



building designers'
association of
queensland inc.

The Rules of the Building Designers' Association of Queensland Inc.

Association No. IAO7385

ADOPTED: 21st August 2020

In exercising any of its powers or duties as outlined in these Rules, the Association must act in accordance with the content of the current Policy Manual and/or Operations Manual.

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NAME

1. The name of the incorporated association shall be the **Building Designers' Association of Queensland Inc.** (in these Rules called the "Association").

OBJECTS

2. The objects for which the Association is established are:
 - (1) To represent, promote, conserve and advance generally the interests and welfare of all persons practising in the building design industry and associated industries.
 - (2) To promote, advance and improve the services rendered by all persons practising in the building design industry and associated industries.
 - (3) To promote and maintain professional business standards amongst all persons practising in the building design industry and associated industries.
 - (4) To provide opportunity and means for the exchange of ideas and the dissemination of information concerning the building industry and the regulations governing them.
 - (5) To seek by an appropriate means the redress of wrongs suffered from time to time by members in relation to the normal performance of their building design profession where such redress is incidental or conducive to the furtherance of the objects and the exercise of the powers of the Association.
 - (6) To provide and maintain an education and information program compatible to the profession of building designers for the benefit of the profession.
 - (7) To be actively involved in the development of standards, legislation and other documentation relevant to the industry which benefits the building design industry.

POWERS

3. The powers of the Association are: -
 - (1) To prepare, adopt, review and amend a code of ethics governing the behaviour and standard of conduct of its members;
 - (2) To subscribe to, become a member of and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Rule 26 (9);
 - (3) To subscribe to or become a member of and cooperate with any other association whether incorporated or not, whose objects or interests are similar to those of the Association and to procure from and communicate to such an association such information as may be likely to advance the objects of the Association;
 - (4) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;

- (5) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association.

Provided that, should the Association take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;

- (6) To enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association, to obtain from any such government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements rights, privileges and concessions;
- (7) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants and other persons as may be necessary or convenient for the purposes of the Association;
- (8) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- (9) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (10) To invest and deal with the money of the Association not immediately required in such a manner as may from time to time be thought fit;
- (11) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (12) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (13) To borrow or raise money either alone or jointly with any other person or legal entity in such a manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off such securities;
- (14) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (15) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;

- (16) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- (17) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (5);
- (18) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (19) To print and publish any promotional material that the Association may think desirable for the promotion of its objects;
- (20) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 26 (9);
- (21) In furtherance of the Objects of the Association to purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (22) In furtherance of the Objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (23) To make donations for patriotic, charitable or community purposes;
- (24) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- (25) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

CLASSES OF MEMBERSHIP

4. The membership of the Association shall consist of any of the following classes of members:-

(A) Member

A person may apply for membership of the Association as a "Member" if:

- (1) (i) that person holds a current Queensland Building and Construction Commission contractor licence in the category of building design low rise, building design medium rise or building design open, and
 - (ii) that person is self-employed or an employee
- OR
- (2) (i) that person holds a current Queensland Building and Construction Commission nominee supervisor licence in the category of building design low rise, building design medium rise or building design open and that person is the nominee of a licensed building design entity.

- (3) Notwithstanding the above the management committee may reject membership to such a person
- a) who has a pecuniary interest,
 - b) who does not have the interest of the Association at the forefront,
 - c) who demonstrates an unsuitable character, or
 - d) who does not agree to abide by BDAQ policy.
- (4) Any such member may use the letters “BDAQ – Member” after his or her name. The member shall use the BDAQ logo only if the word member is used in conjunction with the logo.

(B) Life Member

- (i) A member, under the membership category of member or fellow, who the Association wishes to honour on account of meritorious service to the Association may be elected as a “Life Member” by members of the Association by a two-thirds majority vote of financial members in the category of member, fellow or life member, voting at an annual general meeting provided that such nomination has been received by the secretary of the management committee and has been discussed by the management committee and branches prior to notice of the nomination being included on the circulated annual general meeting agenda. Every such life member shall be entitled to all privileges and subject to all duties and fees of a member during the member’s lifetime, save those of payment of subscriptions, levies or any other monetary dues.
- (ii) Any such member may use the letters “BDAQ – Life” after his or her name. The member shall use the BDAQ logo only if the word BDAQ member or BDAQ life member is used in conjunction with the logo.

(C) Fellow

- (i) A member who the Association wishes to honour for his or her service to building design or for their distinction in associated fields may be elected as a Fellow by members of the Association by a two-thirds majority vote of financial members in the category of member, fellow or life member present and voting at an annual general meeting provided that such nomination has been received by the secretary of the management committee and has been discussed by the management committee and branches prior to notice of the nomination being included on the circulated annual general meeting agenda. Every such fellow shall be entitled to all privileges and subject to all duties and fees of a member during the member’s lifetime, save those of payment of subscriptions, levies or any other monetary dues.
- (ii) Any such member may use the letters “BDAQ – Fellow” after his or her name. The member shall use the BDAQ logo only if the word BDAQ member or BDAQ fellow is used in conjunction with the logo.

(D) Affiliate Member

A person may apply for membership of the Association as an “Affiliate” member if:

- (i) that person is employed by an Association member in the building design industry, or
- (ii) that person holds a current Queensland Building and Construction Commission nominee supervisor licence in the category of building design low rise, building design medium rise or building design open and that person is the individual holder of a nominee supervisor licence, and is employed by an Association member in the building design industry,

- (iii) that person does not qualify as a member,
- (iv) Notwithstanding the above the management committee may reject membership to a person
 - a) who has a pecuniary interest,
 - b) who does not have the interest of the Association at the forefront,
 - c) who demonstrates an unsuitable character, or
 - d) who does not agree to abide by BDAQ policy.
- (v) Any such member may use the letters "BDAQ - Affiliate" after his or her name. The member shall use the BDAQ logo only if the word affiliate is used in conjunction with the logo.

(E) Associate Member

A person may apply for membership of the Association as an "Associate" member if:

- (i) that person is engaged in an industry related to building design or associated industry or
- (ii) that person is interested in the industry and he or she satisfies the management committee of his or her commitment to the ideals of the Association.
- (iii) that person does not qualify as a member or affiliate member.

Notwithstanding the above the management committee may reject membership to a person

- a) who has a pecuniary interest,
- b) who does not have the interest of the Association at the forefront,
- c) who demonstrates an unsuitable character, or
- d) who does not agree to abide by BDAQ policy.
- (iv) Any such member may use the letters "BDAQ - Associate" after his or her name. The member shall use the BDAQ logo only if the word Associate is used in conjunction with the logo.

(F) Retired Member

A person may apply for membership of the Association as a "Retired" member if:

- (i) that person has been a member of the Building Designers' Association of QLD in any membership class for a minimum of 12 months immediately prior to seeking retired membership
- (ii) that person is no longer self-employed or an employee
- (iii) that person no longer holds a QBCC building design licence higher than a Nominee Supervisor Licence.

Notwithstanding the above the management committee may reject membership to a person

- a) who has a pecuniary interest,
- b) who does not have the interest of the Association at the forefront,
- c) who demonstrates an unsuitable character, or

- d) who does not agree to abide by BDAQ policy.
- (iv) Any such member may use the letters “BDAQ – Retired Member” after his or her name. The member shall use the BDAQ logo only if the words Retired Member are used in conjunction with the logo.

(G) Graduate Member

A person may apply for membership of the Association as a “Graduate” member if:

- (i) that person has completed recognised studies and become a graduate member in the profession of building design or associated industries, and
- (ii) that person does not qualify as a Member, Affiliate or Associate member, and that person is not employed by a BDAQ member.

Notwithstanding the above the management committee may reject membership to a person

- a) who has a pecuniary interest,
- b) who does not have the interest of the Association at the forefront,
- c) who demonstrates an unsuitable character, or
- d) who does not agree to abide by BDAQ policy.
- (iv) Any such member may use the letters “BDAQ – Graduate Member” after his or her name. The member shall use the BDAQ logo only if the words Graduate Member are used in conjunction with the logo.

(H) Student Member

A person may apply for membership as a “Student” member if:

- (i) that person is, and remains, a bona fide student training in an institution aligned with the profession of building design and associated industries, and
- (ii) that person does not qualify as a member, affiliate or associate member.
- (iii) Notwithstanding the above the management committee may reject membership to a person
 - a) who has a pecuniary interest,
 - b) who does not have the interest of the Association at the forefront, or
 - c) who demonstrates an unsuitable character.

(I) Honorary Member

- (i) The management committee may recommend to an annual general meeting of the Association that a non-member be elected to Honorary Membership in recognition of and appreciation to non-members for voluntary or paid service to the BDAQ, or to persons of eminence who the Association wishes to recognise as a member. Following receipt of such nomination to the secretary of the management committee and discussion by the management committee the person may be elected as an honorary member of the Association by a two-thirds majority vote of financial members in the category of member, fellow or life member, voting at the annual general meeting, provided that such notice has been included on the circulated annual general meeting agenda. Every such honorary member shall be entitled to all privileges and subject to all duties and fees of a member during the member’s lifetime, save those of payment of subscriptions, levies or any other monetary dues except that an honorary

member may not vote at an annual general meeting, general meeting of special general meeting.

- (ii) Any such member may use the letters “BDAQ – Honorary” after his or her name. The member shall use the BDAQ logo only if the word Honorary Member is used in conjunction with the logo.

(J) Branch Membership

- (i) The management committee on receipt of an application may grant branch membership to a body consisting of a minimum of five Association members representing a geographical region.
- (ii) The branch shall elect a delegate to represent the branch and that delegate shall have voting rights on behalf of the branch at management committee meetings.

(K) Corporate Partner Member

A person or entity may apply for membership as a “Corporate Partner Member” of the Association if:

- (i) that person or entity is a person, company, firm or business in the building industry or engaged in the manufacture or supply of product or service to the building industry or the building design industry, and
- (ii) that person is employed by an entity and may apply for membership of another class, and
- (iii) the entity is not eligible for any other class of membership.
- (iv) Notwithstanding the above the management committee may reject membership to a person or entity
 - a) who has a pecuniary interest,
 - b) who does not have the interest of the Association at the forefront, or
 - c) who demonstrates an unsuitable character.

(L) The number of members in each class shall be unlimited.

MEMBERSHIP FEES

- 5. (1) The membership fees for each class of membership shall be such sum as the management committee shall at a management committee meeting so determine, provided that if the proposed fee increase is greater than the current Consumer Price Index plus 5%, then such resolution shall be put to the next general meeting of members for ratification. Such general meeting shall be held at least two months prior to the start of the membership year.
- (2) The membership fee for each class of membership shall be payable at such time and in such manner as the management committee shall from time to time determine but shall be payable within one month of the due date.

ADMISSION & REJECTION OF MEMBERS

- 6. (1) An application for membership shall be in such form as the management

committee from time to time prescribes.

- (2) After the receipt of any application for any class of membership, such application shall be considered by the management committee provided assessment has previously taken place at branch level.
- (3) Any applicant who received a majority of the votes of the members at a meeting of the management committee at which such application is being considered shall be accepted as a member to the applicable class of membership.
- (4) Upon the approval of an application for any class of membership and the payment of applicable fees, the applicant shall be given notice in writing of such approval. This notice may be given by such person and in such form as the management committee may decide.
- (5) Upon the assessment by the management committee that an application for any class of membership is rejected the applicant shall forthwith be given formal notice of such rejection in writing by the secretary or by such person as the management committee may decide.

TERMINATION OF MEMBERSHIP

7. (1) A member may resign from the Association at any time by giving notice in writing to the secretary. 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.
- (2) If a member:-
 - (a) is convicted of indictable offence; or
 - (b) fails to comply with any of the provisions of the Rules of Association; or
 - (c) has membership fees in arrears for a period of more than one month; or
 - (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association, or
 - (e) does not abide by BDAQ policy,

the management committee shall consider whether his or her membership shall be terminated.
- (3) The member concerned shall be given a full and fair opportunity of presenting his or her case and if the management committee resolves to terminate his or her membership it shall instruct the secretary or such person as the management committee may decide to advise the member formally in writing accordingly.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

8. (1) A person whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of his or her intention to appeal against the decision of the management committee.

- (2) Upon receipt of a notification of intention to appeal against termination of membership the secretary shall convene a meeting of the Ethics' Committee to address the case. The decision of the Ethics' Committee shall be final and shall be determined within one month of the notification by the member of the appeal.
- (3) A person whose application for membership has been rejected shall be given no further right of appeal against such rejection.

REGISTER OF MEMBERS

9. (1) The management committee shall cause a Register to be kept in which shall be entered the contact details of all persons admitted to membership of the Association and the date of their admission.
- (2) Particulars shall also be entered into the said Register of any deaths, resignations, terminations and reinstatements of membership and any further particulars as the management committee or the members at any general meeting may require from time to time.
- (3) The Register shall be open for inspection at all reasonable times by any member who previously applies to the secretary or such person as the management committee may decide for such inspection.

MANAGEMENT OF ASSOCIATION

10A. Membership of Management Committee

- (1) The management committee of the Association shall consist of a president, vice-president, secretary, treasurer (the association executive) plus one delegate from each of the member branches.
- (2) At the annual general meeting of the Association, all the members of the association executive for the time being shall retire from office but shall be eligible upon nomination for re-election.
- (3) The election of members of the management committee shall take place in the following manner:-
 - a. Members of the association executive shall be elected in the following manner:-
 - i. Any member of the Association shall be at liberty to nominate or second any other member who holds the class of member, fellow or life member, to serve as a member of the association executive;
 - ii. The nomination, which shall be in writing and signed by the member and his or her proposer and seconder, shall be lodged with the secretary at least twenty (20) business days before the annual general meeting.
 - iii. A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be circulated to members of the Association at least ten (10) business days immediately preceding the annual general meeting;
 - iv. Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member in the class of member, fellow or life member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;

- v. Should, at the commencement of such meeting, there be no nominations for any one of the association executive positions nominations may be taken from the floor for that position or positions, otherwise no such nominations shall take place;
 - vi. Nominations for more than one position may be accepted by a member, provided this nomination is seconded by a member, and provided that the member can be elected to one position only.
- b. Branch delegates shall be elected by eligible branch members in accordance with Rule 10(B)(5), (6)(a)(b)(c) and (8) at each branch annual general meeting provided that a branch delegate cannot also be elected to an association executive position.
- (4) Any member of the management committee may resign from membership of the management committee at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice.
 - (5) A member of the management committee may be removed from office at a special general or general meeting of the Association. At that meeting, the member shall be given the opportunity to fully present his or her case. The question of removal shall be determined by the vote of the members present at this meeting. For the purpose of this rule "member" includes a person attending as a proxy. If deemed necessary for any reason, the meeting may decide to adjourn until a time and place it determines. The removal of a member from the management committee shall not automatically result in a termination of his or her membership of the Association.

10B. Membership of Branches

- (1) As provided in Rule 4(H)(i), Branch Membership, the management committee may grant membership to a branch. This branch shall consist of a minimum of five members of the Association provided three members are in the membership category of member, fellow or life member. Should branch numbers fall below five members in the membership category of member, life member or fellow, the branch should dissolve and members may amalgamate with, or transfer to, another branch.
- (2) Each branch shall adopt these Rules of Association as the Rules governing its branch.
- (3) The branch executive of the Association shall consist of a president, who must hold the class of member, fellow or life member, and secretary and/or treasurer, all of whom shall be financial members of the Association and such number of other members as the members of the branch at any branch annual general meeting or general meeting may decide.
- (4) At the annual general meeting of the branch, all the members on the branch executive for the time being shall retire from office but shall be eligible upon nomination for re-election.
- (5) The election of a branch delegate, who may hold an executive position within the branch, shall also take place at the branch annual general meeting which should be held at least one month, but not more than two months, prior to the Association's annual general meeting. Only members of the classes of member, fellow or life member shall be eligible for election as a branch delegate by members of his or her branch.

- (6) The election of the branch executive and branch delegate, shall take place at the branch annual general meeting in the following manner:-
- (a) Any branch member of the Association shall be at liberty to nominate or second any other member to serve as a member of the branch executive. Any such nomination may be taken from the floor;
 - (b) A branch member may be elected to more than one position.
 - (c) Branch members in the category of member, fellow, life, affiliate or honorary member are eligible to vote for the delegate and branch executive positions.
- (7) Any member so elected may resign at any time, such notice being given in writing to the secretary of the branch, who shall thereupon advise the secretary of the management committee.
- (8) At its next branch general meeting an election for any vacant positions shall take place. Members, fellow, life, students, associates, affiliates and honorary members shall be permitted to vote and be elected to any such vacant position except that only members of the class of member, fellow or life member shall be eligible for election as branch president or delegate.
- (9) The branch executive shall meet at least three times per year and shall conduct its meetings in the same manner as that provided under Rule 13 sub-rules (3) – (8).
- (10) The branch executive may delegate its power to a sub-committee as provided under Rule 14 sub-rules (1) - (3).
- (11) Every branch member identified in Clause 10B(8) present at a branch meeting shall be entitled to one vote and in the case of equality of votes, the chairman shall have a second or casting vote.

VACANCIES OF MANAGEMENT COMMITTEE

- 11 (1) The management committee shall have the power at any time to appoint any member of the Association in the membership category of member, fellow or life member to fill any casual vacancy or permanent vacancy of the association executive and to hold such position until the next annual general meeting.
- (2) In the event of a delegate vacancy on the management committee, such vacancy shall be filled by the election of the delegate from the applicable branch who may hold such position until the next branch annual general meeting.
- (3) The continuing members of the management committee may act notwithstanding any casual vacancy in the management committee. But if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the management committee, the continuing member or members may act for the purpose of increasing the number of members of the management committee to reach a quorum for the purpose of summoning a general meeting of the Association, but for no other purpose.

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FUNCTIONS OF THE MANAGEMENT COMMITTEE

12. (1) Except as otherwise provided by these Rules and subject to resolutions of

the members of the Association carried at any general meeting, the management committee:-

- (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- (2) The management committee may exercise all the powers of the Association:-
- (a) to borrow or raise or secure payment of money in such manner as the management committee may think fit and secure the same 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 and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem, or pay off any such securities,
 - (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Queensland for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
 - (c) to invest in such manner as the members of the management committee may from time to time determine.

MEETINGS OF MANAGEMENT COMMITTEE

13. (1) The management committee shall meet at least six times per year to exercise its functions.
- (i) At least one meeting per year shall be a face to face meeting of management committee members.
 - (ii) If only one face to face meeting of all members of the management committee meeting is held in any year, then at least one additional management committee meeting per year shall have the association executive face to face and shall include branch delegates online.
 - (iii) Except as provided in Rule 13 (1) (i) and (ii) meetings may be face to face, online or a combination of face to face and online as decided by resolution of the management committee.
- (2) A special meeting of the management committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the management committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

- (3) At every meeting of the management committee a majority of members elected and/or appointed to the management committee at the last annual general meeting, general meeting or special general meeting of the members, shall constitute a quorum.
- (4) Subject as previously provided in these Rules, the management committee may meet together and regulate its proceedings as it thinks fit provided that questions arising at any meeting of the management committee 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. All such resolutions shall be circulated to members in such manner as the management committee may decide.
- (5) A member of the management committee shall not vote in respect of any contract or proposed contract with the Association in which he or she has a conflict of interest or any matter arising thereout, and if he or she does so vote, his or her vote shall not be counted.
- (6) Not less than ten (10) business days' notice shall be given by the secretary to members of the management committee of any special meeting of the management committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- (7) The president shall preside as chairman at every meeting of the management committee, or if there is no president, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, the vice-president shall be chairman or if the vice-president is not present at the meeting then the members of the management committee may choose one of their number to be chairman of the meeting.
- (8) If within half an hour from the time appointed for the commencement of a management committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management committee, shall lapse. 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 management committee 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.

SUB-COMMITTEES

14. (1) The management committee may establish or seek volunteers to establish a sub-committee consisting of members from any class of membership of the Association or volunteers from associated industries as the management committee thinks fit to make recommendations to the management committee, provided that a sub-committee shall consist of a minimum of three members. Any sub-committee so formed shall be adequately briefed and provided with terms of reference by the management committee. Recommendations made by the sub-committee shall be submitted to the management committee.
- (2) The management committee shall appoint a chairperson of each sub-committee at the time the sub-committee is fully established. A chair shall be an Association member.
- (3) A sub-committee may meet and adjourn as it thinks appropriate. 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 vote, the question shall be deemed to be decided in the negative.

VALIDITY OF MANAGEMENT COMMITTEE ACTIONS

15. All acts undertaken at a meeting of the management committee or of a sub-committee or by a member representing these committees shall be valid. Should it afterwards be discovered that the appointment of any such member was invalid or inappropriate, any such actions undertaken shall be deemed to remain valid.

VALIDITY OF MANAGEMENT COMMITTEE RESOLUTIONS

16. A resolution agreed to in writing by a majority of the members of the management committee shall be as valid and effectual as if it had been passed at a meeting of the management committee duly convened and held. Writing shall include the dissemination of the proposal requiring urgent decision to and the response from the members of the management committee by electronic means provided that the best endeavours have been made to reach all the management committee and a response has been received from two-thirds of the management committee.

GENERAL MEETINGS

17. A general meeting shall be held if resolved by the management committee that it is necessary to hold such a meeting. It will be held at such time and at such place as the management committee may determine save that a general meeting must be called at least once in each calendar year as provided elsewhere in these Rules. Notice of such meeting shall clearly state the nature of the business to be transacted thereat.

ANNUAL GENERAL MEETINGS

18. (1) The annual general meeting shall be held within six months of the close of the financial year.
- (2) The business to be transacted at every annual general meeting shall be:-
- (a) the receiving of the annual management committee report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
 - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - (c) the election of members of the association executive,
 - (d) the ratification of delegates as management committee members,
 - (e) the appointment of an auditor,
 - (f) any business required by Rule 24.

SPECIAL GENERAL MEETINGS

19. The secretary shall convene a special general meeting:-

- (a) when directed to do so by the management committee; or
- (b) on the requisition in writing signed by not less than one-third of the members presently on the management committee or the number of members of the Association which equals double the number of members presently on the management committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

MEETING QUORUMS

20. (1) At any annual general, special general or general meeting the number of financial members in the class of member, fellow or life member required to constitute a quorum shall be double the number of members presently on the management committee plus one.
- (2) No business shall be transacted at any annual general, special general or general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purpose of this rule "member" includes a person attending as a proxy.
- (3) If, within half an hour from the time appointed for the commencement of an annual general, special general or general meeting a quorum is not present, the special general meeting, if convened upon the requisition of members of the management committee or the Association, shall lapse. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day at such other time and place as the management committee 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.
- (4) 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 the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.
- (5) Management committee quorums shall be as per Rule 13(3).

MEETING NOTICES

21. (1) Except as required by Rule 24, the secretary shall convene all annual general meetings, special general meetings and general meetings of the Association by giving not less than ten (10) business days' notice of any such meeting to the members of the Association.
- (2) The manner by which such notice shall be given shall be determined by the management committee. Notice of an annual general meeting, special general

meeting or general meeting shall clearly state the nature of the business to be discussed thereat.

- (3) A meeting once convened by notice cannot be cancelled or postponed, provided that, should unforeseen circumstance, such as a natural disaster, affect the holding of the convened meeting, a unanimous vote by the association executive or a majority vote of the members of the management committee shall have the power to postpone such a meeting.
- (4) Notice of the reconvened meeting shall be advertised within two weeks of the date of the original meeting's postponement and shall be held within one month of the postponed meeting. The agenda for the originally postponed meeting shall remain valid.

All proxy votes received for the originally convened meeting and the reconvened meeting shall be valid if received up to two days prior to the date of the reconvened meeting.

CONDUCT OF MEETINGS

22. Unless otherwise provided by these Rules, at every annual general meeting, special general meeting and general meeting:-
 - (1) The president shall preside as chairman, or if there is no president, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-president shall be the chairman or if the vice-president is not present or is unwilling to act then the members present shall elect one of their number to be chairman of the meeting;
 - (2) The chairman shall maintain order and conduct the meeting in a proper and orderly manner;
 - (3) Every question, matter or resolution shall be decided by a majority of votes of the members present. For the purposes of this rule member includes a person attending as a proxy provided that the person shall be entitled to vote as per Rule 22 (4);
 - (4) Every member present shall be entitled to one vote and in the case of equality of votes the chairman shall have a second or casting vote, provided that no unfinancial *member* shall be entitled to vote at any annual general meeting, special general meeting or general meeting. For the purposes of this rule member includes the membership categories of member, life member and fellow and no other, and every motion put shall be put by such a member;
 - (5) 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. The chairman shall appoint two members to conduct the secret ballot in such manner as he or she shall determine and the result of the ballot as declared by the chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
 - (6) A member, in the membership category of member, life member or fellow may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney **or** other duly authorised representative shall have one vote;

- (7) The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of his or her attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may, but need not, be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- (8) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

BUILDING DESIGNERS' ASSOCIATION OF QUEENSLAND INC.

I,.....of(Branch)

being a financial member of the above-named Association, hereby appoint

.....of(Address)

as my proxy to vote for me on my behalf at the *Annual/*General/*Special General Meeting of the Association, to be held on the..... day of, 20...

Signed this day of 20

..... (Signature)

This form is to be used *in favour of (* or against) the resolution

*Strike out whichever is not desired.

(Unless otherwise instructed, the proxy may vote as he or she thinks fit)

- (9) The instrument appointing a proxy shall be received by the secretary or such person as the management committee may decide, at least two (2) business days prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (10) The secretary shall keep full and accurate minutes of all questions, matters, resolutions and other proceedings of every annual general meeting, special general meeting, general meeting and management committee meeting. These minutes shall be open for inspection at all reasonable times by any financial member who applies in writing to the secretary requesting an inspection which may be in electronic form.

At the next meeting of the same type, the minutes of the last meeting will be distributed to the members present for perusal. A motion will then be put regarding the veracity of the minutes. Only members who were present at that meeting are permitted to vote and proxy votes are permitted for those members who attended the first meeting. If this motion resolves that the minutes are a true and correct record, the Chairman of the meeting will **sign the minutes** indicating the members' consent. In the event of an online meeting, the chairman shall sign the minutes at the first possible opportunity.

If there is dissent on anything in the minutes, the matter will be discussed by the members present at the previous meeting and a motion put. Such motion to be

noted in the minutes of the current meeting. If the members resolve that any changes shall be made, such changes will be noted on the minutes under discussion with a reference to the motion of the current meeting. At the completion of this process, a motion shall be put approving the minutes with any changes agreed to by the members. The chairman will then sign the minutes indicating that they have been approved as amended.

BY-LAWS

23. The management committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a majority of financial members present and eligible to vote at an annual general meeting, special general meeting or general meeting of members.

ALTERATION OF RULES

24. Subject to the provisions of the Associations Incorporation Act 1981 and any amendments thereto, these Rules may be amended, rescinded or added to from time to time. Such amendments, rescissions or additions must be presented to an annual general meeting, special general meeting or general meeting, for approval, provided that at least eight weeks' notice has been given to the secretary. The secretary must give notice to all members of the proposed amendments, rescissions or additions at least seven weeks prior to the proposed meeting. Approval of such resolution at an annual general meeting, general meeting, or special general meeting shall be carried by three-quarters of the members present and eligible to vote. This vote shall include any proxies. No such amendment, rescission or addition shall be valid until the same has been submitted to and approved by the Chief Executive of the Department that has been appointed by the Government to administer the provisions of the Associations Incorporation Act 1981 and any amendments thereto.

COMMON SEAL

25. The management committee shall provide for a common seal and for its safe custody. The common seal shall only be used by the authority of the management committee and every instrument to which the seal is affixed shall be signed by two members of the association executive.

FUNDS AND ACCOUNTS

26. (1) The funds of the Association shall be deposited in the name of the Association in such bank or permanent building society as the management committee may from time to time direct.
- (2) Appropriate books and accounts shall be kept and maintained either in written, printed form or electronic form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of like nature.

- (3) All moneys shall be deposited as soon as practicable after receipt thereof.
- (4) All amounts shall be paid by funds transfer authorised by any two of the association executive or other member authorised from time to time by the management committee.
- (5) The management committee shall determine the amount of petty cash which shall be kept on imprest system.
- (6) All expenditure shall be approved or ratified at a management committee meeting.
- (7) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of:
 - (i) the income and expenditure for the financial year just ended; and
 - (ii) the assets and liabilities and of all mortgages, charges securities affecting the property of the Association at the close of that year.
- (8) All such statements shall be examined by the auditor who shall present his or her report upon such audit to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- (9) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him or her to the Association or otherwise owing by the Association to him or her or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

DOCUMENTS

27. The management committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association in such format as the management committee from time to time shall decide and for such time as to fulfil its legal requirements.

FINANCIAL YEAR

28. The financial year of the Association shall close on February 28th each year except in a leap year when the financial year shall close on February 29th.

DISTRIBUTION OF SURPLUS ASSETS

29. If the Association shall be wound up in accordance with the provisions of the Association Incorporation Act 1981 and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Associations under or by virtue of Rules 26 (9), such institution or institutions to be determined by the members of the Association.