

# RULES OF THE QUEENSLAND MAJOR CONTRACTORS ASSOCIATION INC.

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## PART A – DETAILS AND OBJECTIVES

### 1. Name

The name of the Association is the 'Queensland Major Contractors Association Inc.'.

### 2. Headquarters

The address of the Association is as given in the Register of the Association or as otherwise notified by the Secretary to the Members from time to time.

### 3. Association Objectives

The purposes for which the Association is established are:

- (a) to provide a forum for Members to:
  - (i) meet and discuss Industry matters; and
  - (ii) effectively communicate with Industry stakeholders as a single voice;
- (b) to encourage and promote the highest levels of ethical behaviour and integrity amongst all Members and stakeholders;
- (c) to seek and recognise continuous improvement, innovation and safety of the industry in partnership with all stakeholders;
- (d) to provide value to stakeholders and Members through:
  - (i) encouraging the use of appropriate project delivery models; and
  - (ii) continuous improvement in all aspects of project delivery;
- (e) to promote career development for all Industry personnel by supporting portable and common training frameworks;
- (f) to promote the positive comparative advantages of the Industry to encourage infrastructure investment in Queensland; and
- (g) to do all such other acts and things as are incidental or conducive to the attainment of the above objectives or any of them.

### 4. Association 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) make charges for services and facilities it supplies;
- (d) issue secured and unsecured notes, debentures and debenture stock for the Association; and
- (e) do other things necessary or convenient to be done in carrying out its affairs.

- 4.3 The Association may take over the funds and other assets and liabilities of the present unincorporated association known as the 'Queensland Major Contractors Association' (the *unincorporated association*).

## 5. Association Emblem

The Association may adopt, by resolution of the Board, a distinctive emblem. All General Members may use the name and emblem of the Association on their stationery, cards, advertising matter, office doors, construction signs and equipment. The Board may promulgate Guidelines permitting Honorary Members, Associate Members and third parties the use of the emblem of the Association on stationery, cards and advertising matter, and all approved emblems remain the copyright of the Association.

## 6. Common Seal

- 6.1 The Board must ensure the Association has a common seal.
- 6.2 The common seal must be:
- (a) kept securely by the Board; and
  - (b) used only under the authority of the Board.
- 6.3 Each instrument to which the seal is attached must be executed in accordance with clause 34.

# PART B – MEMBERSHIP

## 7. Classes of Membership

- 7.1 The Register of the Association must categorise each Member as being one of the following classes:
- (a) an Honorary Member;
  - (b) a General Member, being:
    - (i) an Executive General Member; or
    - (ii) an Ordinary General Member; or
  - (c) an Associate Member.
- 7.2 The class of each Member shall be that indicated in the Register of the Association.

## 8. Admission to Membership

- 8.1 Members consist of all Members whose name appears in the Register of the Association as at the Effective Date, together with such other Persons who thereafter are admitted to membership in accordance with these Rules.
- 8.2 Except as otherwise provided for by these Rules, the number of Members, overall and of each class, shall be unlimited.

### **Admission as an Honorary Member**

- 8.3 A Person who has made a significant contribution to the advancement of the objectives of the Association or who has given distinguished service to the Industry may be bestowed Honorary Membership by the Board.

### **Admission as a General Member or Associate Member**

- 8.4 A Person may apply for admission to membership by:
- (a) completing an application for admission in a form as prescribed by the Board (which shall require the Person to nominate which class of membership is sought);
  - (b) signing the application for admission by or on behalf of the Person applying; and
  - (c) lodging the application for admission with the Secretary of the Association.
- The Secretary must submit the application at the next meeting of the Board.
- 8.5 On receiving the application for membership, the Secretary must inform the applicant whether or not the Association has public liability insurance and, if so, the amount of the insurance.
- 8.6 The Board must consider any application for membership, taking account of the Association's Membership Guidelines. The Board has the power by majority vote to grant, reject or defer any application for admission to membership and that decision shall be final and binding. The Secretary must advise the applicant in writing of the decision of the Board.
- 8.7 If the Board decides to grant membership to an applicant, then the Secretary must inform the successful applicant, in writing, of:
- (a) the class of membership to which the applicant has been admitted;
  - (b) the financial obligations arising from membership;
  - (c) the circumstances and the manner in which Members may resign from the Association;
  - (d) the date upon which the applicant has been admitted to membership; and
  - (e) the requirement to nominate an Authorised Representative under clause 9.
- 8.8 On and from submission of an application for membership, every applicant is deemed to have entered into an agreement with the Association to abide by and be bound by these Rules and any Guidelines.

## **9. Authorised Representatives**

- 9.1 A Member must, by notice in writing to the Secretary, appoint a representative to act for the Member in meetings and proceedings of the Association (**Authorised Representative**).
- 9.2 For the avoidance of doubt, a Member may only appoint one Authorised Representative at a time.
- 9.3 The Authorised Representative must be an employee of the Member that appoints him or her. If the Authorised Representative ceases to be an employee of the Member that appointed them, they will cease to be an Authorised Representative. Where this occurs, the Authorised Representative will be deemed to have resigned from any position held as an Officer or as a member of the Board.
- 9.4 A Member may, at any time and by notice in writing to the Secretary, remove its Authorised Representative and appoint another Authorised Representative. Where this occurs, the Authorised Representative of the Member will be deemed to have resigned from any position held as an Officer or as a member of the Board.
- 9.5 Where a Member resigns under clause 12 or ceases to be a Member under clause 13, the Authorised Representative of the Member will be deemed to have resigned from any position held as an Officer or as a member of the Board.

- 9.6 Where an Authorised Representative is deemed by clauses 9.3, 9.4 or 9.5 to have resigned from their position as an Officer or as a member of the Board, the vacancy will be filled in accordance with clause 26 and, subsequently, by election at the next Annual General Meeting in accordance with clause 27.
- 9.7 A Member must, promptly and by notice in writing to the Secretary, appoint a new Authorised Representative if the previous Authorised Representative is no longer in the employ of the relevant Member.
- 9.8 The Authorised Representative has the privileges of a Member under these Rules and, subject to these Rules, is eligible to be an Officer or member of the Board.
- 9.9 An Authorised Representative may, by notice in writing to the Secretary, nominate an alternative representative to act in the place of the Authorised Representative at meetings of the Association at which the Authorised Representative is unable for any reason to be present. An alternative representative will have the privileges of the Authorised Representative in that capacity only and will not have any privileges of the Authorised Representative as an Officer or as a member of the Board (if applicable).
- 9.10 On receipt of written notice of an appointed Authorised Representative or nominated alternative representative under this clause 9, the Secretary (or, if the Secretary is unable or unwilling, the Treasurer) must inform the nominee or the individual to be appointed of whether or not the Association has public liability insurance and, if so, the amount of the insurance.

## 10. Register of the Association

- 10.1 The Secretary must keep and maintain a Register of the Association in which the following particulars must be entered:
- (a) **in relation to Members:**
    - (i) the name and address of each Member;
    - (ii) whether the Member is an Executive General Member, Ordinary General Member, Associate Member or Honorary Member;
    - (iii) the date on which the Member became a Member (and, if relevant, the date of any change in the class of membership); and
    - (iv) the date on which a Member ceases to be a Member (and, if relevant, the date of the cessation of any class of membership).
  - (b) **in relation to Officers and Authorised Representatives:**
    - (i) the name and address (if different from the address of the relevant Member) of each Officer and Authorised Representative;
    - (ii) the email address of each Officer and Authorised Representative;
    - (iii) the name, address (if different from the address of the relevant Member) and email address (if any) of each alternative representative who has been nominated to act in the place of an Authorised Representative; and
    - (iv) the office held by each current or former Officer, together with the date they were appointed to that office and the date (if applicable) on which they ceased to hold that office; and
  - (c) **in relation to the Association:**
    - (i) the address of the Association.

- 10.2 The Register of the Association must be open for inspection by Members at all reasonable times.
- 10.3 A Member must contact the Secretary to arrange an inspection of the Register of the Association.
- 10.4 However, the Board may, on the application of a Member, withhold information about the Member (other than the Member's full name) from the Register of the Association available for inspection, if the Board has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm.
- 10.5 A Member must not:
- (a) use information obtained from the Register of the Association 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 of the Association to someone else, knowing that the information is likely to be used to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes.
- 10.6 Clause 10.5 does not apply if the use or disclosure of the information is approved by the Association.

## **11. Rights and Duties of Members**

- 11.1 It is the duty of any Member to report in writing to the Association any matter to which objection should be taken in connection with a specification or clause of a specification or condition relating to any construction project for which tenders are called by any public authority or consultant acting on behalf of a proprietor, or to any matters which are considered to be unjust or unethical in the carrying out of any contract to which the Member may have an interest.
- 11.2 In any such case the Board must cause an investigation to be made of the matter reported. If the Board is satisfied that reasonable grounds for complaint exist, it must at once bring the grounds for complaint to the notice of the authority or consultant concerned and take all practicable steps to secure a satisfactory resolution of the matter.
- 11.3 Nothing in clause 11.1 shall require a Member to breach an obligation of confidentiality or any other legal restriction on the disclosure of information.
- 11.4 All Members must provide data as reasonably requested by the Association to support the Association's Industry research, benchmarking and policy development.
- 11.5 All Members must support the Association's annual Innovation and Excellence Award through actively nominating suitable construction projects when available.
- 11.6 If asked by an Executive General Member, the Secretary must, within 28 days after the request is made:
- (a) make the minute book for a particular 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.
- 11.7 The Association may require the Member to pay the reasonable costs of providing copies of the minutes.

## 12. Resignation of Membership

- 12.1 A Member may, at any time, give to the Secretary of the Association written notice of resignation from membership of the Association. 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.
- 12.2 When the resignation takes effect, the Secretary must remove the name and other details of the Member from the Register of the Association.
- 12.3 A Member is not entitled, for any reason, to a refund of any entrance fees, annual subscription or other fees or levies imposed by the Association.

## 13. Cessation of Membership

- 13.1 Membership of the Association ceases:
- (a) if the Member, being a partnership or Company, is wound up (except for the purposes of reconstruction), dissolved or deregistered;
  - (b) if the Member, being a partnership or Company, makes an assignment in favour of creditors, becomes subject to a winding up order, passes a resolution for winding up, is deregistered or (in the case of a partnership) if the partnership is dissolved;
  - (c) if the Member, being an individual, dies, enters into an arrangement with creditors, becomes bankrupt or becomes of unsound mind or infirm as defined by relevant legislation; or
  - (d) if the Board resolves that the Member shall cease to be a Member, in accordance with clause 13.2.
- 13.2 The Board may resolve that a Member shall cease to be a Member, provided that the Member has been given one month's notice in writing of the intention of the Board to order the cessation of membership, where:
- (a) the subscription or levy of the Member is unpaid after it has become due;
  - (b) the Member is convicted of an indictable offence; or
  - (c) in the opinion of the Board:
    - (i) the Member has not complied with any of the provisions of these Rules;
    - (ii) in the best interests of the Association, it is undesirable that the Member remains a Member; or
    - (iii) the Member has ceased to be actively engaged in the Industry.
- 13.3 The Member may give a written notice of appeal to the Board against the cessation of a membership under clause 13.2 and is entitled to be heard at the following meeting of the Board. The decision of the Board on such an appeal shall be final and binding, and the current or former Member to whom the decision relates shall not have any further right of appeal or review under these Rules.
- 13.4 No individual, partnership or Company, having ceased to be a Member on any ground whatsoever, will have any interest in or claim upon the Association or its funds.



- 13.5 Any individual, partnership or Company, ceasing to be a Member must return to the Secretary forthwith any property of any nature belonging to the Association that may be in the Member's possession at the date of cessation of membership.

## PART C – MEETINGS

### 14. General

- 14.1 Only the Authorised Representatives of Executive General Members are entitled to vote at General Meetings and Annual General Meetings or make nominations or be nominated under these Rules for election or appointment as an Officer or as a member of the Board.
- 14.2 Unless otherwise specified, rules regarding General Meetings apply to Annual General Meetings.
- 14.3 For the avoidance of doubt, the rules relating to General Meetings are set out in these Rules. To the extent permitted by law and except as provided elsewhere in these Rules, these Rules exclude the following matters:
- (a) special general meetings, as described and provided for in rule 39 of the Model Rules; and
  - (b) proxies, as described and provided for in rule 40 of the Model Rules.
- 14.4 The Secretary shall cause proper minutes to be made of the proceedings at all General Meetings and Annual General Meetings and all business transacted at such meetings. Any minutes of any such proceedings and business transacted, if purporting to be signed by the chair of such meeting or by the chair of the next succeeding meeting, will be conclusive evidence without further proof of the facts therein stated.
- 14.5 Subject to clause 14.6, every Authorised Representative of an Executive General Member present at a General Meeting or Annual General Meeting will be entitled to one vote only, upon a show of hands.
- 14.6 If directed by the chair or, if demanded by at least one-fifth of the Authorised Representatives of Executive General Members present, voting will proceed by secret ballot.
- 14.7 If a secret ballot be duly directed or demanded, it will be taken in such manner as the chair directs, and the result of the secret ballot will be deemed to be the resolution of the meeting at which the secret ballot was directed or demanded.
- 14.8 A secret ballot demanded on the election of a chair or on a question of adjournment will be taken forthwith. A secret ballot demanded on any other question will be taken at such time as the chair of the meeting directs.
- 14.9 Unless it must be passed as a Special Resolution, a resolution will be passed at a General Meeting or Annual General Meeting if not less than 50% of those Authorised Representatives of Executive General Members who are present at the meeting vote for the resolution to be passed.
- 14.10 A Special Resolution means a resolution passed at a General Meeting of the Association by the votes of 75% of the Authorised Representatives of an Executive General Member who are present and entitled to vote on the resolution.
- 14.11 In the case of an equality of votes, whether on a show of hands or on a secret ballot, the chair of the meeting at which the show of hands takes place, or the secret ballot is directed or demanded, will be entitled to a casting vote in addition to any other vote the chair may have or have made.

## 15. General Meetings

### Timing of General Meetings

- 15.1 A General Meeting may be convened at any time by the Chair, or in the Chair's absence, the Deputy Chair, whenever he or she thinks fit or as required in accordance with these Rules.
- 15.2 Except as otherwise provided in these Rules, at least 7 days' notice of a General Meeting must be given in writing to all Members. The notice calling the General Meeting must specify the general nature of the business to be transacted at the meeting. In a matter of urgency, the Chair may convene a General Meeting at shorter notice and in such manner as he or she may think fit.

### Purpose of General Meetings

- 15.3 The purpose of General Meetings is to:
- (a) inform the Members of voting outcomes from the previous General Meeting;
  - (b) table financial statements of the Association; and
  - (c) provide a forum for Members to meet and discuss Industry matters and raise issues of concern.
- 15.4 For the avoidance of doubt:
- (a) the minutes of the Board meeting are not required to be tabled at the General Meeting; and
  - (b) a General Meeting cannot be used to:
    - (i) carry out any control or management of the affairs of the Association; or
    - (ii) transact any formal business of the Association,other than as specifically provided for in or required by clauses 15 and 16.

### Quorum for, and Adjournment of, General Meetings

- 15.5 No business will be transacted at a General Meeting or Annual General Meeting unless a quorum is present at the time when the meeting proceeds to business. The quorum for a General Meeting is at least the number of Authorised Representatives of Executive General Members elected or appointed to the Board at the close of the Association's last General Meeting or Annual General Meeting, plus one.
- 15.6 However, if all Authorised Representatives of Executive General Members have been elected or appointed to the Board, and there are no Members of the Association that are not Executive General Members, the quorum is the total number of Members less one.
- 15.7 For the avoidance of doubt, an individual is present at a General Meeting or Annual General Meeting if he or she participates in the meeting by teleconference or any technology that reasonably allows the individual to hear and take part in discussions as they happen.
- 15.8 If the Association makes a decision at a General Meeting or Annual General Meeting of the Association for which there is no quorum, the decision has no effect.
- 15.9 If, within 30 minutes from the time appointed for the meeting, a quorum is not present, the meeting will stand adjourned to a date and time when quorum is likely to be achieved, as determined by the Board.
- 15.10 The Chair or, if the Chair is not present, the Deputy Chair will preside as chair at a General Meeting or an Annual General Meeting. If, within 15 minutes after the time appointed for holding any meeting, neither the Chair nor the Deputy Chair of the Association is present and willing to act as chair, the Authorised Representatives of Executive General Members that are

present will choose one of the other Officers present to be chair or, if no other Officer is present and willing to act as chair, will choose another member of the Board who is present to be chair.

- 15.11 The chair may, with the consent of any General Meeting or Annual General Meeting at which a quorum is present (and if so directed by the meeting), adjourn a General Meeting or Annual General Meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which such adjournment took place. It is unnecessary to give notice under clause 15.2 of an adjournment under this clause 15.11 unless the meeting is adjourned for 30 days or more.

## 16. Annual General Meetings

### Timing of Annual General Meetings

- 16.1 The first Annual General Meeting of the Association must be held within 6 months after the end date of the Association's first reportable Financial Year.
- 16.2 Subsequently, an Annual General Meeting must be convened:
- (a) at least once every calendar year;
  - (b) not more than 15 months after the holding of the last Annual General Meeting; and
  - (c) within 6 months after the end date of the Association's reportable Financial Year,
- at such time and place as determined by the Board.

### Business to be Conducted at Annual General Meetings

- 16.3 The ordinary business of an Annual General Meeting is:
- (a) for the Chair or Treasurer to present the Association's financial statements and audit reports for the previous Financial Year to the meeting for adoption;
  - (b) for the Association to receive and resolve to adopt those financial statements and audit reports;
  - (c) for the Chair or another member of the Board to table the annual report;
  - (d) for the Chair or another member of the Board to table the minutes from the previous Annual General Meeting, once they have been signed by the chair of the previous Annual General Meeting or by the chair of the current Annual General Meeting;
  - (e) for the Association to elect the Officers and members of the Board pursuant to clause 27, who will be elected from the conclusion of the current Annual General Meeting until the conclusion of the next Annual General Meeting; and
  - (f) for the Association to appoint an auditor for the present Financial Year.

## PART D – MANAGEMENT OF ASSOCIATION

## 17. Board

### Powers of Board

- 17.1 The fulfilment and carrying out of the objectives of the Association and the control and management of the affairs of the Association will be vested in the Board. In addition to any powers conferred on the Board by these Rules, the Board may exercise the following powers of the Association:

- (a) to pay all costs, charges and expenses of the Association incurred or sustained in or about or incidental to the promotion, formation and establishment of the Association;
  - (b) to issue:
    - (i) debentures (perpetual or otherwise) charged upon the whole or any part of the property of the Association (both present and future); and
    - (ii) other securities,whether outright or as security for any debt, liability or obligation of the Association;
  - (c) to purchase, redeem, provide or pay off any securities issued;
  - (d) to borrow, raise or secure the payment of amounts in a way the Members of the Association decide, including to borrow amounts from Members, and to pay interest on the amounts borrowed;
  - (e) to secure the amounts mentioned above in paragraph 17.1(d) 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;
  - (f) to purchase, lease, or otherwise acquire any property, rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as the Board thinks fit;
  - (g) to appoint (and at their discretion remove or suspend) such clerks, agents, employees and servants for permanent, temporary or special services as the Board may from time to time think fit, and to determine their duties and fix their salaries or emoluments;
  - (h) to sell, let, mortgage, charge, exchange or otherwise dispose of absolutely or conditionally all or part of the property, assets and undertaking of the Association upon such terms and conditions, and for such consideration, as the Board may think fit;
  - (i) to make and give receipts, releases and other discharges for money payable to the Association, and for the claims and demands of the Association;
  - (j) to invest and deal with any of the moneys of the Association in such manner as the Board may think fit, and from time to time to vary or realise such investments;
  - (k) to take out insurance policies, including public liability and directors' and officers' liability insurance;
  - (l) to cause the Association to become a member of, or join with, affiliate or co-operate with, any association or body, whether Federal or otherwise, having objectives in whole or in part similar to those of the Association and to agree to be bound by the rules, constitutions and guidelines of the other association or body;
  - (m) to print, publish, issue and circulate such periodicals, books, circulars, advertisements and other publications and films as may seem conducive to the interests of the Association and its Members; and
  - (n) to promote and hold exhibitions, demonstrations, competitions and the like, and to initiate, carry out or support any other form of publicity and public relations activity designed to further the interests of contractors, and award prizes in connection therewith.
- 17.2 For paragraph (d) of clause 17.1, 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):
- (a) by the financial institution for the Association; or

- (b) if there is more than one financial institution for the Association, the financial institution nominated by the Board.
- 17.3 The Board has authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules is silent, but any interpretation must have regard to the *Associations Incorporation Act 1981* (Qld), including any regulation made under that Act.
- 17.4 The Board may appoint committees as it sees fit, consisting of at least one member of the Board, and may empower any such committee to co-opt any number of other representatives from the broader membership of the Association. Any committee so formed must conform to any Guidelines that may from time to time be imposed on it by the Board. All appointments of committees will lapse as from the conclusion of the next Annual General Meeting.
- 17.5 The Board may delegate to any such committee any of the powers exercisable by it under these Rules and may from time to time revoke such delegation.
- 17.6 A question arising at a committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

### Structure of Board

- 17.7 The Board consists of the following individuals elected (under clause 27) or appointed (under clause 26) in accordance with these Rules:
  - (a) the Officers; and
  - (b) no more than ~~twelve~~sixteen other members of the Board who are not Officers.
- 17.8 Regardless of any other provision of these Rules, an individual will not be eligible to be elected to the Board, or be entitled to sit on the Board, in any capacity (including as an Officer) if they are:
  - (a) not an adult;
  - (b) not an Authorised Representative of an Executive General Member; or
  - (c) ineligible to be elected to the Board under section 61A of the *Associations Incorporation Act 1981* (Qld).

### Acts not affected by Defects or Disqualifications

- 17.9 Unless otherwise provided by these Rules, an act performed by the Board, a committee, or a person acting as a member of the Board is taken to have been validly performed.
- 17.10 Clause 17.9 applies even if the act was performed when:
  - (a) there was a defect in the appointment of a member of the Board, a committee or a person acting as a member of the Board; or
  - (b) an Board member, committee member or person acting as a member of the Board was disqualified from their membership or acting membership of the Board or committee.

## 18. Meetings of the Board

### Notice of Board Meetings

- 18.1 A meeting of the Board may be convened at any time by the Chair or, in the Chair's absence, the Deputy Chair or, in the absence of both the Chair and the Deputy Chair, another Officer, whenever he or she thinks fit or as required in accordance with these Rules.
- 18.2 The Board must meet at least once every 4 months to exercise its functions.

- 18.3 Except as otherwise provided in these Rules, at least 7 days' notice of an Board meeting must be given in writing to all members of the Board. In a matter of urgency, the Chair may convene a Board meeting at shorter notice and in such manner as he or she may think fit.
- 18.4 The notice calling the Board meeting must specify the general nature of the business to be transacted at the meeting.
- 18.5 An accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any member of the Board will not invalidate the proceedings at any meeting.

### **Proceedings at Board Meetings**

- 18.6 No business will be transacted at any Board meeting unless a quorum is present at the time when the meeting proceeds to business. At a Board meeting, a quorum shall equal half of the number of members of the Board (and must include at least one Officer).
- 18.7 For the avoidance of doubt, an individual is present at a Board meeting if he or she participates in the meeting by teleconference or any technology that reasonably allows the individual to hear and take part in discussions as they happen.
- 18.8 If the Board makes a decision at a meeting of the Board for which there is no quorum, the decision has no effect.
- 18.9 If, within 15 minutes from the time appointed for the meeting, a quorum is not present, the meeting will stand adjourned to a date and time when quorum is likely to be achieved.
- 18.10 The Chair or, if the Chair is not present, the Deputy Chair will preside as chair at a Board meeting. If, within 15 minutes after the time appointed for holding any meeting, neither the Chair nor the Deputy Chair of the Association is present and willing to act as chair, the members of the Board that are present will choose one of the other Officers present to be chair or, if no other Officer is present and willing to act as chair, will choose another member of the Board who is present to be chair.
- 18.11 The chair may, with the consent of any meeting at which a quorum is present (and if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which such adjournment took place. It is unnecessary to give notice of an adjournment under this clause 18.11 unless the meeting is adjourned for 10 days or more.
- 18.12 Subject to clause 18.13, every member of the Board present at a Board meeting will be entitled to one vote only, upon a show of hands.
- 18.13 If directed by the chair or, if demanded by at least one-fifth of the members of the Board present, voting will proceed by secret ballot.
- 18.14 If a secret ballot be duly directed or demanded, it will be taken in such manner as the chair directs, and the result of the secret ballot will be deemed to be the resolution of the meeting at which the secret ballot was directed or demanded.
- 18.15 A secret ballot demanded on the election of a chair or on a question of adjournment will be taken forthwith. A secret ballot demanded on any other question will be taken at such time as the chair of the meeting directs.
- 18.16 The Secretary shall cause proper minutes to be made of the proceedings at all Board meetings and of -committees and all business transacted at such meetings. Any minutes of any such proceedings and business transacted, if purporting to be signed by the chair of such meeting or by the chair of the next succeeding meeting, will be conclusive evidence without further proof of the facts therein stated.

- 18.17 A resolution will be passed at a Board meeting if not less than 50% of those members of the Board who are present at the meeting vote for the resolution to be passed.
- 18.18 In the case of an equality of votes, whether on a show of hands or on a secret ballot, the chair of the meeting at which the show of hands takes place, or the secret ballot is directed or demanded, will be entitled to a casting vote in addition to any other vote the chair may have or have made.

### **Flying minute**

- 18.19 The Chair may request the Secretary to conduct a meeting by flying minute in respect of:
- (a) a routine matter where it is convenient to conduct a vote of members of the Board by flying minute; or
  - (b) an urgent matter where it is not reasonably possible for the matter to be referred to the next meeting of the Board.
- 18.20 A flying minute will be sent to the email addresses of the members of the Board in the Register of the Association and will include the motion for consideration.
- 18.21 A motion will be deemed to have been passed at a meeting of the Board held on the day on which and at the time at which the motion was approved by a simple majority of members of the Board.

## **19. Extraordinary Meetings of the Board**

### **Timing of Extraordinary Meeting of the Board**

- 19.1 The Secretary must call an Extraordinary Meeting of the Board by giving each member of the Board written notice of the meeting within 14 days after:
- (a) being directed to call the meeting by an Officer; or
  - (b) being given a written request to call the meeting signed by not less than two members of the Board.
- 19.2 Members of the Board must have 14 days clear notice of an Extraordinary Meeting of the Board.
- 19.3 An accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any member of the Board will not invalidate the proceedings at any meeting.
- 19.4 An Extraordinary Meeting of the Board must be held within 30 days after the Secretary:
- (a) is directed to call the meeting in accordance with clause 19.1(a); or
  - (b) is given a written request to call the meeting in accordance with clause 19.1(b).
- 19.5 If the Secretary is unable or unwilling to call the Extraordinary Meeting of the Board, the Chair must call the meeting.

### **Business to be Conducted at Extraordinary Meeting of the Board**

- 19.6 Notice under clause 19.1 must specify:
- (a) why the Extraordinary Meeting of the Board is being called; and
  - (b) the general nature of the business to be conducted at the meeting.
- 19.7 A resolution will be passed at an Extraordinary Meeting of the Board if not less than 75% of members of the Board who are present at the meeting vote for the resolution to be passed.

## PART E – OFFICERS

### 20. Officers

- 20.1 The Officers are the individuals elected or appointed to the office of Chair, Deputy Chair, Treasurer and Secretary of the Association in accordance with these Rules, and an Officer means any one of those individuals.
- 20.2 The Officers must be elected or appointed in accordance with these Rules. Subject to the control of the Board, each Officer has (in addition to those powers conferred by these Rules) such powers as the Board may from time to time confer upon the Officers.
- 20.3 The Officers may delegate with the approval of the Board, any of their powers or duties to another Officer, member of the Board or third party.

### 21. Chair

The Chair must be elected (under clause 27) or appointed (under clause 26) in accordance with these Rules. The role of the Chair includes, but is not limited to:

- (a) presiding as chair at meetings of the Association, including at Board meetings;
- (b) ensuring that the business and proceedings of the Association are carried out in accordance with these Rules and the resolutions of the Board; and
- (c) administering the general affairs of the Association and the conduct of other business as necessary for the Association.

### 22. Deputy Chair

- 22.1 The Deputy Chair must be elected (under clause 27) or appointed (under clause 26) in accordance with these Rules.
- 22.2 The role of Deputy Chair is to assist the Chair with their duties and to act as Chair in the absence of the Chair.

### 23. Secretary

- 23.1 The Secretary must be elected (under clause 27) or appointed (under clause 26) in accordance with these Rules.
- 23.2 The Secretary must be an individual residing in Queensland or in another State but not more than 65km from the Queensland border.
- 23.3 If a vacancy happens in the office of Secretary, the Board must ensure a Secretary is elected (under clause 27) or appointed (under clause 26) within one month after the vacancy happens. If the Association has not elected an interim officer as Secretary before the incorporation of the Association, the Board must ensure a Secretary is elected (under clause 27) or appointed (under clause 26) within one month after incorporation.
- 23.4 The role of the Secretary includes, but is not limited to:
- (a) attending meetings of the Association and causing proper minutes to be made of the proceedings and all business transacted at all:
    - (i) Board meetings (including Extraordinary Meetings of the Board);
    - (ii) General Meetings (including Annual General Meetings); and



- (iii) meetings of committees;
- (b) conducting the correspondence of the Association;
- (c) being responsible for the safe keeping of all books and records, documents, instruments of title and securities of the Association; and
- (d) keeping the Register of the Association.

## 24. Treasurer

- 24.1 The Treasurer must be elected (under clause 27) or appointed (under clause 26) in accordance with these Rules.
- 24.2 The Treasurer is responsible for the financial affairs of the Association. The role of the Treasurer includes, but is not limited to:
- (a) attending meetings of the Association and causing full and accurate books and accounts to be kept to record the financial affairs of the Association in compliance with any applicable laws;
  - (b) preparing monthly statements for the Board;
  - (c) organising all accounts for audit each Financial Year as set out in clause 33; and
  - (d) preparing the yearly budget.

## 25. Removal of Authorised Representatives and Officers

- 25.1 An individual is not eligible to be an Authorised Representative, member of the Board or Officer if they:
- (a) become bankrupt or make any arrangement or composition with their creditors generally;
  - (b) become of unsound mind or an individual whose estate or person is liable to be dealt with in any way under any law relating to mental health;
  - (c) at any time cease to hold the qualification necessary for that office;
  - (d) cease to be an employee of the relevant Executive General Member; or
  - (e) are dismissed or removed as, or resign from being, or are ineligible or otherwise cease to be, an Authorised Representative under clauses 9 or 25.
- 25.2 An individual must not be dismissed by the Association as a member of the Board or an Officer unless:
- (a) they have been found guilty of:
    - (i) misappropriation of the funds of the Association;
    - (ii) a substantial breach of these Rules;
    - (iii) gross misbehaviour;
    - (iv) gross neglect of duties; or
  - (b) they have ceased to be eligible to hold such a role pursuant to clause 25.1.
- 25.3 An individual will not be found guilty of any of the matters referred to in clause 25.2(a) unless a resolution to that effect is passed at a Board meeting.

- 25.4 If a resolution is proposed at an Board meeting to dismiss an individual as a member of the Board or an Officer under this clause 25:
- (a) the individual in question is entitled to be heard at that meeting prior to voting on the resolution; and
  - (b) a decision of the Board meeting to pass the resolution shall be final and binding, and the individual in question shall not have any right of appeal or review under these Rules.
- 25.5 Subject to clause 25.6, a member of the Board or an Officer may resign from office by giving one month's notice in writing of their intention to do so to the Chair of the Association and such resignation is to take effect upon the expiration of such notice or its earlier acceptance.
- 25.6 Where a member of the Board or an Officer ceases to be an employee of the relevant Executive General Member, the Officer's resignation is effective immediately.
- 25.7 Where a Member is dismissed or resigns from being, or is ineligible or otherwise ceases to be, an Authorised Representative, member of the Board or Officer under this clause 25, the Member does not also cease to be a Member, unless they also:
- (a) resign from being a Member under clause 12;
  - (b) cease to be a Member under clause 13; or
  - (c) these Rules otherwise provide that they cease to be, or are ineligible to be, a Member.
- 25.8 Where a Member:
- (a) ceases to have an Authorised Representative as a result of clause 25; and
  - (b) is not able to validly appoint any other Authorised Representative (for example, because the Member is an individual, or is the sole owner and employee of the Member),
- the Board shall also, as soon as is practicable, resolve that the Member shall cease to be a Member in accordance with clause 13, subject to meeting the requirements of that clause 13 (such as requirements of notice and process).

## 26. Casual Vacancies of Office

- 26.1 An Authorised Representative of an Executive General Member may be appointed by the Board as a replacement for a casual vacancy among the Officers or other members of the Board. Any individual so appointed will hold the office or membership until the conclusion of the next Annual General Meeting of the Association, subject to the provisions of these Rules.
- 26.2 Subject to the provisions of these Rules, the continuing members of the Board may continue to act despite any casual vacancy among the Officers.
- 26.3 Prior to any appointment of an individual under this clause 26, the Secretary (or, if the Secretary is unable or unwilling, the Treasurer) must inform the individual to be appointed of whether or not the Association has public liability insurance and, if so, the amount of the insurance.

## 27. Nomination and Election of Officers and the Board

### **Preconditions**

- 27.1 An Authorised Representative of an Executive General Member is entitled to nominate or be nominated as an Officer or as a member of the Board under these Rules if, at the date of the meeting:
- (a) the Executive General Member's annual subscription is not in arrears; and

- (b) the Executive General Member has paid all other amounts due and payable to the Association under clauses 28 and 29.

### **Nomination**

- 27.2 Not less than 30 days in advance of the date fixed for the Annual General Meeting, the Secretary must invite nominations from the Authorised Representatives of Executive General Members for election:
- (a) to the office of:
    - (i) Chair;
    - (ii) Deputy Chair;
    - (iii) Treasurer;
    - (iv) Secretary; or
  - (b) as a member of the Board who is not an Officer.
- 27.3 At the same time the Secretary is to advise the Authorised Representatives of Executive General Members of the closing date and hour for receipt of nominations as well as the postal address or email address to which nominations must be sent.
- 27.4 Nominations must be in writing on a form approved by the Board and must be signed by the Authorised Representative of the Executive General Member consenting to the nomination. Nominations must be in the hands of the Secretary not less than 10 days before the date of the Annual General Meeting.
- 27.5 On receipt of a nomination for election under this clause 27, the Secretary (or, if the Secretary is unable or unwilling, the Treasurer) must inform the nominee of whether or not the Association has public liability insurance and, if so, the amount of the insurance.
- 27.6 If only one nomination is received for the office of Chair, Deputy Chair, Treasurer or Secretary respectively, then the nominee will be declared elected at the Annual General Meeting.
- 27.7 If the number of nominations received for membership of the Board (excluding nominations as an Officer) is less than or equal to the number of positions available as a member of the Board (excluding positions as an Officer), all of the nominees will be declared elected as members of the Board at the Annual General Meeting.

### **Election**

- 27.8 If more than one nomination is received for the office of Chair, Deputy Chair, Treasurer or Secretary respectively, then an election for that office is to be determined by a secret ballot at the Annual General Meeting.
- 27.9 If more nominations are received for membership of the Board (excluding nominations as an Officer) than the number of positions available as a member of the Board (excluding positions as an Officer), an election for membership of the Board is to be determined by a secret ballot at the Annual General Meeting. The positions available as a member of the Board (excluding positions as an Officer) will be filled by those nominees who receive the most votes from highest to lowest and those nominees will be declared elected at the Annual General Meeting.
- 27.10 In the event that, following a secret ballot conducted in accordance with clause 27.8 or clause 27.9 and having filled as many positions as possible in accordance with those clauses:
- (a) two or more nominees to an office or to membership of the Board receive the same number of votes (**Tied Nominees**) in the relevant ballot; and

- (b) there are less vacant offices, or positions remaining, to which they are nominated, than the number of Tied Nominees,

the chair of the Annual General Meeting shall exercise his or her casting vote under clause 14.11 in order to fill the vacancies and the nominees in whose favour the chair provides his or her casting vote will be declared elected at the Annual General Meeting.

- 27.11 An Officer or Board member will be deemed to remain an Officer or Board member until the conclusion of the Annual General Meeting following the Annual General Meeting at which the Officer or Board member was declared elected, subject to the provisions of these Rules. Officers and Board members will be eligible for re-election.

## PART F – FINANCE, PROPERTY AND ACCOUNTS

### 28. Entrance and Subscriptions

- 28.1 The Board may from time to time fix the entrance fees and annual subscriptions payable by the various classes of membership.
- 28.2 The entrance fee and first annual subscription must be paid within two months of the notification to the Member of the Member's admission to membership provided that a Member admitted after the expiration of 6 months from the start of a Financial Year of the Association is required to pay only one half of the annual subscription for that Financial Year.
- 28.3 The annual subscription is due on the first day of July each year and is payable in advance provided however that the Board may from year to year modify or waive the annual subscription of a Member for any reason which the Board deems sufficient.
- 28.4 The Association may establish subscriptions based on turnover of Members. In such case each Member must provide with the Member's subscription, a statement in writing on a form prescribed by the Board of the value of turnover during the Financial Year preceding that for which the annual subscription is due.
- 28.5 If any Member fails to provide a statement under clause 28.4 when requested to do so, the subscription determined by the Association will be deemed to be due and payable.

### 29. Levies on Members

Upon and subject to the recommendations of the Officers, levies may be imposed on Executive General Members by a resolution at an Extraordinary Meeting of the Board convened for that purpose.

### 30. Recovery of Unpaid Subscriptions and Dues

- 30.1 Subject to the provisions of clause 28.3, if any subscription or other amount payable to the Association by a Member is not paid within 6 months of becoming due, the Member in default will be notified in writing by registered mail to the Member's last known address that payment is overdue.
- 30.2 In the event that the amount is not paid within 2 months after such notification the Secretary may, on the authority of the Board sue on behalf of the Association for the recovery of the amount in a court of competent jurisdiction. Subject to a resolution of the Board under clause 13.2, the Secretary may also in such case remove the Member's name from the Register of the Association, so that they cease to be a Member, but the Member will not thereby be relieved of liability arising

from any of the acts of the Association done prior to the Member's name being removed or of any other liability, actual or contingent, which may have been incurred by the Member.

30.3 The Association shall be entitled to:

- (a) recover any amount owing to it from a Member or former Member;
- (b) prove in the bankruptcy or winding up of a Member or former Member; or
- (c) enter into a deed of company arrangement with a Member or former Member,

notwithstanding that the Member or former Member may have ceased to be a Member under clause 13 or otherwise.

## 31. Income and Property

31.1 The income and property of the Association are to be applied solely towards the promotion of the purposes of the Association as described in clause 3 and exercising the Association's powers.

31.2 Subject to clause 31.3, no part of the income and property of the Association is to be paid or transferred to any Member (directly or indirectly) by way of dividend, bonus or otherwise as profit.

31.3 Nothing contained in these Rules prevents:

- (a) the payment of remuneration in good faith, in return for services actually rendered to the Association by any individual (including any Officer);
- (b) the reimbursement of expenses actually incurred in the discharge of the duties of an office to which any individual has been elected;
- (c) the reimbursement of expenses actually incurred in attending any Board meeting or any meeting of a committee;
- (d) the payment of interest on any money borrowed from or lawfully due to any Member; or
- (e) the Association exercising any other of its powers as described in clause 4 or under these Rules.

## 32. Finance and Accounts

32.1 The Treasurer must cause proper books of account to be kept with respect to moneys received and expended and all financial transactions of the Association.

32.2 All moneys received on account of the Association must be paid into a bank account in the name of the Association established by the Board.

32.3 All cheques drawn on the bank account must be:

- (a) signed by the Treasurer or by another Officer; and
- (b) countersigned by another member of the Board, appointed by resolution of the Board for that purpose.

32.4 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.

32.5 A petty cash account must be kept on the imprest system, and the Board must decide the amount of petty cash to be kept in the account.

32.6 All expenditure must be approved or ratified at a Board meeting.

- 32.7 The property of the Association and such funds as are not required for current purposes will be vested in the name of the Association.
- 32.8 A grant or donation to any recipient is not to be made by the Association unless the Board has:
- (a) satisfied itself that the making of the grant or donation would be in accordance with these Rules; and
  - (b) approved the making of the grant or donation.
- 32.9 On behalf of the Board, 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.

### 33. Audit and Auditor

- 33.1 At least once each Financial Year the accounts of the Association must be submitted for audit by the auditor appointed under clause 33.2. A balance sheet and income and expenditure account must be produced as at the close of the Financial Year and provided to the auditor. The auditor's report must be sent to all Executive General Members not less than 7 days before the date fixed for the Annual General Meeting.
- 33.2 The auditor must be appointed at the Annual General Meeting and must retire at each succeeding Annual General Meeting but will be eligible for re-appointment. If the office of auditor becomes vacant during any Financial Year, the vacancy may be filled by the Board appointing another auditor but the auditor so appointed will retire at the next succeeding Annual General Meeting and will be eligible for re-appointment.

## PART G – POWERS, INDEMNITY AND DISSOLUTION

### 34. Execution of Documents

Any instrument may be executed by:

- (a) any two Officers; or
- (b) by an Officer and:
  - (i) a member of the Board; or
  - (ii) any other individual or individuals as the Board may appoint from time to time for the purpose of executing documents.

### 35. Guidelines

- 35.1 The Board has the power from time to time and at any time to make, alter, vary or repeal Guidelines whether for the conduct of the affairs of the Association or for the performance of the duties of the Board or any committee as it may deem necessary or expedient or convenient for the proper conduct, management and administration of the affairs of the Association, provided that any such Guidelines are not inconsistent with these Rules.
- 35.2 The Secretary must notify all Members in writing of the making, alteration, variation or repeal of a Guideline as soon as reasonably practicable.
- 35.3 Subject to clause 35.4, the making, alteration, variation or repeal of a Guideline will take effect 14 days after notice has been given by the Secretary.

- 35.4 If any Member within 14 days of receipt of such notice makes a written objection to the Secretary, then the relevant Guideline, alteration, variation or repeal thereof shall not take effect until confirmed by the Board.

## 36. Amendment of Rules

- 36.1 Subject to the *Associations Incorporation Act 1981* (Qld), these Rules may be amended, repealed or added to by a Special Resolution carried at a General Meeting.
- 36.2 However, an amendment, repeal or addition is valid only if it is registered by the chief executive as required by the *Associations Incorporation Act 1981* (Qld).

## 37. Notices

- 37.1 A notice or other communication to a Member under or for the purposes of these Rules must be either:
- (a) posted to or left at the address of the Member (and marked to the attention of its Authorised Representative); or
  - (b) with the approval of the Board, sent by email to the email address of the Authorised Representative of the Member.
- 37.2 A notice or other communication to an Authorised Representative under or for the purposes of these Rules must be either:
- (a) posted to or left at the address of the Authorised Representative; or
  - (b) sent by email to the email address of the Authorised Representative.

## 38. Indemnity

- 38.1 Each member of the Board (including Officers):
- (a) will at all times be indemnified out of the funds of the Association against all loss, costs and charges which they may incur or be put to by reason or in consequence of any act, matter or thing done or permitted by them in or about the bona fide execution of the duties of their office or position; and
  - (b) will be chargeable only with as much money as they may actually receive and will not be answerable or accountable for loss unless such loss is sustained through their wilful fault or neglect.
- 38.2 No Member will be liable for:
- (a) the acts, receipts, neglects or defaults of any other Member;
  - (b) joining in any receipt or other act for conformity;
  - (c) any loss or expense happening to the Association through the insufficiency or deficiency of any security in or upon which any of the funds of the Association are invested;
  - (d) any loss or damage arising from the bankruptcy or insolvency or wrongful act of any individual with whom any moneys, securities or effects have been deposited; or
  - (e) any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their office or in relation thereto unless the same shall happen through their own fraud, wilful neglect or default.

## 39. Dissolution

- 39.1 The Association may be wound up by a Special Resolution at a General Meeting convened for that purpose. The notice convening the meeting must specify the intention to wind up the Association.
- 39.2 If upon winding-up or dissolution of the Association and after the satisfaction of all its debts and liabilities, there remains any money, property or other surplus assets whatsoever, such money, property or surplus assets must not be distributed among the Members of the Association, but must be given or transferred:
- (a) to any organisation having objects similar to the objects of this Association and having restrictions on the distribution of funds similar to those of the Association; or
  - (b) to any University or other research organisation for the promotion of research in the Industry,
- as may be determined by the Board.
- 39.3 In this clause 39, 'surplus assets' has the meaning given by section 92 of the *Associations Incorporation Act 1981* (Qld).

## 40. Transitional Provisions

For the avoidance of doubt, any resolution or guideline made by the Association under any previous version of these Rules, or any previous constitution of the Association, will continue to have effect unless that resolution or guideline has been expressly repealed by the Board.

# PART H – DEFINITIONS

## 41. Definitions

- 41.1 In these Rules, unless there is something in the subject or context inconsistent therewith:

**Annual General Meeting** means a General Meeting held annually in accordance with these Rules.

**Associate Member** means an Associate Member as named in the Register of the Association.

**Association** means the Queensland Major Contractors Association Inc..

**Authorised Representative** has the meaning given in clause 9.

**Board** means the management committee consisting of those individuals specified in clause 17.7.

**Chair** means the person elected or appointed to the position described in clause **Error!**

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**Company** means:

- (a) a corporation under section 57A of the *Corporations Act 2001* (Cth);
- (b) an incorporated association under the *Associations Incorporation Act 1981* (Qld); or
- (c) a body incorporated under a law of Queensland, another State or the Commonwealth.

**Deputy Chair** means the person elected or appointed to the position described in clause **Error!**

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**Effective Date** means the date on which the Association is registered as an incorporated association under the *Associations Incorporation Act 1981* (Qld).

**Executive General Member** has the meaning given in the Membership Guidelines.

**Extraordinary Meeting of the Board** means a meeting of the Board conducted in accordance with clause 19.

**Financial Year** means the year ending on 30 June.

**General Meeting** means a meeting of Members held in accordance with clause 15.

**General Member** means a General Member as named in the Register of the Association, being either an:

- (a) Executive General Member; or
- (b) Ordinary General Member.

**Guideline** means a guideline made by the Association in accordance with clause 35.

**Honorary Member** means an Honorary Member as named in the Register of the Association.

**Honorary Membership** means the membership of the Association of an Honorary Member.

**Industry** means the industry of civil engineering construction.

**Innovation and Excellence Award** means the award to recognise innovation and excellence in Civil Engineering infrastructure successfully implemented in Queensland, awarded by the Association in accordance with relevant Guidelines.

**Member** means an Honorary Member, a General Member or an Associate Member of the Association.

**Membership Guidelines** means the Guideline or Guidelines in respect of application for membership.

**Model Rules** means the model rules set out in Schedule 4 of the *Associations Incorporation Regulation 1999* (Qld).

**Officer** has the meaning in clause 20.1.

**Ordinary General Member** has the meaning given in the Membership Guidelines.

**Person** means an individual, partnership or Company.

**Register of the Association** means the register of all Members, Authorised Representatives and Officers maintained by the Secretary in accordance with clause 10.

**Rules** means these Rules of the Association.

**Secretary** means the person elected or appointed to the position described in clause 23.

**Special Resolution** has the meaning in clause 14.10.

**Treasurer** means the person elected or appointed to the position described in clause 24.

**Writing and written** includes any mode of representing and reproducing words in a visible form.

41.2 Words importing the singular number include the plural number and vice versa.