight (28) days after the appointment.
- 12.15 Rule 12.14 does not apply if the mediator is a mediator appointed by the director of a Dispute Resolution Centre.
- 12.16 The mediator:
- (a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute;
 - (b) must comply with natural justice;
 - (c) must not act as an adjudicator or arbitrator; and
 - (d) during the mediation, may see the parties with or without their representatives, together or separately.
- 12.17 The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the period mentioned in Rule 12.14.
- 12.18 The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
- 12.19 If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Representation for grievance procedure

- 12.20 A party to a dispute may appoint any qualified person to act on behalf of the party in the grievance procedure. For the purposes of this Rule 12.20, a person is “qualified” to act on behalf of a party if the person:
- (a) has sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
 - (b) is authorised in writing to negotiate an agreement for the party.
- 12.21 If a party appoints a person under Rule 12.20 to act on the party’s behalf, the party must give written notice of the appointment to each of the following entities:
- (a) the other party to the dispute;
 - (b) the management committee;
 - (c) if a mediator has been appointed before the party appoints the person, the mediator.

Electronic communication for grievance procedure

- 12.22 Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute, for a mediation, and the mediator, agree.

13 Register of Members

- 13.1 The management committee must keep a register of Members of the Association.
- 13.2 The register must include the following particulars for each Member:
- (a) the full name of the Member;
 - (b) the postal or residential address of the Member;
 - (c) the date of admission as the Member;
 - (d) the date of death or resignation of the Member;
 - (e) details about the termination or reinstatement of membership; and
 - (f) any other particulars the management committee or the Members at a general meeting decide.
- 13.3 The register must be open for inspection by Members of the Association at all reasonable times.
- 13.4 A Member must contact the Secretary to arrange an inspection of the register.
- 13.5 The management committee may, on the application of a Member, withhold information about the Member (other than the Member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm.

14 Prohibition on use of information on register of Members

- 14.1 A Member must not:
- (a) use information obtained from the register of Members to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) 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 for the purpose of advertising for political, religious, charitable or commercial purposes.
- 14.2 Rule 14.1 does not apply if the use or disclosure of the information is approved by a general meeting of the Association.

15 Appointment or election of Secretary

- 15.1 The Secretary must be an individual residing in Queensland, or in another state but not more than 65km from the Queensland border, who is:
- (a) a Member elected by the Association as secretary; or
 - (b) any of the following persons appointed by the management committee as secretary:
 - (i) a Member of the Association's management committee; or

(ii) another Member.

- 15.2 If a vacancy happens in the office of Secretary, the management committee must ensure a Secretary is appointed or elected within one (1) month after the vacancy happens.
- 15.3 If the management committee appoints a person mentioned in Rule 15.1(b)(ii) as Secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- 15.4 In this Rule 15, “casual vacancy on the management committee”, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

16 Removal of Secretary

- 16.1 The management committee may at any time remove a person appointed by the management committee as the Secretary by ordinary resolution.
- 16.2 If the management committee removes a person as Secretary who is a person mentioned in Rule 15.1(b)(i), the person remains a member of the management committee.
- 16.3 If the management committee removes a person as Secretary who is a person mentioned in Rule 15.1(b)(ii) and who has been appointed to a casual vacancy on the management committee under Rule 21 the person remains a member of the management committee.

17 Functions of Secretary

- 17.1 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) ensuring provision for keeping minutes of each meeting;
 - (c) ensuring provision for keeping copies of all correspondence and other documents relating to the Association; and
 - (d) ensuring provision for maintaining the register of members of the Association.
- 17.2 An executive officer may be employed by the Association to assist the Secretary in administering these functions.

18 Membership of management committee

- 18.1 The management committee consists of:
- (a) the president;
 - (b) the president-elect;
 - (c) the immediate past president;
 - (d) the treasurer;

- (e) the secretary; and
- (f) any other Members elected at a general meeting,

to a maximum committee size of thirteen (13) members of the management committee.

- 18.2 A single person may not simultaneously hold any two or more of the positions of president, president-elect, immediate past president, treasurer or Secretary.
- 18.3 A member of the management committee must be an Ordinary Member (or an Honorary Life Member who was an Ordinary Member) of the Association.
- 18.4 At each annual general meeting of the Association, the members of the management committee, other than the president-elect and the president, must retire from office, but are eligible, on nomination, for re-election.
- 18.5 The roles of president-elect, president and immediate past-president shall transition at each annual general meeting as follows:
- (a) the president-elect shall assume the position of president provided that if the president-elect is unwilling to act as president or the Members vote by ordinary resolution to remove that person as president elect at the general meeting, the Members must vote to elect another person as president;
 - (b) the president shall assume the position of immediate past-president provided that if the president is unwilling to act as immediate past president, the position as immediate past president may remain vacant; and
 - (c) the immediate past-president shall retire from the management committee unless re-elected to another position.
- 18.6 A Member may be appointed to a casual vacancy on the management committee under Rule 15.
- 18.7 The management committee may may be set out detailed provisions regarding responsibilities, succession planning and handover protocols in the Association's governance manual and/or relevant policy and procedures.

19 Electing the management committee

- 19.1 A member of the management committee including roles of president-elect, secretary and treasurer, may only be elected as follows:
- (a) any two (2) voting members of the association may nominate another member (**candidate**) to serve as a member of the management committee;
 - (b) the nomination must be—
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated them; and
 - (iii) submitted to the Secretary no later than seven (7) days before the annual general meeting at which the election is to be held;

- (c) each Member who is eligible to vote at the annual general meeting may vote for one (1) candidate for each vacant position on the management committee;
 - (d) if, at the start of the meeting, there are not enough candidates nominated for vacant positions, nominations may be taken from the floor of the meeting.
- 19.2 Separate nominations must be called for, and elections held for, each of the following positions—
- (a) one (1) president-elect;
 - (b) one (1) treasurer;
 - (c) one (1) Secretary; and
 - (d) as many non-positional management committee members as are required to bring the total membership of the management committee to 13.
- 19.3 A person may be a candidate only if the person:
- (a) is an Ordinary Member or any Honorary Life Member who was previously an Ordinary Member;
 - (b) is an adult; and
 - (c) is not ineligible to be elected as a member under section 61A of the Act.
- 19.4 A list of the candidates' names in a random order, with the names of the Members who nominated each candidate, must be posted on the Association's public website and distributed by email to voting Members no later than seven (7) days immediately preceding the annual general meeting.
- 19.5 If required by the management committee, balloting lists must be prepared containing the names of the candidates in a random order.
- 19.6 The management committee must ensure that, before a candidate is elected as a member of the management committee, 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.
- 19.7 Elections for all vacant positions on the management committee must be conducted as part of the process of each annual general meeting.

20 Resignation, removal or vacation of office of management committee member

- 20.1 A member of the management committee may resign from the management committee by giving written notice of resignation to the Secretary.
- 20.2 A member of the management committee 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 person from the management committee.

- 20.3 Before a vote of Members is taken about removing the person from office on the management committee, the person must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 20.4 A person has no right of appeal against the person's removal from office on the management committee under this Rule 20.
- 20.5 A member immediately vacates the office on the management committee in the circumstances mentioned in section 64(2) of the Act.

21 Vacancies on management committee

- 21.1 If a casual vacancy arises on the management committee (including a casual vacancy in respect of the office of president, president elect, treasurer or Secretary), the continuing members of the management committee may appoint another Ordinary Member or any Honorary Life Member who was previously an Ordinary Member to fill the vacancy until the next annual general meeting.
- 21.2 The continuing members of the management committee may act despite a casual vacancy on the management committee.
- 21.3 If the number of members of the management committee is less than the number fixed under Rule 24.1 as a quorum of the management committee, the continuing members of the management committee may act only to—
- (a) increase the number of management committee members to the number required for a quorum; or
 - (b) call a general meeting of the Association.

22 Functions of management committee

- 22.1 Subject to these Rules or a resolution of the members carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the Association.
- 22.2 The management committee 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.
- 22.3 The management committee may exercise the following powers of the Association:
- (a) to borrow, raise or secure the payment of amounts in a way the Members decide;
 - (b) to secure the amounts mentioned in Rule 22.3(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 Association's property, both present and future;
 - (c) to purchase, redeem or pay off any securities issued;
 - (d) to borrow amounts from Members and pay interest on the amounts borrowed;
 - (e) to mortgage or charge the whole or part of the Association's property;

- (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the Members may from time to time decide.
- 22.4 Under Rule 22.3(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:
- (a) the financial institution for the Association; or
 - (b) if there is more than one (1) financial institution for the Association, the financial institution nominated by the management committee.

23 Meetings of management committee

- 23.1 Subject to this Rule 23, the management committee may meet and conduct its proceedings as it considers appropriate.
- 23.2 The management committee must meet at least once every four (4) months to exercise its functions.
- 23.3 The management committee must decide how a meeting is to be called.
- 23.4 Notice of a meeting is to be given in the way decided by the management committee.
- 23.5 The management committee may hold meetings or permit a committee member to take part in its meetings, by using any technology that reasonably allows all members of the management committee to hear and take part in discussions as they happen.
- 23.6 A member of the management committee who participates in the meeting as mentioned in subrule 23.5 is taken to be present at the meeting.
- 23.7 A question arising at a management committee meeting is to be decided by a majority vote of members of the management committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 23.8 A member of the management committee must not vote on a question about a contract or proposed contract with the Association if that person has an interest in the contract or proposed contract and, if the person does vote, the person's vote must not be counted.
- 23.9 The president is to preside as chairperson at a management committee meeting.
- 23.10 If there is no president or if the president is not present within ten (10) minutes after the time fixed for a management committee meeting, the members of the management committee may choose one (1) of their number to preside as chairperson at the meeting.

24 Quorum for, and adjournment of, management committee meeting

- 24.1 The quorum for a management committee meeting is the number which is more than 50% of the persons elected to the management committee as at the close of the last general meeting of the Members.
- 24.2 If there is no quorum within thirty (30) minutes after the time fixed for a management committee meeting called on the request of members of the management committee, the meeting lapses.
- 24.3 If there is no quorum within thirty (30) minutes after the time fixed for a management committee meeting called other than on the request of the members of the management committee:
- (a) the meeting is to be adjourned for at least one (1) day; and
 - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- 24.4 If, at an adjourned meeting mentioned in subrule 24.3, there is no quorum within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.

25 Special meeting of management committee

- 25.1 If the Secretary receives a written request signed by at least 33% of the members of the management committee, the Secretary must call a special meeting of the management committee by giving each member of the management committee notice of the meeting within fourteen (14) days after the Secretary receives the request.
- 25.2 If the Secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 25.3 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.
- 25.4 A notice of a special meeting must state the day, time and place of the meeting.
- 25.5 A special meeting of the management committee must be held within fourteen (14) days after notice of the meeting is given to the members of the management committee.

26 Minutes of management committee meetings

- 26.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute library.
- 26.2 To ensure the accuracy of the minutes, the minutes of each management committee meeting must be confirmed at the next meeting and stored in a means that provides a digital date stamp.

27 Appointment of subcommittees

- 27.1 The management committee may appoint a subcommittee consisting of persons who are Members of the Association, or non-members of the Association, considered appropriate by the management committee to help with the conduct of the Association's operations.
- 27.2 A member of a subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- 27.3 A subcommittee may elect a chairperson of its meetings.
- 27.4 If a chairperson is not elected, or if the chairperson is not present within ten (10) minutes after the time fixed for a meeting, the members of the sub-committee present may choose one (1) of their number to be chairperson of the meeting.
- 27.5 A subcommittee may meet and adjourn as it considers appropriate.
- 27.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the members of the sub-committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 27.7 A subcommittee must report to the management committee and may not incur expenses or other liabilities on behalf of the Association without the written approval of the management committee.

28 Acts not affected by defects or disqualifications

- 28.1 An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- 28.2 Rule 28.1 applies even if the act was performed when:
- (a) there was a defect in the appointment of the member of the management committee, subcommittee or person acting as a member of the management committee; or
 - (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

29 Resolutions of management committee without meeting

- 29.1 A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 29.2 A resolution mentioned in Rule 29.1 may consist of several documents in like form, each signed by one (1) or more members of the management committee.

30 Annual general meetings

- 30.1 An annual general meeting must be held:
- (a) at least once each year; and

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

The Secretary must give at least twenty-eight (28) days' notice of the annual general meeting to each voting member of the Association.

30.2 This Rule 30 applies if the Association is:

- (a) a large incorporated association;
- (b) a medium incorporated association; or
- (c) a small incorporated association

to which sections 59A and 59AA of the Act apply.

30.3 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 large incorporated association, appointing an auditor or an accountant for the present financial year; and
- (d) for a medium or small incorporated association, appointing an auditor, an accountant or an approved person for the present financial year.

31 Notice of general meeting

31.1 The Secretary may call a general meeting of the Association.

31.2 The Secretary must give at least twenty-eight (28) days' notice of the meeting to each Member who is entitled to attend the meeting.

31.3 If the Secretary is unable or unwilling to call the meeting, the president must call the meeting.

31.4 The management committee may decide the way in which the notice must be given.

31.5 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 management committee'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; or
- (b) a meeting called to hear and decide a proposed special resolution of the Association.

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

32 Quorum for, and adjournment of, general meeting

- 32.1 The quorum for a general meeting is the number which is the number of persons elected or appointed to the management committee at the close of the Association's last general meeting plus 1.
- 32.2 If all members of the Association are members of the management committee, the quorum is the total number of members of the management committee less 1.
- 32.3 No business may be conducted at a general meeting unless there is a quorum of Members entitled to vote are present when the meeting proceeds to business.
- 32.4 If there is no quorum within thirty (30) minutes after the time fixed for a general meeting called on the request of members of the management committee or the Association, the meeting lapses.
- 32.5 If there is no quorum within thirty (30) minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the Association:
- (a) the meeting is to be adjourned for at least seven (7) days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- 32.6 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.
- 32.7 If a meeting is adjourned under Rule 32.6 only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 32.8 The Secretary is not required to give the Members who are entitled to vote notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for in excess of thirty (30) days.
- 32.9 If a meeting is adjourned for in excess of thirty (30) days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

33 Procedure at general meeting

- 33.1 A Member who is eligible to vote at a general meeting may take part and vote in the general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the Members to hear and take part in discussions as they happen.
- 33.2 A Member who participates in a meeting as mentioned in Rule 33.1 is taken to be present at the meeting.
- 33.3 At each general meeting:
- (a) the president is to preside as chairperson;
 - (b) if there is no president or if the president is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the Members present must elect one (1) of their number to be chairperson of the meeting; and

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

34 Voting at general meeting

- 34.1 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 and entitled to vote.
- 34.2 Each Member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 34.3 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.
- 34.4 The method of voting is to be decided by the management committee.
- 34.5 If at least 20% of the Members present and entitled to vote demand a secret ballot, voting must be by secret ballot.
- 34.6 If a secret ballot is held, the chairperson must appoint two (2) Ordinary Members to conduct the secret ballot in the way the chairperson decides.
- 34.7 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.
- 34.8 As described in the Act, a special resolution:
 - (a) is required to decide matters where there is:
 - (i) a change of name for the Association;
 - (ii) a change to the Association's Rules; or
 - (iii) a decision to wind up the Association;
 - (b) is passed at a general meeting by the votes of 75% of the members present and entitled to vote; and
 - (c) may not allow for postal voting.

35 Special general meeting

- 35.1 The Secretary must call a special general meeting by giving each Member eligible to vote notice of the meeting within fourteen (14) days after:
 - (a) being directed to call the meeting by the management committee;
 - (b) being given a written request signed by:
 - (i) at least 33% of the number of members of the management committee 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 management committee when the request is signed plus 1; or
 - (c) being given a written notice of an intention to appeal against the decision of the management committee:
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.

- 35.2 A request mentioned in Rule 35.1(b) must state:
- (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- 35.3 A special general meeting must be held within three (3) months after the Secretary:
- (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in subrule 35.1(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule 35.1(c).
- 35.4 If the Secretary is unable or unwilling to call the special meeting, the president must call the special meeting.

36 Proxies

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

Rural Doctors Association of Queensland Inc:

I, of, being a Member of the Association who is entitled to vote at a meeting 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

Signed this day of, 20.....

Signature:

- 36.2 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.
- 36.3 A proxy may be a Member of the Association or another person.
- 36.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 36.5 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.
- 36.6 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

- 36.7 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in similar form to Rule 36.1 and include the following or similar form—

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

- 37.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in the minute record and stored in the minute library.
- 37.2 To ensure the accuracy of the minutes:
- (a) 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
 - (b) 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.
- 37.3 If requested by a Member, the Secretary must, within twenty-eight 28 days after the request is made:
- (a) make the minute record for a particular general meeting available for inspection by the Member at a mutually agreed time and place; and
 - (b) give the Member copies of the minutes of the meeting.
- 37.4 The Association may require the Member to pay the reasonable costs of providing copies of the minutes.

38 By-laws

- 38.1 The management committee may make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association.
- 38.2 A by-law may be set aside by a vote of Members at a general meeting of the Association.

39 Alteration of Rules

- 39.1 Subject to the Act, these Rules may be amended, repealed or added to by a special resolution of the Members carried at a general meeting.
- 39.2 However, an amendment, repeal or addition is valid only if it is registered by the chief executive under the Act.

40 Funds and accounts

- 40.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the management committee.

- 40.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 40.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 40.4 A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- 40.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by any two (2) of the following:
- (a) the president;
 - (b) the secretary;
 - (c) the treasurer; or
 - (d) any one (1) or up to three (3) other members of the management committee or employees of the Association who have been authorised by the management committee to sign cheques issued by the Association.
- 40.6 However, one (1) of the persons who signs a cheque as described in subclause 40.5 must be the president, the secretary or the treasurer.
- 40.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 40.8 A petty cash account must be kept on the impress system, and the management committee must decide the amount of petty cash to be kept in the account.
- 40.9 All expenditure must be approved or ratified at a management committee meeting.

41 General financial matters

- 41.1 On behalf of the management committee, 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.
- 41.2 The income and property of the Association must be used solely in promoting the Objects and exercising the Association's powers.
- 41.3 No part of the Association's income or property is to be distributed, paid or transferred by way of a bonus, dividend or other similar payment to the Association's Members.
- 41.4 Subrule 41.3 does not apply to:
- (a) reasonable remuneration paid to a Member for work done by the Member for or on behalf of the Association; or
 - (b) any payments or dispositions of property that are incidental to activities of the Association in accordance or consistent with the Objects.

42 Documents

- 42.1 The management committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

43 Financial year

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

44 Distribution of surplus assets to another entity

44.1 This Rule 44 applies if the Association:

- (a) is wound-up under part 10 of the Act; and
- (b) has surplus assets.

44.2 The surplus assets must not be distributed among the Members of the Association.

44.3 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.

44.4 In this Rule 44, **surplus assets** has the meaning in section 92(3) of the Act.