

# **AUSTRALIAN ORGANISATION FOR QUALITY (QUEENSLAND) INCORPORATED** (Organisation No IA16979)

Reviewed 07, Approved Special General Meeting 27<sup>th</sup> November 2007 in line with request of  
Department, Approved by the Department – Clean Copy

## **ARTICLES OF ORGANISATION**

### **NAME**

- 1 The name of the Organisation is Australian Organisation for Quality (Queensland) Incorporated.

### **RELATIONSHIP TO NATIONAL BODY**

- 2 The Australian Organisation for Quality (Queensland) Incorporated may apply for membership of the Australian Organisation for Quality Inc (the National body).

### **OBJECTS**

- 3 The Organisation is incorporated in Queensland under the Associations Incorporation Act 1981 and operates in accordance with that Act and amendments to the Act and associated Regulations, as published, and ensures its operational rules are regularly reviewed to ensure continued compliance with the current requirements of the Act is maintained.

The objects of the Organisation are:

- (1) To promote and contribute to the science and practice of quality management in any of its forms;
- (2) To recognise and to advance the status of the natural persons engaged in management in technology or both related to the science and practice of quality management in any of its forms;
- (3) To recognise and to advance the status of Australian organisations, in the public and the private sector, with respect to quality management in any of its forms;
- (4) To disseminate knowledge of the science and practice of quality management in any of its forms;
- (5) To initiate, conduct, supervise, and assist in research and investigations into the science and practice of quality management in any of its forms;
- (6) To become a member of the Australian Organisation for Quality Incorporated and cooperate with the other State and Territory members of the Organisation;
- (7) To establish Divisions for members wishing to form into groupings with specific interests.
- (8) To establish Regional Centres for members living in Regional areas of the State.

### **DEFINITIONS**

4. In these Articles:

- (1) The Act means the *Associations Incorporation Act 1981* and its amendments.
- (2) The National Organisation means the Australian Organisation for Quality Incorporated, being the National body.

### **POWERS**

5. (1) In carrying out these purposes, the Organisation has all the powers which an adult person has.
- (2) The Organisation may:
  - (a) enter into contracts; and
  - (b) acquire, hold, deal with and dispose of property; and
  - (c) make charges for services and facilities it supplies; and
  - (d) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The Organisation may take over funds and other assets and liabilities of the National Company.

### **CLASSES OF MEMBERS**

6. (1) The grades of membership for an individual are:
  - (a) Personal Member
    - (i) Any person who has an interest in the science and practice of quality management in any of its forms.
    - (ii) All applicants for membership shall be of good character and may be required to supply character references sufficient to verify their suitability as members of AOQ-QLD.
    - (iii) The Council may refuse to approve an application for admission or renewal of any member whose character, reputations or professional conduct makes admission or renewal, in its opinion, undesirable.
  - (b) Advanced Member
    - (i) The grade of Advanced Member is open to persons who in addition to fulfilling the conditions for Personal membership, shall meet the following criteria
      - (A) Be engaged in the quality field, have completed a course recognised by the Council and have at least three years practical experience in the quality field.
  - (c) Executive Member
    - (i) The grade of Executive Member is open to persons who in addition to fulfilling the conditions necessary for Personal membership, shall meet two (2) of the following criteria:
      - (A) Have completed a course recognised by the Council and have

been engaged for at least three (3) years in the practice of quality.

- (B) Have provided evidence to satisfy the Council that they have held positions of seniority as a Quality practitioner or manager, and are undertaking self-education with a quality or quality-related organisation.
  - (C) Have submitted a professional paper or conducted a training course to demonstrate competence, skill and originality in quality, or have been an Advanced Member for two (2) years.
- (d) Fellow
- (i) The grade of Fellow is open to persons, who in addition to fulfilling the conditions necessary for Personal membership; satisfy one of the following criteria:
    - (A) Have had suitable education and training as a Quality professional, at least fifteen (15) years employment in a position of responsibility in the quality profession, and have a degree of eminence in the quality profession.
    - (B) Have high educational qualifications and have occupied a prominent position in the quality profession, and have made some noteworthy contribution to, or materially advanced the practice of quality from the technical point of view.
- (e) Student
- (i) A full time or part-time student at a TAFE College, University or other Institution approved by the Council from time-to-time studying a course with a quality management component.
- (f) Retired Member
- (i) A person who has reached the age of retirement and is not in full-time employment.
- (g) Honorary
- (i) Meets all the requirements of one of the previous grades of membership and who through a major contribution to the ideals and operations of the Organisation is deemed by the Council to be worthy of Honorary Membership.
- (h) Temporary Honorary
- (i) Any member of an Australian Organisation for Quality Branch (not Queensland) or a sister organisation, that meets the requirements of a Personal Member may be approved for a limited time.
  - (ii) A Temporary Honorary Member does not have voting rights.
- (2) Corporate members shall be corporations/institutions and shall be categorised by the number of employees:
- (a) Ordinary Corporate Members

- (i) Micro 2-10 employees
  - (ii) Small 11-100 employees
  - (iii) Medium 101-250 employees
  - (iv) Large 251-500 employees
  - (v) No limit on number of employees.
  - (vi) In addition to the company nominee, a company member may nominate additional mailing points depending on the number of employees. All employees of a corporate member shall be entitled to participate in all activities of the Organisation but only the company nominee shall be entitled to vote at General Meetings of the Organisation.
- (b) Honorary Corporate Member
- (i) Meets all the requirements of one of the previous grades of corporate membership and who through a major contribution to the ideals and operations of the Organisation is deemed by the Council to worthy of Honorary Membership.
  - (ii) A Honorary Corporate Member does not have voting rights.
- (c) Temporary Honorary Corporate Member
- (i) Any corporate member of an Australian Organisation for Quality Branch (not Queensland) or a sister organisation, that meets the requirements of a Corporate Member may be approved for a limited time.
  - (ii) A Temporary Honorary Corporate Member does not have voting rights.
- (3) Membership in all grades is unlimited.

## **MEMBERSHIP**

7. (1) The first members of the Organisation were those persons who were members of the Council of the Queensland Division of the National Company on 31 May 1996.
- (2) The application for membership shall be made in writing, and shall be in the form as the Council from time to time prescribes.
  - (3) Every applicant for the Professional grades of membership of the Organisation shall be proposed by one (1) member of the Organisation and seconded by another member.
  - (4) At any time the Council can unanimously vote to approve a membership application to a Grade when the applicant does not meet 100% of the criteria for that Grade. Justification for that approval shall be fully documented in the Council's meeting minutes. Members shall be notified when this rule is invoked.

## **FEES**

8. (1) There is no entrance fee for membership of the Organisation, and an application fee may be applied at the discretion of the Council.
- (2) The membership fees for each class of membership shall be such sum as the Council from time to time so determines.
- (3) The membership fees for each class of membership shall be payable within one month of advice to the member in writing that the subscription is due.
- (4) Fees are due and payable on 1<sup>st</sup> July of each calendar year. For new members, full fees are payable until 31<sup>st</sup> December and 50% of the full fee is payable from 1<sup>st</sup> January to 30<sup>th</sup> June.

## **LIABILITY OF MEMBERS**

9. A secretary, member of Council or member of the Organisation is personally liable to contribute such amount as may be required not exceeding one hundred dollars (\$100) to contribute towards the payments of the debts and liabilities of the Organisation or the costs, charges and expenses of a winding-up of the Organisation, beyond the property of the Organisation in the persons hands.

## **ADMISSION AND REJECTION OF MEMBERS**

10. (1) At the next meeting of the Council after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Council, who shall thereupon determine on the admission or rejection of the applicant.
- (2) Any applicant who receives a majority of the votes of the members of Council present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- (3) Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.
- (4) A nomination to Council for an honorary membership other than temporary honorary membership shall require a resolution supported by an absolute majority of the members of the Council.
- (5) If a member, after joining, satisfies the requirements for a higher grade of membership, the Council may change the grade of that member.

## **TERMINATION OF MEMBERSHIP**

11. (1) A Member may resign from the Organisation at any time by giving notice in writing to the secretary.
- (2) Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (3) Council shall consider whether the member's membership shall be terminated if a member:

- (a) is convicted of an indictable offence; or
  - (b) fails to comply with any provisions of these rules; or
  - (c) has membership fees in arrears for a period of 2 months or more; or
  - (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Organisation;
- (4) The member concerned shall be given a full and fair opportunity of presenting the member's case and if Council resolves to terminate the membership, it shall instruct the secretary to advise the member accordingly.

### **APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

12. (1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of the person's intention to appeal against the decision of the Council.
- (2) Upon receipt of notification of intention to appeal against rejection or termination of membership, the Secretary shall convene, within three (3) months of the date of receipt by the Secretary of such notice, a general meeting of members to determine appeal.
- (3) At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Council or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.
- (4) The appeal shall be determined by the vote of the members present at such meeting.
- (5) Where a person, whose applicant is rejected, does not appeal against the decision of the Council within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

### **REGISTER OF MEMBERS**

13. (1) The Secretary shall keep a Register of Members which contains the name, address and telephone number of each member, the grade of membership and the date of joining, and the date to which the subscription is paid.
- (2) Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Council may require from time to time.
- (3) A Register of Members names shall be made available upon request for inspection by members.

### **SECRETARY**

14. (1) The secretary shall be an individual residing in the State who is:
- (a) a member of the Organisation's Council appointed by Council as

secretary; or

- (c) appointed by Council as Secretary (whether or not the individual is a member of the Organisation).
- (2) The Council shall elect/appoint a Secretary within 14 days of each Annual General Meeting.
- (3) If a vacancy occurs in the office of secretary, the members of Council shall appoint or elect a secretary within 14 days after the vacancy occurs.
- (4) The Council may appoint and remove the Secretary at any time.

## **COUNCIL**

- 15. All powers of the Organisation may be exercised by the Council, but the members in General Meeting may restrict the Council in the exercise of a particular power.
- 16. (1) Election of Council
  - a) The Council shall consist of not less than 8 members and not more than 12 members and shall be elected from the membership (personal, professional and corporate nominee) by voting members of the Organisation and shall be eligible for re-election. Half the Council shall retire at the end of each year; Council members shall remain on the Council for not more than two years before re-election.
- (2) The President-Elect, Secretary and Treasurer shall be elected by and from the elected members of Council, at the first Council Meeting following the Annual General Meeting.
- (3) The President-Elect shall automatically become President at the Council Meeting following the retirement of the President. The President:
  - (a) is the Chief Executive and public face of the Organisation
  - (b) is the formal delegate of the Council responsible for day-to-day management of the Organisation
  - (c) will have defined authority from the Council to commit the Organisation to routine transactions
- (4) The outgoing President becomes Chairman. The Chairman retains all the rights and privileges of a Councillor. The role of the Chairman is:
  - (a) to ensure that the society runs smoothly.
  - (b) to attract more members and publicise it.
  - (c) to preside over all Council meetings and to ensure that such meetings are conducted in accordance with legislation.
  - (d) to provide counsel, when requested, to the President when a course of action may be necessary, the substance of which is not within the parameters of existing Council policy.
  - (e) to act as Council spokesman upon matters of Council policy.
- (5) No person shall hold the office of President for more than two consecutive years. A Chairman shall be eligible for election as President-Elect.
- (6) Not less than two weeks prior to the Annual General Meeting in each year, the Secretary of the Organisation shall invite members to submit nominations for the positions of elected members of Council. All nominees shall be nominated by an

honorary member, an individual member or the company nominee of a company member of the Organisation and must bear:

- (a) The consent in writing of the candidate;
- (b) History of involvement with the AOQ and the quality industry.

Nominations shall reach the address of the Organisation not less than one day prior to the Annual General Meeting.

- (7) If the number of nominations received for elected members is less than the number of vacancies, nominations may be made orally at the Annual General Meeting.
- (8) If the number of nominations exceeds the number of vacancies, the position or positions shall be decided by ballot at the Annual General meeting. Prior to the ballot, the Secretary of the Organisation shall provide each voting attendee at the Annual General Meeting of the Organisation with:
  - (a) The name of each candidate;
  - (b) History of involvement with the AOQ and the quality industry.
- (9) If at any election, two or more candidates receive an equal number of votes and it is necessary that one should have a majority, the Chairman shall have the casting vote.

#### **RESIGNATION OR REMOVAL FROM OFFICE OF MEMBER OF COUNCIL**

17. (1) The office of a member of the Council shall become vacant if the member:

- (a) Becomes an insolvent under administration or makes any arrangement or composition with his creditors generally.
  - (b) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health.
  - (c) Resigns his office by notice in writing to the Secretary of the Organisation.
  - (d) For more than six months is absent, without permission of the Council from meetings of the Council held during that period.
  - (e) Ceases to be an honorary member, an individual member, a company nominee of a company member.
  - (f) Is directly or indirectly interested in any contract or proposed contract with the Organisation and did not disclose this to Council at the first opportunity.
  - (g) Fails to meet the obligations outlined in the Agreement between Councillor and the Organisation (refer Clause 19(A)).
- (2) If the office of President becomes vacant, the President-Elect shall hold the office of President for the balance of that term of office and the Council shall



elect another President-Elect from amongst its elected members.

- (3) If the office of President-Elect becomes vacant, the Council shall elect another President-Elect from amongst its elected members.
- (4) There is no right of appeal against a member's removal from office under this section.

#### **VACANCIES ON COUNCIL**

18. (1) Any vacancy amongst the elected members of the Council may be filled by the Council provided that the member so appointed shall retain the office so long only as the elected member would have retained office.
- (2) Members of the Organisation at an Extraordinary General Meeting may resolve that all positions on the Council shall fall vacant and that an election be held to resolve the vacancies for elected Councillors. Upon the passing of such resolution, the Council shall forthwith convene a further meeting of the members to be held not later than one calendar month after the said Extraordinary General Meeting for the purpose of electing replacement elected members of Council. Notwithstanding the passing of such resolution, the President, President-Elect, Chairman and the members of the Council shall continue in office until such election has been held.

#### **FUNCTIONS OF COUNCIL**

19. (A) At the first meeting of the Council following the AGM, all newly elected and re-elected councillors shall be required to sign an Agreement with the Australian Organisation for Quality-Queensland Inc that records the terms and conditions under which members may provide activities to the Council.
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- (1) The Council shall meet at least once every two (2) calendar months to exercise its functions.
- (2) The Council shall adopt a set of Meeting Rules which set out how a meeting is to be called.
- (3) Notice of meeting is to be given in the way decided by the Council.
- (4) A special meeting of the Council shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Council, which requisition shall clearly state the reasons why special meeting is being convened and the nature of business to be transacted thereat.
- (5) At every meeting of the Council a simple majority of a number equal to the number of members elected and appointed to the Council as at close of the last General Meeting of the members shall constitute a quorum.
- (6) Subject as previously provided in this section, the Council may meet together and regulate its proceedings as it thinks fit.
- (7) However, questions arising at any meeting of the Council shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative. Valid votes may be cast in person, by proxy, or by electronic means.

- (8) Whenever a member of the Council reports to the Council that he is directly or indirectly interested in any contract with the Organisation or that he has a conflict of interest, the Council may direct that member of Council to withdraw from such deliberations as the Council deems appropriate.
- (9) A member of Council shall not vote in respect of any contract or proposed contract with the Organisation in which the member is interested, or any matter arising therefrom, and if the member does so vote, the member's vote shall not be counted.
- (10) Not less than seven (7) days notice shall be given by the Secretary to members of Council of any Special Meeting of Council.
- (11) Such notice shall clearly state the nature of the business to be discussed thereat.
- (12) If the Chairman is not present at any meeting of the Council within ten minutes of the time appointed for holding the meeting, the President-Elect shall be Chairman or if the President-Elect is not present at the meeting, then the members may choose one of their number to chair the meeting.
- (13) If within half an hour from the time appointed for the commencement of a Council meeting a quorum is not present, the meeting, if convened upon the requisition of members of Council, shall lapse.
- (14) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall lapse.

#### **DELEGATION OF POWERS OF COUNCIL**

20. (1) The Council may delegate any of its powers to a subcommittee consisting of as many members of the Organisation as the Council thinks fit.
- (2) Any subcommittees so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by Council.
- (3) A subcommittee may elect a Chairperson of its meetings.
- (4) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one (1) of their number to be Chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it thinks proper.
- (6) Questions arising at any meeting shall be determined by a majority of votes of the members present, and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

#### **ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

21. All acts completed by any meeting of the Council or of a subcommittee or by any persons acting as a member of the Council shall, notwithstanding that it is

afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid, or that the members of the Council or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

#### **RESOLUTIONS OF COUNCIL WITHOUT MEETING**

22. (1) A resolution in writing signed by all members of the Council for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.
- (2) Any such resolution may consist of several documents in like form, each signed by one (1) or more members of the Council.

#### **ANNUAL GENERAL MEETING**

23. (1) The Council shall decide where the meeting is to be held.
- (2) A meeting shall be held at least once each year; and
- (3) Within six (6) months after the end of the Organisation's previous financial year.

#### **BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING**

24. (1) The following business shall be transacted at every Annual general Meeting:
  - (a) the receiving of the Statement of Income and Expenditure, assets and liabilities, charges and securities affecting the property of the Organisation for the last Financial Year;
  - (b) the receiving of the auditor's report on the financial affairs of the Organisation for the last financial year;
  - (c) the presenting of the audited statement to the meeting for adoption;
  - (d) the results of the election of members of the Council;
  - (e) the appointment of an auditor.

#### **SPECIAL GENERAL MEETING**

25. (1) The Secretary shall convene a Special General Meeting by sending out notice of the meeting within fourteen (14) days of:
  - (a) being directed to do so by the Council; or
  - (b) Being given a requisition in writing signed by not less than one-third of the members presently on the Council, or not less than the number of ordinary members of the Organisation which equals double the number of members presently on the Council plus one (1); or
  - (c) being given a notice in writing of an intention to appeal against the decision of the Council to reject an application for membership or to terminate the membership of any person.
- (2) A requisition mentioned in subsection (1) (b) shall clearly state the reasons why such Special General Meeting is being convened and the nature of the business

to be transacted thereat.

### **QUORUM AT GENERAL MEETING**

26. (1) At any General Meeting the number of members required to constitute a quorum shall be the number of members presently on the Council plus four (4).
- (2) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (3) For the purpose of this Article:
  - (a) Member includes a person attending as a proxy or as representing a corporation which is a member.
- (4) If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Council or Organisation, shall lapse.
- (5) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (6) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which adjournment took place.
- (7) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (8) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **NOTICE OF GENERAL MEETING**

27. (1) The Secretary shall convene all General Meetings of the Organisation by giving not less than fourteen (14) days notice of any such meeting to the members of the Organisation.
- (2) The manner by which such notice shall be given shall be determined by the Council.
- (3) However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of the member's membership by the Council, shall be given in writing.
- (4) Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat.

### **PROCEDURES AT GENERAL MEETING**

28. (1) Unless otherwise provided by these Articles, at every General Meeting:
  - (a) The Chairman shall preside as Chairperson, or if the Chairman is not

present within fifteen (15) minutes after the time appointed for the holding of the meeting, the President-Elect shall be the Chairperson or if the President-Elect is not present then the members present shall elect one of their number to be Chairperson at the meeting; and

- (b) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and
  - (c) Every question, matter or resolution shall be decided by a majority of votes of the members present; and
  - (d) Every member present shall be entitled to one (1) vote and in the case of an equality of votes the question shall be deemed to be decided in the negative; However, no member shall be entitled to vote at any General Meeting if the member's annual subscription is more than one (1) month in arrears at the date of the meeting; and
  - (e) Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot; and
  - (f) The Chairperson shall appoint two (2) members to conduct the secret ballot in such manner as the Chairperson shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
  - (g) A member may vote in person or by proxy and on a show of hands every person present who is a member or a representative of a member shall have one (1) vote and in a secret ballot every member present in person or by proxy shall have one vote; and
  - (h) The instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointer duly authorised in writing, or if the appointer is a corporation, under the hand of the officer duly authorised; and
  - (i) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and
  - (j) The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
  - (k) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Council Meeting and General Meeting to be retained in writing and available for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.
- (2) For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Council Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Council Meeting verifying their accuracy.

- (3) Similarly, the minutes of every General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting.
- (4) However, the minutes of any Annual General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting or Annual General Meeting.

### **DIVISIONS**

29. (1) The Organisation may allow the formation of Divisions to cater for special interest groups.
  - (2) The Divisions shall not be incorporated but shall operate under the umbrella of the Council.
  - (3) Membership of a Division is open to an honorary member, an individual member or the company nominee of a company member of the Organisation.
  - (4) The Council shall determine the fee for members of a Division.
  - (5) A division shall have as part of its name:
    - (a) words identifying it as a Division and
    - (a) the words Australian Organisation for Quality-Queensland Inc

### **BY-LAWS**

30. The Council may from time to time make, amend or repeal By-laws, not inconsistent with these rules, for the internal management of the Organisation and any By-law may be set aside by a General Meeting of members.

### **ALTERATION OF ARTICLES**

31. (1) Subject to the provisions of the Associations Incorporation Act 1981, these Articles may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting. However, an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

### **COMMON SEAL**

32. (1) The Council shall provide for a common seal and for its safe custody.
  - (2) The common seal shall only be used by the authority of the Council and every instrument to which the seal is affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by Council for its purpose.

### **FUNDS AND ACCOUNTS**

33. (1) The funds of the Organisation shall be kept in the name of the Organisation in a financial institution decided by the Council.
  - (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Organisation and the particulars shown in books of a like nature.
  - (3) All moneys shall be deposited as soon as practicable after receipt thereof.

- (4) Payments of \$100 or more shall be made by cheque or electronic funds transfer. Cheques shall be crossed "Not Negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- (5) A negotiable instrument issued by the Organisation shall be signed by any two of the following Organisation members: President, Chairman, Secretary, Treasurer.
- (6) The Council shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a Council Meeting.
- (8) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:
  - (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Organisation at the close of that year.
- (9) The auditor shall examine the statement prepared under subsection (8) and present a report on it to the Secretary before the next Annual General Meeting following the financial year for which the audit was made.
- (10) The income and property of the Organisation shall be used solely in promoting the Organisation's objects and exercising the Organisation's powers.

#### **DOCUMENTS**

34. The Council shall provide for the safe custody of books, documents, instruments of title and securities of the Organisation.

#### **FINANCIAL YEAR**

35. The financial year of the Organisation shall close on 30th June in each year.

#### **DISPOSITION OF SURPLUS ASSETS TO ANOTHER ENTITY**

36. (1) This section applies if the Organisation is wound-up under part 10 of the Act and there are surplus assets.
- (2) The surplus assets shall not be distributed among the members but shall be given to another entity:
  - (a) that has objectives similar to the Organisation's objectives; and
  - (b) the Articles of which prohibit the distribution of the entity's income and assets to its members.
- (3) In this section:  
Surplus assets has the meaning given by section 92 (3) of the Act.