

RULES OF

ZONTA CLUB OF BRISBANE CITY HEART INC



ZONTA CLUB OF
Brisbane
City Heart



TABLE OF CONTENTS

1.	INTERPRETATION	1
2.	NAME	1
3.	OBJECTS	1
4.	POWERS	2
5.	POLICY AND PUBLIC ISSUES	2
6.	MEMBERSHIP	2
7.	CLASSES OF MEMBERS.....	2
8.	NEW MEMBERSHIP – CLASSIFIED MEMBERS	3
9.	REFERRAL PRIVILEGES.....	3
10.	DURATION OF MEMBERSHIP	3
11.	SUSPENSION OR EXPULSION OF A MEMBER	4
12.	LEAVE OF ABSENCE	4
13.	MEMBERSHIP FEES - INITIATION FEES AND ANNUAL DUES	5
14.	REGISTER OF MEMBERS	5
15.	BOARD AND MANAGEMENT COMMITTEE.....	6
16.	ELECTION OF MANANGEMENT COMMITTEE AND BOARD OF DIRECTORS	6
17.	TERMS OF OFFICE OF MEMBERS OF THE MANAGEMENT COMMITTEE AND THE BOARD OF DIRECTORS.....	7
18.	REMOVAL FROM OFFICE OF THE MANAGEMENT COMMITTEE OR AS A DIRECTOR	7
19.	RESIGNATIONS FROM THE MANAGEMENT COMMITTEE OR THE POSITION OF DIRECTOR.....	8
20.	VACANCIES OF THE MANAGEMENT COMMITTEE OR THE BOARD OF DIRECTORS	8
21.	DUTIES AND POWERS OF THE BOARD AND THE MANAGEMENT COMMITTEE	8
22.	SPECIFIC ROLES AND DUTIES OF THE MANAGEMENT COMMITTEE.....	10
23.	NOMINATING COMMITTEE	11
24.	COMMITTEES.....	12
25.	MEETINGS OF THE BOARD AND MANAGEMENT COMMITTEE	12
26.	ADJOURNMENT OF MANAGEMENT COMMITTEE AND BOARD OF DIRECTORS MEETING	13
27.	MINUTES OF MEETING OF MANAGEMENT COMMITTEE AND THE BOARD OF DIRECTORS.....	13
28.	ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS	13
29.	RESOLUTIONS OF MANAGEMENT COMMITTEE AND BOARD OF DIRECTORS WITHOUT MEETING.....	13
30.	GENERAL MEETINGS - PROCEDURAL.....	13

31.	QUORUM OF GENERAL MEETINGS.....	14
32.	CHAIRMAN	14
33.	VOTING AT GENERAL MEETINGS	15
34.	BASIC GENERAL MEETING PROCEDURE	15
35.	ANNUAL MEETING	15
36.	SPECIAL MEETINGS	16
37.	PROXIES	16
38.	MINUTES OF GENERAL MEETINGS.....	16
39.	FUNDS AND ACCOUNTS	16
40.	GENERAL FINANCIAL MATTERS.....	17
41.	FINANCIAL YEAR	17
42.	AUDIT	17
43.	COMMON SEAL	17
44.	COLOURS.....	17
45.	COMMON PROPERTY	17
46.	DISTRIBUTION OF SURPLUS ASSETS	18
47.	INCONSISTENCY	18
48.	AMENDMENT TO THE RULES	18
49.	PUBLIC LIABILITY, & GENERAL INSURANCE.....	19
50.	BOOKS AND DOCUMENTS	19

RULES OF ZONTA CLUB BRISBANE CITY HEART INC

1. INTERPRETATION

1.1 In these Rules:

Act means the *Associations Incorporation Act 1981* (Qld).

Ballot Vote means a system of casting a secret vote enabling a member to vote without revealing position on the issue or candidate.

Chief Executive means the chief executive referred to in the Act.

Objects means the objects of the Association set out in Rule 3.1.

Zonta International means the general not for profit corporation established in the State of Illinois in the United States of America called "Zonta International" which is a global organisation of professionals empowering women worldwide through service and advocacy.

Zonta International Bylaws means the codes of rules developed and published by Zonta International from time to time defining Zonta International's primary characteristics and prescribing how the organisation functions.

Zonta International Rules of Procedure means the rules of procedure developed and published by Zonta International from time to time which refer to the details of the administration of Zonta International and its clubs.

1.2 A word or expression that is not defined in these Rules, but is defined in the Act or in the Zonta International Bylaws has, if the context permits, the meaning given in the Act or the Zonta International Bylaws (as applicable).

2. NAME

2.1 The name of the incorporated association is Zonta Club of Brisbane City Heart Inc (**the Association**). The Association must exist only as a chartered club of Zonta International.

3. OBJECTS

3.1 The objects of the Association are to:

- (a) improve the legal, political, economic, educational, health and professional status of women at the global and local level through service and advocacy;
- (b) work for the advancement of understanding, goodwill, and peace through a world fellowship of members;
- (c) promote justice and universal respect for human rights and fundamental freedoms;
- (d) be united internationally to foster high ethical standards, to implement service programs, and to provide mutual support and fellowship for members who serve their communities, their nations, and the world;
- (e) stimulate the desire of each local member to be of service to support women and girls both internationally and locally in Brisbane and Queensland communities who are facing disadvantage and challenges which disempower them;
- (f) co-operate with other like minded community and not-for-profit organisations who provide services to support women and girls facing disadvantage and challenges which disempower them;

- (g) promote fellowship locally as an opportunity for service and to actively seek to grow the Association's membership base with people from a diverse range of backgrounds (both men and women) who are committed to advocacy and services to support women and girls in the community;
- (h) look for opportunities for members to be able to provide hands on support to complement funding support to maximise outcomes for women and girls in Brisbane and Queensland communities; and
- (i) for such other purposes as the members consider appropriate relating to the objects set out in paragraphs (a) to (h) above.

4. POWERS

4.1 The Association has the powers of an individual.

4.2 The Association may, for example:

- (a) enter into contracts;
- (b) acquire, hold, deal with and dispose of property;
- (c) make charges for services and facilities it supplies, and
- (d) do all other things necessary or convenient to be done in carrying out its duties.

5. POLICY AND PUBLIC ISSUES

5.1 The Association must be secular and must not be affiliated with any political party.

5.2 The Association may express itself about, and become involved in, principles and public issues having a bearing on its Objects, following the guidelines established by the Zonta International.

6. MEMBERSHIP

6.1 The total membership of the Association is unlimited.

6.2 The Association must strive to have a membership composition that is inclusive, diverse and reflective of the objects of Zonta International.

7. CLASSES OF MEMBERS

7.1 The membership of the Association consists of Classified Members, Past International Presidents, and Honorary Members.

7.2 Classified Members:

- (a) Classified Members shall be drawn from women and men with experience in a recognised business or profession who are willing to actively support and implement the objects of Zonta International.
- (b) A Classified Member has all rights and responsibilities of membership, including the right to hold office, to vote and to represent the Association at meetings, except as otherwise provided in these Rules.
- (c) Every Classified Members must be assigned a classification based on the Zonta International Association Manual and the Zonta International Marian de Forest Membership Manual located online at www.zonta.org.

7.3 International President Members:

- (a) The Association may retain as a member or may elect to its membership, without any classification requirement and without additional initiation fee, a past international president.

- (b) A past international president shall be entitled to all membership privileges of the Association.

7.4 Honorary Members

- (a) Honorary Members shall be persons who have distinguished themselves by some unusual service other than their service to Zonta International.
- (b) An Honorary Member shall be entitled to all membership privileges of the Association except those of:
 - (i) holding an elective office or directorship;
 - (ii) making motions and voting; or
 - (iii) representing the Association as a delegate or alternate.
- (c) The Management Committee and the board of directors shall determine the specific tenure of any honorary membership if it so chooses.
- (d) An Honorary Member is exempt from the payment of dues, and the Association must pay the International and District dues of any Honorary Member the Association elects.

8. NEW MEMBERSHIP – CLASSIFIED MEMBERS

- 8.1 Persons with experience in a recognised business or profession who are willing to actively support and implement the Objects of the Association and the objects of Zonta International are eligible for membership as a Classified Member.
- 8.2 The membership committee must review proposals for membership, whether by application or invitation, and present the names of all candidates to the Association's Management Committee and board of directors with its recommendations. If approved by a two-thirds (2/3) vote of the Management Committee and board of directors, the membership committee chairman must extend a written invitation to the person accepted to become a member and notify the Association's members of the same.
- 8.3 There is no right of appeal against rejection of membership.

9. REFERRAL PRIVILEGES

- 9.1 A member of another Zonta International association who wishes to transfer his or her membership to the Association may transfer its Classified Membership to the Association provided that the required membership fees have been paid.

10. DURATION OF MEMBERSHIP

- 10.1 Classified Membership shall be for life except as otherwise provided for in these Rules, the Zonta International Bylaws or the Zonta International Rules of Procedure.
- 10.2 Any member in arrears of dues for sixty (60) days shall forfeit his or her membership. At the option of the Management Committee and the board of the directors, a member whose membership is forfeited for non-payment of dues may be reinstated upon payment of current obligations. The member must pay a reinstatement fee as set from time to time to Zonta International.
- 10.3 A member may resign from the Association by giving written notice of resignation to the secretary.
- 10.4 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.

- 10.5 The notice of resignation of a member must be sent in writing to the Association's President who shall present it to the next meeting of the Management Committee and the board of directors.

11. SUSPENSION OR EXPULSION OF A MEMBER

- 11.1 In addition to any other matter set out in these Rules which may result in the forfeiture of membership, any member of the Association who has acted in a way to injure the good name of Zonta International or to hamper its work may, subject to the following procedure, be expelled by the Association members.
- 11.2 If a complaint in writing against a member for such behaviour is made to the Management Committee or the board of directors, the Management Committee and board of directors must appoint a committee (of at least three members, but no more than five members) for the purpose of the investigation.
- 11.3 The complaint must be in writing and include a statement of the matters of complaint and details of all available evidence.
- 11.4 The committee must give the member an opportunity to respond in writing and may hold a hearing with the member concerned, the complainant and witnesses (if any). The committee must determine who may be present, the venue and the time of any such meeting. The written response must be received, or the hearing must be held within 45 days of date that the member is formally notified of the complaint.
- 11.5 Following receipt of the response from the member or the hearing referred to in rule 11.4, within 30 days the committee must make a recommendation to the Management Committee and the board for a final decision on the removal of the member.
- 11.6 If the board and the Management Committee determine that further action regarding expulsion is necessary, it shall make a recommendation to the Association members for a decision at a meeting of which written notice has been given to all members, including the member the subject of the complaint.
- 11.7 The member concerned shall be entitled to be present for consideration of action to be taken but shall not be entitled to vote. The motion to remove the member must be carried by a two-thirds (2/3) Ballot Vote of the Association's members present at the relevant meeting.
- 11.8 Any such motion must be circulated to all members 14 days prior to the special, general or annual meeting.
- 11.9 The notice of the decision of the Association shall be sent via registered post to the complainant and to the member concerned within 45 days of the date of that notice.
- 11.10 If the member, the subject of the complaint is not satisfied, then the member may appeal the decision to the district board within 45 days from the date on which the notice of decision is mailed to the parties. The district board may expel the member by a two-thirds (2/3) Ballot Vote of the entire elected district board. The decision of the district board must be mailed with proof of service to the complainant and the member concerned.
- 11.11 The decision of the district board may be appealed by the parties to the Zonta International Board in accordance with the Zonta International Bylaws.

12. LEAVE OF ABSENCE

- 12.1 A leave of absence may be granted to a member upon approval of the Management Committee and the board of directors for a period to be determined by the Management Committee and the board of directors.

12.2 A leave of absence excuses a member from participation in Association activities, but a member on leave of absence continues to be obliged to pay all International, District, and Association dues.

13. MEMBERSHIP FEES - INITIATION FEES AND ANNUAL DUES

13.1 The membership fee for each Classified Member shall comprise of an Initiation Fee and an annual payment of Annual Dues (**Membership Fees**).

13.2 The initiation fee shall be that established by Zonta International and shall be paid to Zonta International as a new member fee, upon acceptance of invitation to membership (**Initiation Fee**).

13.3 A former member of the Association or of another Zonta association who is re-elected to membership in accordance with requirements of these Rules, shall be subject to a reinstatement fee as established by Zonta International and which shall be paid to Zonta International.

13.4 The annual dues of a Classified Member is the amount determined by the Management Committee and the board of directors from time to time and shall be established to include International, District and Area (if applicable) and Association requirements (**Annual Dues**).

13.5 Any change in the amount of Annual Dues must be approved by a two-thirds (2/3) majority of the Association members at a general meeting.

13.6 The Annual Dues are payable on or before 1 April each year.

13.7 From these Membership Fees the Association must pay the annual dues and fees of members to Zonta International and to the Zonta District.

14. REGISTER OF MEMBERS

14.1 The Management Committee must keep a register of members of the Association.

14.2 The register of members of the Association must include the following particulars for each member:-

- (a) the full name of a member;
- (b) the postal and/or residential address of a member;
- (c) the date of admission of a member;
- (d) the date of death or time of resignation of the member;
- (e) the details about termination or reinstatement of membership; and
- (f) any other information that the Management Committee and board of directors or the members at a general, special or annual meeting decide.

14.3 The register of members of the Association must be open for inspection by members of the Association at all reasonable times.

14.4 A member must contact the Management Committee to arrange an inspection of the Register. However, the Management Committee may, on application of a member of the Association, withhold information about the member (other than the member's full name) from the register of members of the Association available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

14.5 A member of the Association must not use information obtained from the register of members of the Association for any other purpose than is approved by the Management Committee and the Association's board of directors.

15. BOARD AND MANAGEMENT COMMITTEE

- 15.1 The management committee of the Association consists of a President, at least one and no more than two Vice Presidents, a secretary and a Treasurer and the board of directors (**Management Committee**).
- 15.2 There shall be at least two (2) directors.
- 15.3 A member of the Management Committee and a member of the board of directors must be a member of the Association.
- 15.4 To be eligible for the office of President, the relevant member must have been at some time a member of the board of directors for at least one year.
- 15.5 The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
- (a) a member of the Association elected by the Association as secretary; or
 - (b) any of the following persons appointed by the Management Committee as secretary:
 - (i) a member of the Association's Management Committee;
 - (ii) another member of the Association;
 - (iii) another person.
- 15.6 If the Association has not elected an interim officer as secretary for the Association before its incorporation, the members of the Management Committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- 15.7 If a vacancy happens in the office of secretaries, the members of the Management Committee must ensure a secretary is appointed or elected for the Association within 1 month after the vacancy happens.
- 15.8 If the Management Committee appoints a person mentioned in subrule 15.5(b)(ii) as secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee.
- 15.9 However, if the Management Committee appoints a person mentioned in subrule 15.5(b)(ii) as secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.
- 15.10 If the Management Committee appoints a person mentioned in subrule 15.5(b)(iii) as secretary, the person does not become a member of the Management Committee.
- 15.11 In this rule— **casual vacancy**, on a Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

16. ELECTION OF MANAGEMENT COMMITTEE AND BOARD OF DIRECTORS

- 16.1 At each annual general meeting of the Association, the members of the Management Committee must retire from office, but are eligible, on nomination for re-election.
- 16.2 At each annual general meeting of the Association, the members of the board of directors must retire from office, but are eligible, on nomination for re-election.
- 16.3 At the annual general meeting each financial year, the members of the Management Committee and the board of directors must be elected by Ballot Vote unless there is but one (1) nominee for the office, in which case a voice vote may be taken.

- 16.4 A majority vote of members is required to elect a member of the Management Committee or a director.
- 16.5 At the option of the Association's Management Committee balloting may be conducted by mail via proxy.
- 16.6 A person may be nominated as a member of the Management Committee or a director only if the person—
 - (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.

17. TERMS OF OFFICE OF MEMBERS OF THE MANAGEMENT COMMITTEE AND THE BOARD OF DIRECTORS

- 17.1 The members of the Management Committee and board of directors shall take office on 1 June each financial year.
- 17.2 The members of the Management Committee and the directors must hold office for at least one year or until their successors are elected and take office.
- 17.3 With the exception of the Treasurer who shall serve no more than four (4) consecutive years, no member of the Management Committee or a director is eligible to serve more than two (2) consecutive years in the same office. A member who has served more than half a term in any office shall be deemed to have served a full term.
- 17.4 At the option of the members of the Association, a member who has served previously as a member of the Management Committee or as a director is eligible to serve in the same office again after an intermission.

18. REMOVAL FROM OFFICE OF THE MANAGEMENT COMMITTEE OR AS A DIRECTOR

- 18.1 In addition to the forfeiture of membership, a member of the Management Committee or a director may be removed for cause by the Association members.
- 18.2 Cause for removal from office shall include, but is not limited to, failure without excuse to attend meetings, failure to perform the duties of the position, or acting in such a way to injure the good name of Zonta International or hamper its work.
- 18.3 A complaint against a member of the Management Committee or a Director for such behaviour, received in writing by the board of directors, shall be referred by the board of directors to a committee (of at least three members, but no more than five members) elected by the Association for the purpose of the investigation.
- 18.4 The complaint must include a statement of the matters of complaint and details of all available evidence. Thereafter, the committee shall make a recommendation to the Association members for a decision.
- 18.5 At least fourteen (14) days' notice in writing, emailed or mailed to each member of the matter to be voted on at a special, general or annual general meeting shall be given to all members. The member of the Management Committee or the director, the subject of the complaint shall be entitled to be present for consideration of action to be taken but shall not be entitled to vote.
- 18.6 The motion to remove the member of the Management Committee or the director shall be carried by a two-thirds (2/3) majority vote of the Association members present and voting at the Special Meeting, Annual General Meeting or General Meeting.

18.7 The notice of the decision of the Association shall be sent via registered post to the complainant and to the member of the Management Committee or the Director concerned within 45 days of the date of that notice. If the member of the Management Committee or the board member, the subject of the complaint is not satisfied, then she may appeal the decision to the district board within 45 days from the date on which the notice of the decision is mailed to the parties. The district board's decision will be final.

19. RESIGNATIONS FROM THE MANAGEMENT COMMITTEE OR THE POSITION OF DIRECTOR

19.1 A member of the Management Committee or a director may resign from the Management Committee or from the position of director by giving written notice of the resignation to the secretary.

19.2 The resignation takes effect at:

- (a) the time the notice is received by the secretary; or
- (b) if a later time is stated in the notice – the later time.

20. VACANCIES OF THE MANAGEMENT COMMITTEE OR THE BOARD OF DIRECTORS

20.1 In case of vacancy in the office of President, the Vice President shall become President.

20.2 Vacancies in the Management Committee must be filled by the board of directors or as otherwise determined by the Management Committee and the board of directors, provided that the appointment is approved by the members in general meeting.

20.3 Vacancies in the board of directors may be filled as determined by the Management Committee and board of directors, provided that the appointment as a director is approved by the members in general meeting by a majority vote.

20.4 Additional directors may be appointed by the Management Committee and the directors provided that the Association members approve the appointment at a general meeting by a majority vote.

21. DUTIES AND POWERS OF THE BOARD AND THE MANAGEMENT COMMITTEE

21.1 Subject to these Rules or a resolution of the members of the Association carried at a general meeting, the Management Committee and the board of directors have the general control and management of the administration of the affairs, property and funds of the Association.

21.2 The Management Committee may exercise the powers of the Association:

- (a) to borrow, raise or secure the payment of amounts in a way the members of the Association decide; and
- (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future; and
- (c) to purchase, redeem or pay off any securities issued; and
- (d) to borrow amounts from members and pay interest on the amounts borrowed; and
- (e) to mortgage or charge the whole or part of its property; and

- (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
- (g) to provide and pay off any securities issued; and
- (h) to invest in a way the members of the association may from time to time decide;
- (i) develop coordinated goals and monitor progress towards their achievement;
- (j) supervise the affairs of the Association between meetings, without conflict with Association actions;
- (k) recommend, but not determine, policy, advocacy actions, service projects and donations for adoption by the Association;
- (l) disseminate Zonta International program information to all Association members;
- (m) encourage support of Zonta International and district biennial goals, including the encouragement of Association and individual contributions to the Zonta International Foundation funds;
- (n) approve appointments of committee chairmen submitted by the President;
- (o) receive reports of the committees;
- (p) review financial reports comparing actual versus budgeted income and expenses;
- (q) review and approve all individuals proposed for Association membership;
- (r) evaluate unexcused absences and member resignations;
- (s) approve leave of absence for a specific period of time;
- (t) fill vacancies in any office except that of President;
- (u) consider the budget(s) and present them to the membership for adoption;
- (v) ensure that the Association fulfils its legal liabilities in the country, territory or state and local governmental unit where it is constituted;
- (w) ensure that Association bylaws are updated and aligned with Zonta International Bylaws and also fulfil the legal requirements in the country, territory or state and local governmental unit where it is constituted;
- (x) maintain a policy book;
- (y) consider awarding Association honorary membership to people who have demonstrated distinguished service outside Zonta;
- (z) ensure continuity of leadership and understanding of Association board duties by meeting with the new, incoming Association board prior to its assumption of office;
- (aa) refer written complaints against a member of the Management Committee or a director to a special committee elected by the Association for investigation; and
- (bb) appoint a special committee to investigate written complaints against a member regarding behaviour that has injured the good name of Zonta International or hampered its work.

- 21.3 For subrule 21.2(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
- (a) the financial institution for the Association; or
 - (b) if there is more than 1 financial institution for the Association—the financial institution nominated by the Management Committee;
- 21.4 The Management Committee and the directors have authority to interpret the meaning of these Rules and any matter relating to the Association on which the Rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act and the Zonta International Bylaws. The Management Committee and the directors:
- (a) shall have general supervision of the affairs of the Association between meetings of the Association provided that none of its acts conflict with action taken by the Association; and
 - (b) may act upon routine questions in carrying out established policies but must not determine policy, authorise projects and donations or adopt the budget without obtaining the approval of the members at general meeting.

22. SPECIFIC ROLES AND DUTIES OF THE MANAGEMENT COMMITTEE

- 22.1 The members of the Management Committee of the Association shall perform the duties prescribed by the Association, by these Rules, and by Zonta International Bylaws.
- (a) **President:**
 - (i) The President must preside at all meetings of the Association and of the board of directors and shall be the chief executive officer of the Association and countersign all payment orders and cheques drawn by the Treasurer.
 - (ii) Subject to approval by the other members of the Management Committee and the Association's board of directors, the President shall appoint the chairmen of all Standing Committees and other committees except the Nominating Committee and shall be an ex-officio member of all committees except the Nominating Committee.
 - (b) **Vice President:**
 - (i) In the absence or inability of the President, the Vice President shall perform the duties of President.
 - (ii) The Vice President may serve as a Chairman of a Committee and may be assigned other duties by the Association board of directors.
 - (c) **Secretary:**
 - (i) The secretary shall keep a record of the proceedings of the meetings of the Association and of the board of directors, and perform other duties as assigned by the board of directors from time to time including, but not limited to:
 - (A) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the Chief Executive of the Association;

- (B) keeping copies of all documents, other than correspondence, relating to the Association; and
 - (C) maintaining the register of members of the Association.
 - (ii) The secretary must cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every board of directors meeting, special and general meeting to be entered in a book or on the computer which will be open for inspection at all reasonable times by any member who previously applies to the secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every board of directors meeting shall be signed by the Chairman of that meeting or the chairman of the next succeeding board meeting verifying their accuracy.
 - (iii) The minutes of every general, special and annual general meeting must be signed by the chairman of that meeting or of the next general, special meeting or annual general meeting verifying their accuracy.
 - (iv) The secretary must keep a record of the inward and outward correspondence, including emails with respect to the running of the Association and conduct correspondence not specifically assigned to other officers or committees, and perform other duties as assigned by the board of directors from time to time.
- (d) Treasurer:
 - (i) The Treasurer shall be responsible for the funds of the Association.
 - (ii) The Treasurer must disburse these funds by cheque or other commonly used means of payment, as directed in accordance with the approved budget.
 - (iii) The Treasurer shall make monthly reports to the Association and the board of directors.
 - (iv) Within 30 days after the close of the financial year, the Treasurer shall prepare, a statement containing particulars of:-
 - (A) income and expenditure for the financial year just ended;
 - (B) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of the year. All accounts shall be audited and all the statements referred to in this Rule shall be examined by the auditor who shall present his/her report 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. No later than forty-five days (45) after the term of office ends, the former Treasurer shall turn all records over to the Treasurer.

23. NOMINATING COMMITTEE

- 23.1 At the annual general meeting, the Association may elect a Nominating Committee, of at least (3) members for the next year.

- 23.2 The Chairman of the Nominating Committee shall be elected by a majority vote of its members. The Chairman of the Nominating Committee, as recommended in the current Zonta International Association Manual, should not be the current President.
- 23.3 It shall be the duty of the Nominating Committee to nominate one (1) or more members for each office or directorship to be filled at the annual election.
- 23.4 The Nominating Committee shall report the state of officers, directors, and members of the Nominating Committee at the business meeting prior to the annual general meeting unless otherwise directed by the Association. Additional nominations may be made from the floor, provided the consent of the nominee has been obtained.
- 23.5 Members of the Nominating Committee may be removed by the members passing a resolution at a general meeting if the member of the Nominating Committee has failed to perform the duties of the position or has acted in such a way as to injure the good name of Zonta or hamper its work. The removal procedure set out in Rule 18 will apply.
- 23.6 Vacancies in the Nominating Committee shall be filled by the Association board of directors.

24. COMMITTEES

- 24.1 There must be at least the following standing committees of the Association and such other standing and special committees as the Management Committee and the board of directors authorize to achieve biennium goals – the responsibilities of two or more committees may be combined:
- (a) Standing committees shall be: Membership, Advocacy, and Service.
 - (b) Other standing and special committees may include: Attendance Committee; Fellowship Committee; Intercity Committee; Newsletter Committee; Program Committee; Public Relations Committee; Amelia Earhart Committee; Fundraising Committee.
 - (c) Ad hoc committees may be appointed at the discretion of the President.
- 24.2 The Association's President shall appoint the committee chairmen, subject to approval by the board of directors.
- 24.3 Committees shall report regularly to the Management Committee and the board of directors and to the Association.

25. MEETINGS OF THE BOARD AND MANAGEMENT COMMITTEE

- 25.1 The board of directors and members of the Management Committee shall hold at least monthly meetings unless otherwise determined by the Management Committee and the board during. The Management Committee must decide how a meeting is to be called.
- 25.2 Notice of the board of directors and Management Committee meetings must be emailed or mailed to each member or announced at the previous board meeting.
- 25.3 The agenda for each board of directors and Management Committee meeting must be prepared in advance of the meeting by the President and/or the secretary and circulated to the Management Committee and directors prior to the time scheduled for the meeting.
- 25.4 The majority of the members of the board of directors and the Management Committee shall constitute a quorum.
- 25.5 In the absence of a quorum, business requiring a vote must be postponed.

25.6 The Association board of directors and Management Committee may conduct its business through the use of electronic communication.

26. ADJOURNMENT OF MANAGEMENT COMMITTEE AND BOARD OF DIRECTORS MEETING

26.1 If there is no quorum within 30 minutes after the time fixed for a Management Committee and board of directors meeting called on the request of members of the committee, the meeting lapses.

26.2 If there is no quorum within 30 minutes after the time fixed for a Management Committee and board of directors meeting called other than on the request of the members of the committee—

- (a) the meeting is to be adjourned for at least 1 day;
- (b) the members of the Management Committee and board of directors who are present are to decide the day, time and place of the adjourned meeting; and
- (c) If, at an adjourned meeting mentioned, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

27. MINUTES OF MEETING OF MANAGEMENT COMMITTEE AND THE BOARD OF DIRECTORS

27.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee and board of directors meeting are entered in a minute book.

27.2 To ensure the accuracy of the minutes, the minutes of each Management Committee and board of directors meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

28. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

28.1 An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.

28.2 Rule 28.1 applies even if the act was performed when there was a defect in the appointment of a member of the Management Committee, director, subcommittee or person acting as a member of the Management Committee.

29. RESOLUTIONS OF MANAGEMENT COMMITTEE AND BOARD OF DIRECTORS WITHOUT MEETING

29.1 A written resolution signed by the majority of the members of the Management Committee and the board of directors is as valid and effectual as if it had been passed at a Management Committee /director meeting that was properly called and held.

29.2 A resolution mentioned in Rule 29.1 may consist of several documents in like form, each signed by one (1) or more members of the Management Committee or the board of directors.

30. GENERAL MEETINGS - PROCEDURAL

30.1 The purpose of a general meeting of the Association is to conduct the business of the Association which must conform to the guidelines as set out by the current Zonta Association Manual distributed by Zonta International.

- 30.2 Unless otherwise ordered by the Association or by the Management Committee and the board of directors, at least 10 general meetings must be held during each financial year.
- 30.3 The secretary or President may call a general meeting of the Association.
- 30.4 The secretary will state the date of the next general meeting in the minutes of the previous general meeting of the Association.
- 30.5 A notice of each general meeting must be emailed or mailed to each member or included in the monthly newsletter emailed or mailed to each member prior to the time scheduled for the general meeting.
- 30.6 The procedure and content of each general meeting must follow the guidelines set out by the current Zonta International Club Manual.
- 30.7 The agenda of the general meeting must be prepared in advance of the meeting by the President and/or secretary and be circulated to the members prior to the time scheduled for the general meeting.

31. QUORUM OF GENERAL MEETINGS

- 31.1 The quorum for a general meeting of the Club is at least the number of members elected or appointed to the Club's Management Committee at the close of the Club's last general meeting plus one. However, if all members of the Club are members of the Club's Management Committee, the quorum is the total number of members less one.
- 31.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 31.3 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of the members of the Association, shall lapse. In any other case it shall stand adjourned to such day and at such other time and place as the Management Committee and board of directors 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.
- 31.4 The chairman of the General Meeting 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 the original meeting. Save as before, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

32. CHAIRMAN

- 32.1 The President shall preside as Chairman, or if there is no President, or if she or he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the First Vice-President shall be chairman or if the First Vice-President is not present or is unwilling to act then Second Vice-President shall be chairman or if the Second 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.
- 32.2 The Chairman shall maintain order and conduct the meeting in a proper and orderly manner.

33. VOTING AT GENERAL MEETINGS

- 33.1 Every question, matter or resolution shall be decided by a majority of votes of the members present.
- 33.2 Every Classified Member and Past International President present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote.
- 33.3 Voting shall be by a show of hands unless a Ballot Vote is requested and approved by a majority vote of members.

34. BASIC GENERAL MEETING PROCEDURE

- 34.1 The basic procedure to be adopted at general meetings is as follows:
- (a) call the meeting to order and welcome any guests;
 - (b) call for apologies;
 - (c) review and approval of minutes of previous meeting, asking for "corrections" and including all changes. Until approved, the minutes constitute a draft document;
 - (d) correspondence;
 - (e) business arising from the minutes or unfinished business;
 - (f) reports of Association board, Treasurer and standing committees;
 - (g) new business on the agenda;
 - (h) any other business and general discussion;
 - (i) guest speaker;
 - (j) announcements/date of next meeting; and
 - (k) closing.

35. ANNUAL MEETING

- 35.1 The Association meeting in May of each financial year shall be known as the annual general meeting.
- 35.2 The annual general meeting shall be for the purpose of receiving reports of the activities of the Association, the election and installation of the members of the Management Committee and directors to the Association board, and for any other business that may arise.
- 35.3 Subject to compliance with the Act, the business to be transacted at every annual general meeting is the following:-
- (a) the receiving of the report of the board of directors and the statement of income and expenditure, assets and liabilities, charges and securities affecting the property;
 - (b) the receiving of the auditor's report upon the books and accounts for the proceeding financial year;
 - (c) the appointment of the auditor; and
 - (d) electing the Management Committee and directors.
- 35.4 The quorum of the annual general meeting is in accordance with Rules 31.1 to 31.4.
- 35.5 The voting rights of the members at an annual general meeting is in accordance with Rule 33

35.6 The Chairman of an annual general meeting is determined in accordance with Rule 32

36. SPECIAL MEETINGS

36.1 The secretary must call a special meeting by giving each member of the Association notice of the meeting within ten (10) days after:

- (a) being directed by the President to call such a meeting; or
- (b) receiving a written request of five members of the Association.

36.2 The business to be transacted at the special meeting shall be limited to that mentioned in the notice of the meeting

37. PROXIES

37.1 An instrument appointing a proxy must be in writing and be in the form set out in Schedule 1.

37.2 The instrument appointing a proxy must be signed by the appointer or the appointer's attorney properly authorised in writing.

37.3 A proxy may be a member of the Association or another person.

37.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a Ballot Vote.

37.5 Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote. If the proxy is not given before the start of the meeting the proxy cannot be counted towards the vote.

37.6 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be the form set out in Schedule 1 with clear indication that the appointer is enforcing paragraph (ii) of the proxy. Otherwise, the proxy may vote as the proxy considers appropriate.

38. MINUTES OF GENERAL MEETINGS

38.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting, annual general meeting and special meeting are entered in a minute book.

38.2 To ensure the accuracy of the minutes the minutes of each general, annual general meeting and special meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting, verifying their accuracy.

38.3 If asked by a member of the Association, 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.

38.4 The Association may require the member to pay the reasonable costs of providing copies of the minutes.

39. FUNDS AND ACCOUNTS

39.1 The funds of the Association shall be deposited in the name of the Association in such recognised financial institution as the board of directors may from time to time direct.

- 39.2 Proper books and accounts shall be kept and maintained either in written or printed form or on computer showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature. All monies shall be deposited as soon as practicable after receipt.
- 39.3 All amounts of one hundred dollars (\$100) or over shall be paid either by cheque or electronic funds transfer (**EFT**).
- 39.4 Cheques must be signed by any two of the President, Treasurer, secretary or other member authorised from time to time by the Management Committee and the board of directors. Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recouplements which may be open.
- 39.5 Where EFT is used to make payment, the Treasurer and the President must authorise the payment. The Treasurer uses a token to initiate the EFT payments and the President authorises payment using an authorisation number. In the absence of the approval of the President, all payments must be made by cheque.
- 39.6 The Management Committee and the board of directors shall determine the amount of petty cash which shall be kept on the imprest system.
- 39.7 All expenditure must be approved or ratified at a meeting of the Management Committee and the board of directors.

40. GENERAL FINANCIAL MATTERS

- 40.1 The Treasurer must, as soon as practicable after the end date of each financial year, ensure the financial statement for its last reportable financial year is prepared.
- 40.2 The income and the property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

41. FINANCIAL YEAR

- 41.1 The financial year of the Association shall be from 1 June to 31 May, inclusive.

42. AUDIT

- 42.1 The Board shall cause the Association financial records to be audited or reviewed by a certified public accountant or a chartered accountant independent of the Board.
- 42.2 For purposes of the audit, the books shall be closed at the end of the financial year.

43. COMMON SEAL

- 43.1 The common seal must contain the words Zonta Club of Brisbane City Heart Inc.
- 43.2 The common seal must be kept securely by the Management Committee and the board of directors.
- 43.3 The common seal must only be used under the authority of the Management Committee and board of directors.
- 43.4 Each instrument to which the common seal is affixed must be signed by any two of the President, secretary or other member authorised from time to time by the Management Committee and board of directors.

44. COLOURS

- 44.1 The official colours and emblem of the Association shall be mahogany and gold.

45. COMMON PROPERTY

- 45.1 All property, real, personal or mixed, legal or equitable, acquired by the Association by grant, purchase, gift, bequest or devise, shall be its common property.
- 45.2 The income and property of the Association shall be used and applied solely in promotion of its Objects and in the exercise of its powers as set out in this Rules and no portion shall be distributed, paid or transferred to or amongst the members of the Association.
- 45.3 Nothing in this Rules shall prevent the payment in good faith:
- (a) to any such member of the Association in respect of moneys advanced by that member to the Association or otherwise owing by the Association to that member; or
 - (b) of remuneration to any officers or servants of the Association; or
 - (c) to any member of the Association or other person in return for any services actually rendered to the Association; or
 - (d) 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.

46. DISTRIBUTION OF SURPLUS ASSETS

- 46.1 If the Association is wound up in accordance with the provisions of the Act and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Association and must be distributed in accordance with Rule 46.2.
- 46.2 Any property or funds of the Association shall be given or transferred to the Zonta Area Board, Zonta District Organisation, Zonta International Organisation or to some other institution or organisation having objects similar to the objects of the Association, such institutions or organisations are to be determined by the members of the Association.

47. INCONSISTENCY

- 47.1 To the extent that there is any inconsistency between these Rules and the Zonta International Bylaws (in place from time to time), the Zonta International Bylaws will prevail provided that there is no inconsistency with the Act.

48. AMENDMENT TO THE RULES

- 48.1 Subject to the Act, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any annual, general or special meeting called for that purpose.
- 48.2 The resolution to amend the Rules shall be carried by 75% of the Association members present and entitled to vote at the special meeting, annual meeting or general meeting called for that purpose, provided that such amendment is not inconsistent with the Act, Zonta International Bylaws or Zonta International Rules of Procedure and further provided that notice of such proposed amendment shall have been sent to each member at least ten (10) days before the meeting.
- 48.3 Written notice of a proposed special resolution, and the time and place of the meeting at which it is proposed to move the resolution, must be given, before the general, annual or special meeting, to each member of the Association who has a right to vote on the resolution. The notice must state the terms of the proposed special resolution.

- 48.4 A special resolution, about which notice has not been given under this Rule, has no effect.
- 48.5 A declaration by the person presiding at the meeting that a resolution has been passed at the meeting by the votes of 75% of the members who are present and entitled to vote on the resolution is conclusive evidence of the fact, unless a poll is demanded at the meeting.
- 48.6 However an amendment, repeal or addition is valid only if it is registered by the Chief Executive.
- 48.7 Once the conditions stated in this Rule 48 have been met, the Office of Fair Trading must be informed within three months and the prescribed fee paid or the revised Rules will be deemed invalid.

49. PUBLIC LIABILITY, & GENERAL INSURANCE

- 49.1 Public liability insurance will be provided to all Association members and volunteers engaged in the Association's activities or projects. Zonta District 22 Organization is responsible for providing such insurance.
- 49.2 The Association is responsible for any insurance regarding Association property or assets.

50. BOOKS AND DOCUMENTS

- 50.1 The Management Committee and the Association's board of directors must ensure the safe custody of books, documents of title and securities of the Association.

SCHEDULE ONE – PROXY FORM

ZONTA CLUB OF BRISBANE CITY HEART INC

Proxy Form

I,

of

being a member of the Association, appoint

.....

of

- (i) As my proxy to vote on any motion as the proxy may consider appropriate
- (ii) As my proxy to present the specific motions attached with *in favour of* or *against* clearly defined. (Strike out irrelevant *Rule* or information)

For me on my behalf at the (annual), (general) or (special) meeting of the Association, to be held at :- (venue).....this.....day of.....20.....

Commencing at.....am/pm

and at any adjournment of the meeting.

Signed this.....day of 20.....

.....
Signature

.....
Authorising Member