



Genealogical Society of Queensland Inc.

Constitution 2023

Constitution

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1. Name

The name of the association is **Genealogical Society of Queensland Inc. (GSQ)**

2. Type

- i. The association is a not-for-profit body incorporated under Queensland's *Associations Incorporation Act 1981*.
- ii. Genealogical Society of Queensland Inc. is an inclusive association and welcomes members as well as visitors and contributors.

3. Objects

- i. To promote community awareness of the study of genealogy, family history, local history, and allied fields.
- ii. To preserve all our heritage with research and stories of ethnically diverse families, and related archival material.
- iii. To foster research on genealogy, family history and local history through access to resources, publications, presentations, education, and the teaching of skills.

4. Powers

- i. The association has the powers of an individual under the *Associations Incorporation Act 1981*.
- ii. The association may:
 - a) enter into contracts;
 - b) acquire, hold, deal with and dispose of property;
 - c) make charges for services and facilities it supplies; and
 - d) undertake other things necessary or convenient to be done in carrying out its affairs.

5. Model Rules

The model rules of the *Associations Incorporation Act 1981* do not apply.

6. Members at incorporation

The members of the association are those members not in arrears in the register of members of the Genealogical Society of Queensland Inc.

7. Membership

- i. Any natural person or organisation who supports the objects of the association and agrees to abide by its constitution and by-laws is eligible to apply for membership.
- ii. The association has two categories of membership:
 - a) natural persons; and
 - b) organisations.
- iii. The number of members is unlimited, except where specified in the by-laws.

8. Register of members

- i. The Management Committee will maintain a register of members which will record for each member –
 - a) the full name of the member;
 - b) the postal or residential address of the member;
 - c) the date of admission as a member;
 - d) the date of resignation or death of the member;
 - e) details about the termination or reinstatement of membership; and
 - f) any other particulars the Management Committee or the members at a General Meeting decide.
- ii. Apart from the Secretary or other person authorised by the Management Committee, no member has direct access to the register of members. By arrangement with the Secretary, members may inspect their own entry in the register but may not sight the particulars of other persons. A copy may be made of that portion of the register with a member's own particulars, and given to them, in the presence of a person authorised by the Management Committee.
- iii. Persons authorised by the Management Committee may extract membership details for statistical and other purposes.
- iv. The Management Committee will ensure the register is secured against unauthorised access, use, modification, disclosure, or other misuse. Information derived from the register will be used only in a manner relevant to the interests of the association.
- v. Every access by a member to the register, requesting their personal details, will be recorded together with date and time, in the Management Committee's minutes.
- vi. The Management Committee may, on application from a member of the association, withhold from the register information available for inspection about that member (other than the member's full name), where the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

9. Prohibition on use of information on register of members

- i. The Management Committee may approve the use or disclosure of information obtained from the register.
- ii. A member of the association will not –
 - a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable, or commercial purposes; or
 - b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable, or commercial purposes.

10. Voting rights

- i. Each member will be entitled to one vote:
 - a) at the election of Management Committee members at an Annual General Meeting or General Meeting;
 - b) for special resolutions at a General Meeting; and
 - c) for all other business.
- ii. A member is not eligible to vote until their membership is approved by the Management Committee.

11. Application for membership

- i. Application for membership is made to GSQ in the manner prescribed by the Management Committee and accompanied by the membership fee.
- ii. On receipt of a new membership application, or application for reinstatement of former membership, and verification of the payment of the applicable membership fee, the Secretary will submit the application to the Management Committee for approval or rejection, at the next Management Committee meeting. Until approval is granted the membership is provisional.
- iii. After approval of membership, the member may apply to the Secretary at any time to become a life member on payment of the fee as recommended by the Management Committee from time to time and approved by members. A life member thereby becomes exempt from further annual membership fees.
- iv. After approval of the application, the Secretary will cause to be entered membership details in the register of members and will advise the member of the decision of the Management Committee.
- v. Should the Management Committee reject the application, the Secretary will notify the applicant of that decision as soon as is practicable. The Management Committee is not required to provide any reasons to the applicant for its decision.

12. Appeal against rejection of membership application

- i. A person whose application for membership has been rejected may give the Secretary written notice of the person's intention to appeal against the decision.
- ii. A notice of intention to appeal will be given to the Secretary within one month after the person receives the written notice of the decision.
- iii. If the Secretary receives a notice of intention to appeal, the Secretary will, within one month of receiving the notice, call a Management Committee meeting to decide the appeal process.
- iv. A Management Committee meeting to decide an appeal will be held within three months after the Secretary receives the notice of intention to appeal. At the meeting, the applicant will be given a full and fair opportunity to show why the application should not be rejected. Also, the Management Committee and those of its members who rejected the application will be given a full and fair opportunity to show why the application should be rejected.

- v. An appeal will be decided by a majority vote of members present at the Management Committee meeting.
- vi. If a person whose application for membership has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary will, as soon as practicable, refund the membership fee paid by the person.

13. Membership rights not transferable

All rights of a member are not transferable and end when membership ceases.

14. Membership fees

- i. Membership fees will be determined by members from time to time at a General Meeting and will be payable when and in the manner the Management Committee decides.
- ii. The Management Committee may at its discretion institute concessions or other alleviating measures which modify the manner, timing, or amount of a membership fee.
- iii. No part of any membership fee will be refunded to a person who ceases to be a member, except at the discretion of the Management Committee.

15. Cessation of membership

A member ceases to be a member when any of the following take place -

- a) the member resigns from the association;
- b) the member dies;
- c) the member is expelled from the association;
- d) when membership renewal is in arrears;
- e) when the member is convicted of an indictable offence.

16. No entitlements

No member is entitled to any benefit of membership while their membership fee is in arrears, subject to alleviating conditions.

17. Resignation

- i. A member may resign from the association by giving notice of resignation to the Secretary and that resignation takes effect on the date the Secretary receives the notice, or if a later date is stated, at that later date.
- ii. A member who has resigned from the association remains liable for any debt that is owed to the association at the time of resignation. The debt owed may be recovered by the association.
- iii. A member who has resigned from the association is not entitled to a refund, rebate, relief, or credit for membership fees paid, or payable, to the association.

18. Grievance procedures

- i. The grievance procedure applies to disputes under this constitution between a member and another member or members, or between a member and the Management Committee, or between a member and the association.
- ii. Parties to a dispute will attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- iii. If the parties to a dispute are unable to resolve the dispute between themselves within the 14 days, the parties will within 10 days from that time notify the Management Committee of the dispute and agree to the appointment of an independent, unbiased, mediator.
- iv. The mediator will be either a person chosen by agreement between the parties, or a person appointed by the Management Committee, or a person recommended by the Queensland Law Society.
- v. Application for a mediation can be provided by the Department of Justice and the Attorney General on application. The Dispute Resolution Branch do not charge a fee for mediation if they accept to facilitate it. Alternative mediation would be at the cost of the instigator of the grievance.
- vi. The mediator will ensure natural justice is accorded to all parties to the dispute throughout the mediation process and will not determine the outcome of the dispute as that mediator would no longer be such but become an arbiter.
- vii. The complainant member may appoint any person to act on the member's behalf other than the mediator.
- viii. The association will not take disciplinary action against the complainant member, or a member appointed to act on behalf of the complainant, until the grievance procedure has been completed.
- ix. If the mediation does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the *Associations Incorporation Act 1981* or otherwise at law.

19. Suspension or expulsion

- i. The Management Committee may decide to suspend a member's membership or to expel a member from the association if in the reasonable opinion of the majority of Management Committee members it is considered that -
 - a) the member has breached this constitution and/or by-laws;
 - b) the member acts detrimentally to the interests of the association.
- ii. Where the Management Committee considers that a member has acted in a manner detrimental to the association, that behaviour will be recorded in a resolution by the Management Committee to suspend or expel the member on specific grounds to be determined at a Management Committee meeting.
- iii. The Secretary will give the member written notice of the proposed resolution to suspend or expel at least 21 days before the Management Committee meeting at which the proposed resolution is to be considered.

- iv. The notice given to the member will state -
 - a) when and where the Management Committee meeting is to be held;
 - b) the grounds on which the proposed suspension or expulsion is based; and
 - c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written and/or oral submissions to the Management Committee about the proposed suspension or expulsion.
- v. At the Management Committee meeting, the Management Committee will –
 - a) give the member, or the member's representative, a reasonable opportunity to make written and/or oral submissions to the Management Committee about the proposed suspension or expulsion;
 - b) give due consideration to any submissions so made; and
 - c) decide –
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the association.
- vi. A decision of the Management Committee to suspend the member's membership or to expel the member from the association will take immediate effect.
- vii. The Management Committee will give the member written notice of the Management Committee's decision, and the reasons for the decision, within seven days after the Management Committee meeting at which the decision is made.
- viii. A member whose membership is suspended or who is expelled from the association may, within 14 days after receiving notice of the Management Committee's decision, give written notice to the Secretary requesting the appointment of a mediator under clause 18.
- ix. If notice is given under clause 19, the member who gives the notice and the Management Committee are the parties to the mediation.
- x. During the period a member's membership is suspended, the member –
 - a) loses any membership benefits, including voting rights; and
 - b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the association.
- xi. When a member's membership is suspended, the Secretary will record in the register of members –
 - a) that the member's membership is suspended;
 - b) the date on which the suspension takes effect; and
 - c) the period of the suspension.
- xii. When the period of the suspension ends, the Secretary will record in the register of members that the member's membership is no longer suspended.
- xiii. Any member who believes that the affairs of the association are being conducted in a manner that is oppressive or unreasonable can apply to the Supreme Court for an order under the *Associations Incorporation Act 1981*.

20. Management Committee

- i. The affairs and undertakings of the association will be managed by a Management Committee comprising a President, a Vice-President, a Secretary, a Treasurer, and not more than seven other Management Committee positions.
- ii. A member of the Management Committee will be an adult, and a member of the association who has not been disqualified under the *Associations Incorporation Act 1981*, expelled under this constitution, or incapacitated by ill health.
- iii. The Management Committee will not function with fewer than seven members and therefore no more than four member positions may be vacant at any one time.
- iv. No President, Vice-President, Secretary or Treasurer will continue in the same position for more than five consecutive years, although such member may be elected to other positions on the Management Committee and may be re-elected to the position previously occupied after a lapse of two or more years.
- v. Where no member is prepared to nominate for the office of President, Vice-President, Secretary or Treasurer when the incumbent has completed five consecutive years, members of the association may at a General Meeting agree to extend the term of office until the next Annual General Meeting.

21. Functions of Management Committee

- i. Subject to this constitution or a resolution of the members of the association carried at a General Meeting, the Management Committee has the general control and management of the administration of the affairs, property, and funds of the association.
- ii. 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 decide; and
 - b. to invest in a way the members of the association may from time to time decide.

22. Management Committee member responsibility

i. Duty of care and diligence

A member of the Management Committee will exercise their powers and discharge their duties in the best interests of the association with the degree of care and diligence that a reasonable person would exercise.

ii. Duty to prevent insolvent trading

The members of the Management Committee collectively and the members personally have a duty to prevent the association from trading while insolvent. If the association is insolvent at the time a debt was incurred, or becomes insolvent by incurring the debt it is an offence for every person who took part

in the Management Committee meeting where the offence occurred, unless they -

- a) can prove that the debt was incurred without their authority or consent;
- b) can prove that they did not take part in the management of the association when the debt was incurred because of illness or some other good reason;
- c) had reasonable grounds to expect that the association was solvent when the debt was incurred and would remain solvent.

23. Management Committee vacancies

- i. A position on the Management Committee will become vacant if a member of the Management Committee -
 - a) is disqualified;
 - b) is removed as a member of the association; or
 - c) resigns from the Management Committee in writing to the Secretary.
- ii. A position on the Management Committee will be forfeited where a member is absent from three consecutive meetings of the Management Committee or is absent from four meetings during the Management Committee year, without previously having been granted leave of absence by the Management Committee.
- iii. When a casual vacancy occurs the Management Committee may appoint any member of the association to fill such vacancy until the next Annual General Meeting. The Management Committee may at any time remove such an appointed member of the Management Committee.
- iv. If the number of members on the Management Committee falls below the minimum of seven, the Management Committee will act either to increase the number of members or to call a General Meeting of the association but will not act for any other purpose.

24. Management Committee meetings

- i. The Management Committee may exercise all powers of the association other than those required to be dealt with in a General Meeting or in an Annual General Meeting.
- ii. The Management Committee will meet at least every two months, and preferably each month.
- iii. The Management Committee may hold meetings using any technology that reasonably allows members to participate in discussions as they happen.
- iv. A meeting of the Management Committee may be convened by the Secretary at any time, or by the Secretary upon the request of four Management Committee members and held within 21 days.
- v. If the President is not present within 15 minutes after the time fixed for the start of the meeting, the Vice-President, or in the absence of the Vice-President, the members present will choose one of their number to preside at the meeting.

- vi. Matters arising at any meeting which require resolution by vote will, in the event of a tie, be decided in the negative.
- vii. Where business needs to be transacted outside of meetings of the Management Committee, a resolution, approved by a majority of the Management Committee, will be as valid as if it had been passed at a duly convened meeting of the Management Committee. In the event of a tie, the motion will be decided in the negative.
- viii. A Management Committee member having any personal or pecuniary interest in any business dealings of the association, will disclose that interest to the Management Committee, will withdraw from a meeting of the Management Committee during discussion on that dealing, and will not vote with respect to that dealing.

25. Management Committee quorum

- i. A quorum for a meeting of the Management Committee will be half the number of elected and appointed members plus one.
- ii. The Secretary will ensure the agenda for each Management Committee meeting is sent to Management Committee members at least five days before the meeting and it is incumbent upon members to advise the President and other members of any likely conflict of interest.
- iii. The Management Committee member presiding at the meeting will either ensure the quorum is present, or adjust the agenda, or make alternative arrangements. Where a quorum is not present due to, for example, one or two members declaring a conflict of interest on an item of business on the Management Committee agenda, and thereon standing aside, that item cannot be resolved until a quorum is present excluding those who have declared the conflict of interest.

26. Management Committee minutes

- i. Full and accurate minutes will be recorded of all matters, resolutions and other proceedings at each Management Committee meeting.
- ii. To verify their accuracy, minutes of each Management Committee meeting will be signed by the member who presided at the meeting, or by the member presiding at the next Management Committee meeting.
- iii. Management Committee minutes are confidential to members of the Management Committee.
- iv. A Management Committee member will not communicate, publish, or cause to be published, any proceedings of a Management Committee meeting, or meeting of an authorised committee of the Management Committee, unless –
 - a) The Management Committee gave authority for the member to do so; and
 - b) That authority was recorded in the minutes of the meeting of the Management Committee at which it was given.

27. Delegation of Management Committee powers

The Management Committee may delegate any of its powers and responsibilities (except the power to delegate) to sub-committees of the Management Committee, or to committees of members, or to any member appointed to an office for special duties. Such committees will conform to any direction of the Management Committee.

28. Appointment or removal of Secretary

- i. The Secretary will be a member of the association. Election for that office is sought at the Annual General Meeting. Where no member is nominated for election as Secretary, or a nominee for Secretary withdraws the nomination, a member of the association may be appointed by the Management Committee as Secretary until the next Annual General Meeting.
- ii. Should the office of Secretary become vacant the Management Committee will appoint a Secretary or ensure a Secretary is elected at a General Meeting within one month of the vacancy occurring.
- iii. The Management Committee may at any time remove a Secretary appointed by the Management Committee.

29. General Meetings of members

- i. General Meetings of members may be convened -
 - a) by the Management Committee; or
 - b) at the request of members.
- ii. General Meetings of members may be held in person and/or using any technology that reasonably allows members to hear and take part in discussions as they happen.
- iii. On any matter before a General Meeting (except for a special resolution) any motion will be decided by a majority of votes.
- iv. On any motion before a General Meeting, voting will be conducted by members present and by absentee vote. Absentee voting will be carried out as per clause 39.
- v. The number of members to constitute a quorum at any General Meeting will be double the number of elected Management Committee members plus one.
- vi. A special resolution may be put before members at a General Meeting to reach decisions on matters of particular importance specified under the *Associations Incorporation Act 1981*. A special resolution will require to be passed by 75% of members present and by absentee vote.
- vii. A declaration by the person presiding at a General Meeting that a special resolution has been passed by 75% of members present and by absentee vote will be conclusive evidence of the decision.

30. General Meetings convened by the Management Committee

- i. The Management Committee may convene a General Meeting whenever it thinks fit.
- ii. When the Management Committee convenes a General Meeting at least 14 days' notice will be communicated to members. The notice will set out the venue and time of the meeting and the nature and order of the business to be transacted.
- iii. Any business may be considered at a General Meeting, providing the mover and seconder of every motion have lodged with the Secretary a signed written notice of the motion; and the motion has been included in the notice of meeting.

31. Proceedings at General Meetings convened by the Management Committee

- i. The President will preside at a General Meeting convened by the Management Committee, or if the President is not present within 15 minutes of the time appointed for the meeting, or the Vice-President, the Management Committee members present will choose a Management Committee member to preside at the meeting. Where no Management Committee members are present or unable to act, the members will select one of their number to preside at the meeting.
- ii. If within 15 minutes from the time appointed for the meeting a quorum of members is not present, the meeting will stand adjourned either to the same day in the next week at the same time and place, or as the Management Committee determines.
- iii. If at an adjourned meeting a quorum is not present within 15 minutes of the time appointed for the adjourned meeting, then the number of members present will constitute a quorum.
- iv. Any meeting at which a quorum of members is present may be adjourned, but no business will be transacted at the adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

32. General Meetings convened at members' request.

- i. A General Meeting will be convened by the Secretary within 21 days upon receiving a written request stating the purpose of the meeting and signed by members totalling double the number of elected Management Committee members plus one.
- ii. At least 14 days' notice of the General Meeting will be communicated to members. The notice will set out the venue and time of the meeting and the nature and order of the business to be transacted.
- iii. The resources of the association will be available for calling such meetings.

33. Proceedings of General Meetings convened at members' request.

- i. Members present may select a Management Committee member to preside at the meeting or select one of their number to preside at the meeting.
- ii. If within 15 minutes from the time appointed for the meeting members totalling double the number of elected Management Committee members plus one are not present, consideration of the matter will lapse.

34. Minutes of General Meetings

- i. The Secretary will ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are kept.
- ii. To verify their accuracy, the minutes of each General Meeting will be signed by the person who presided at the meeting, or the person presiding at the next General Meeting.
- iii. If requested by a member of the association, the Secretary will within 28 days of receiving the request, provide a copy of those minutes to the member.
- iv. The names of all members present at the General Meeting will be recorded either in the minutes or in an attendance record which will be attached to those minutes.

35. Purpose and quorum of an Annual General Meeting

- i. The purpose of an Annual General Meeting is to elect those members who will constitute the Management Committee and manage the affairs of the association during the following year and conduct business as per Clause 36 iii.
- ii. The quorum for the Annual General Meeting will be double the number of elected Management Committee members plus one.

36. Calling an Annual General Meeting

- i. An Annual General Meeting will be called not later than six calendar months after the end of the financial year.
- ii. Annual General Meetings may be held in person and/or using any technology that reasonably allows members to hear and take part in discussions as they happen.
- iii. Business to be conducted at the Annual General Meeting is –
 - a) Confirmation of the minutes of the previous Annual General Meeting;
 - b) President to present an annual report on behalf of the Management Committee;
 - c) Treasurer to present the financial statements and audit report for the preceding financial year, present a budget for the upcoming financial year, confirm Public Liability Insurance cover;
 - d) Appointment of a registered company auditor, if required;
 - e) Presentation of Convenor and Special Interest Group reports;
 - f) Any other business;
 - g) Election of Management Committee members (under the control of the Returning Officer)

37. Returning Officer and Scrutineer

- i. A Returning Officer and a Scrutineer will be appointed by the Management Committee at least six weeks before the Annual General Meeting. The Returning Officer will control the election process. The scrutineer represents the interests of nominating candidates in the validation and counting of the votes.
- ii. Neither the Returning Officer nor the scrutineer will be an employee of or hold office in the association.

38. Election of Management Committee members

- i. Nominations for members of the Management Committee will be called by the Returning Officer not later than six weeks before the Annual General Meeting.
- ii. Each nominee will be nominated by two members in a manner prescribed by the Management Committee.
- iii. The Returning Officer will peruse nominations to ensure each comply with requirements and display accepted nominations, together with supporting statements, on the members only section of the association's website, and on the main noticeboard of the association at least 35 days before the election.
- iv. Members will receive information on the nominees, together with other electoral material, not later than 35 days before the election.
- v. Where four nominees separately seek one of the President, Vice-President, Secretary or Treasurer offices, those nominees will be declared elected unopposed to the office sought. Where there is more than one candidate for the same office, a ballot will be taken by the Returning Officer for that office. Unsuccessful nominees for President, Vice-President, Secretary or Treasurer offices may choose to nominate for one of the other seven member positions.
- vi. Where there are more than seven nominations for the other seven member positions, the Returning Officer will conduct a ballot.
- vii. Should any vacancies for Management Committee positions remain unfilled, such vacancies may be filled by the members present at the meeting.
- viii. A nominee may advise the Returning Officer of withdrawal of their nomination at any time prior to the vote on that position.

39. Absentee vote

- i. Members who seek to vote on election of Management Committee members, but are unable or unwilling to attend the meeting, may apply to the Secretary for an absentee vote. The Secretary will inform the Returning Officer who will as soon as possible provide the applicant with the ballot paper, information on the nominees for election to the Management Committee, names of their proposers and the procedure to be followed, not later than 14 days before the election.

- ii. Members who seek to vote on other business on the agenda may apply to the Secretary for an absentee vote. The Secretary will inform the Returning Officer who will as soon as possible provide the applicant with the ballot paper, information on agenda items, and the procedures to be followed, not later than 14 days before the election.
- iii. Absentee votes may be delivered personally to the Secretary or posted or sent electronically. The Secretary will record the name of each member making an absentee vote and the date received and will deliver all absentee votes to the Returning Officer without delay.
- iv. To be valid an absentee vote will be received by the Returning Officer not later than 24 hours before the Annual General Meeting.

40. Voting at an Annual General Meeting

- i. In accordance with the agenda, all members of the Management Committee will vacate their offices which will become open to election by nominees for office.
- ii. Election of each office will be determined by;
 - a) ballot;
 - b) majority vote by the members present and by absentee vote.
- iii. The elected members of the Management Committee will hold office from the conclusion of the meeting.

41. Minutes of an Annual General Meeting

- i. Full and accurate minutes will be kept of proceedings including reports, nominations for office and the election of members of the Management Committee, together with a record of any presentations to members and a guest speaker's address.
- ii. To verify their accuracy, minutes of the Annual General Meeting will be signed by the person presiding at the meeting, or by the person presiding at the next General Meeting or Annual General Meeting.
- iii. The names of all members present at the meeting together with the names of absentee voters will be recorded in an attendance record which will be attached to those minutes.

42. Financial year

The end date of the association's financial year is 30th June in each year.

43. Treasurer

- i. The Treasurer is a member of the Management Committee and is elected by members at an Annual General Meeting, or at a General Meeting convened by the Management Committee.
- ii. A person accepting the nomination as Treasurer would preferably hold accounting qualifications or have equivalent practical experience.

44. Control of funds

- i. The association will keep accounting records in the name of the association in such manner as to fairly present its financial operations.
- ii. The accounting records will be kept at the office of the association, or wherever the Management Committee determines, and will always be open to inspection by members of the Management Committee.
- iii. The association will keep its financial records within Queensland for at least seven years.

45. Charity endorsement

The association will seek endorsement as a charity by the Australian Charities and Not-for-profits Commission.

46. Deductible Gift Recipient (DGR)

The association will seek Deductible Gift Recipient (DGR) status from the Australian Tax Office to receive donations for specific purposes in furtherance of the objects of the association.

47. Revocation of DGR Status

The association will transfer any surplus gifts, deductible contributions, and related money to another DGR with a similar charitable purpose if it -

- i. Is dissolved or wound up, or
- ii. Has its DGR endorsement revoked.

48. Prohibition on application of funds

- i. The income and property of the association will be used solely in furtherance of its objects and exercising the association's powers. No portion will be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the association.
- ii. No payment will be made to any member of the Management Committee other than for out-of-pocket expenses incurred by that member in the performance of duty as a member of the Management Committee where the amount payable does not exceed an amount previously approved by the Management Committee.
- iii. Payment may be made to a member of the Management Committee or other member for any service rendered to the association in a professional or technical capacity.

49. Financial statements and reports

At meetings of the Management Committee, the Treasurer will present such financial reports as the Management Committee requests, for Management Committee approval.

50. Liability for association debts

No member of the association, other than members of the Management Committee who acted to trade while insolvent, is personally liable to contribute to the payment of the debts and liabilities of the association or the costs, charges and expenses of winding-up of the association.

51. Indemnity

Every person authorised to act for the association may be indemnified against any liability or cost in defending any proceedings whether civil or criminal incurred in such capacity, in which judgement is given in their favour or they are acquitted.

52. Public Liability Insurance

The association will carry public liability insurance as determined by the Management Committee and inform all prospective and new members of details of this cover.

53. Winding up, application of surplus assets

- i. The association may be dissolved at a General Meeting convened for that purpose and dissolution resolved by a special resolution of those eligible to vote who are present in person and/or using agreed communications technology. Such resolution may give instructions for the disposal of any assets or property held by or in the name of the association if any remains after satisfaction of all debts and liabilities.
- ii. In the event of the association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities will be transferred to another association in Queensland with similar purposes which is not carried on for the profit or gain of its individual members.

54. Execution of contracts and documents

The execution of a contract or document by GSQ will be legally effective if executed in any manner described under the *Associations Incorporation Act*.

55. Safe custody

The Management Committee will ensure the safe custody of the registers, books, documents, instruments of title, and securities and instruments of the association.

56. Provision for By-laws

- i. The Management Committee may make, amend, or repeal by-laws for the internal management of the association.
- ii. A by-law may be set aside by a vote of members at a General Meeting of the association where a motion to that effect has been placed on the agenda for the meeting.

57. Alteration of Constitution

This constitution may be amended or repealed by a special resolution carried at a General Meeting. Such amendment or rescission is valid only when it is registered by the Chief Executive under the *Associations Incorporation Act 1981*.

DEFINITIONS AND INTERPRETATIONS

In this constitution, unless there is something in the subject or context which is inconsistent:

- the singular includes the plural and vice-versa;
- the words “writing” and “written” include any other mode of representing or reproducing words, figures, drawings, or symbols in a visible form;
- where any word or phrase is defined, any other part or speech or other grammatical form of that word or phrase has a cognate meaning;
- a reference to any statute, proclamation, rule, code, regulation, or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it;
- headings do not form part of or affect the construction or interpretation of this constitution.

Absentee Vote means a vote by a member who is unable or unwilling to attend (e.g., due to disability or travel distance) an Annual General Meeting to vote in person, or to vote at a General Meeting where a special resolution is required under the Act and for which all members have received due notice. Absentee votes will be received not later than 24 hours before a vote is taken.

Act means the *Associations Incorporation Act 1981*, the *Associations Incorporation and Other Legislation Amendment Act 2020*, and the Associations Incorporation Regulations 1999 under the Act.

Adult means a natural person who has reached the age of eighteen years.

Annual General Meeting means the Annual General Meeting of members convened in accordance with this constitution.

Association means Genealogical Society of Queensland Inc.

Complainant member means a member who has a dispute or grievance with another member or members, with the Management Committee, or with the association.

Constitution means this constitution as amended or supplemented from time to time.

Deductible Gift Recipient means approval by the Australian Tax Office to receive donations for which the donor is entitled to claim a tax deduction.

Financial Year means that twelve-month period ending on 30th June each year.

General Meeting means a General Meeting of members convened in accordance with this constitution.

In Arrears means membership subscriptions not paid by the due date of renewal.

Life member is a class of member who has purchased the class by paying a prescribed subscription and is exempted thereafter from the payment of an annual membership fee.

Management Committee means that elected or appointed body of members responsible for managing and controlling the affairs of the association.

Management Committee meeting means a meeting of members of the Management Committee held in accordance with this constitution to transact business of the association.

Management Committee member means any person holding a position on the Management Committee of the association and having authority to act for the association.

Majority means a simple majority where the number of members voting in the same way on a motion equals or exceeds the required percentage of those present in person at the time of the vote, provided that a sufficient

number of members are present, or accepted as being present through agreed communications technology, to form a quorum.

Member is a natural adult person who holds membership in the association and is entitled to vote.

Natural Person means an individual human being.

Office means the street address or addresses for the time being of the association.

Resolution means a motion that requires a majority of those members voting in person in favour of the resolution provided that due notice has been given to the members.

President means the person holding that office and any acting President.

Register means the register of members to be kept pursuant to the Act and includes personal and membership particulars.

Returning Officer means the person given authority by the Management Committee to conduct the election process, including voting, validity assessment of absentee votes, and counting.

Secretary means the person elected as the association's Secretary under the Act.

Scrutineer means the person who has the right to represent the nominees for election as members of the Management Committee during the voting by eligible members in person and/or using agreed communications technology, or by absentee vote.

Special Resolution means a resolution passed by 75% of eligible members present at a General Meeting and/or using agreed communications technology or using an absentee vote which has to be received by the Secretary at least 24 hours prior to voting. Special resolutions are resolved at a General Meeting provided due notice has been given to members of that resolution and it is included on the notice paper for the meeting.

Suspension means the express powers of the Management Committee to suspend members under the *Associations Incorporation Act 1981* and the constitution.

Treasurer means the member of the Management Committee responsible for the finances of the association.

Vote means a vote conducted in writing, in person and/or using agreed communications technology.

Written Notice to a member means any communication under the authority of the Management Committee communicated to a member personally, or by post to the address recorded in the register of members, or electronically, as applicable.

Written Notice from a member means any printed form of communication to the association's postal address or to the Secretary's email address.

GENEALOGICAL SOCIETY OF QUEENSLAND INC.

BY-LAWS

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INTERPRETATION

These By-laws should be read in conjunction with the Genealogical Society of Queensland Inc. Constitution.

BY-LAW 1. PATRONS

The Management Committee may appoint Patrons to further the objects of the association. Patrons need not be members of Genealogical Society of Queensland Inc.

BY-LAW 2. MEMBERSHIP CATEGORIES

GSQ has two membership categories -

- a. Natural person category
- b. Organisation category

BY-LAW 3. NATURAL PERSON MEMBERSHIP CATEGORY

- a. **Single member:** a single member is a natural person who receives a single membership, enjoys all benefits of membership, is entitled to vote, and may hold office.
- b. **Dual member:** two natural persons of the same family can purchase a dual membership at a reduced membership fee, as determined by the Management Committee, and be classed as dual members. Each of the dual members has the same membership benefits, entitlement to vote, and may hold office, but will receive only one copy of all communications and documents.
- c. **Single life member:** a single life member is a natural person who purchases a life membership at the price determined by the Management Committee, has all membership benefits but never again pays an annual fee.
- d. **Dual life member:** two natural persons of the same family, resident at the same address, can purchase a dual life membership at a reduced life membership fee, as determined by the Management Committee, and be classed as dual life members. Each of the dual life members has the same membership benefits, entitlement to vote, and may hold office, but will receive only one copy of all communications and documents.
- e. **Honorary life member:** where GSQ may confer on a natural person member the honour and title of "Honorary Life Member" if –
 - a) the member to be so honoured has been nominated for the honour by two members;
 - b) the nomination has been received by the Secretary one month prior to the date of the General Meeting at which the nomination is to be considered;
 - c) the nominators will clearly state, in writing, the history of the member's outstanding services to GSQ and to genealogy in Queensland for a period of not less than 10 years;
 - d) the title of "Honorary Life Member" will be conferred upon any member so nominated if –

- i. the nomination appears in the agenda of the General Meeting at which the nomination is to be considered;
 - ii. a written report of the member's history of service or the nominators' reports accompany the nomination to be considered at the General Meeting;
 - iii. two-thirds of those present and entitled to vote at the General Meeting vote in favour of the nomination.
- e) an Honorary Life Member is entitled to all the benefits of membership without payment of any membership fee.

BY-LAW 4. ORGANISATION MEMBERSHIP CATEGORY

i. Affiliate group member

- a) Any appropriate not-for-profit group, organisation, association, or other body, whether incorporated or unincorporated, is welcome to affiliate as a group with GSQ. An appropriate affiliate group will espouse objects similar to those of GSQ.
- b) An affiliate group and GSQ will operate as separate and financially independent organisations.
- c) An affiliate group may be represented in GSQ by a nominated representative who:
 - i. is entitled to be heard at meetings, and to have one vote, but cannot move or second motions and cannot hold office; and
 - ii. does not have the right to act or speak for or on behalf of GSQ.
- d) An affiliate group may enter into reciprocal co-operative and service arrangements with GSQ to the mutual benefit of both organisations.
- e) The annual fee for an affiliate group will be twice the annual membership fee for a single member of GSQ.
- f) Affiliate group member rights:
 - i. An affiliate group can use the words "Affiliate Group of Genealogical Society of Queensland Inc." on its letterhead and display material but does not have the right to use the GSQ logo or to use GSQ letterheads, whether adapted or not.
 - ii. Will receive one copy of any journal and newsletter produced by GSQ.
 - iii. Will receive two membership numbers which are to be retained by the affiliate group Secretary and issued temporarily to any two group members at any one time.
- g) Affiliate group member benefits:
 - i. Any two affiliate group members will have access to GSQ resources on presentation of an affiliate membership number.
 - ii. Any two affiliate group members will have access to MyGSQ at any time.
 - iii. Any two affiliate group members may attend meetings of Special

Interest Groups of GSQ as laid down in By-Law 9.

- iv. Where affiliate group members contract GSQ researchers to undertake research, they will be required to pay the published GSQ research fees as indicated on the GSQ website.
- h) Cessation of affiliate group membership:
 - i. An affiliate group may sever its arrangement with GSQ at any time by written notice to the Secretary.
 - ii. GSQ may ask an affiliate group to show cause why its arrangement with GSQ should not be severed if its objects change and no longer align with those of GSQ.
 - iii. Affiliate group membership will cease if the annual fee is in arrears for longer than one month.

ii. Corporate group member

- a) Any registered company which supports the objects of GSQ may inform the Secretary of its interest in becoming a corporate group member of GSQ.
- b) The admission of such a group will be negotiated directly with the Management Committee.
- c) The subscription for a corporate group will be four times the annual fee of a single member.
- d) Corporate group member rights:
 - i. The corporate group may have two nominated representatives who will be heard and have specified membership benefits, have one vote, but cannot move or second motions and cannot hold office.
 - ii. The corporate group will have no right to use the GSQ logo or to use GSQ letterheads, whether adapted or not.
 - iii. The corporate group will receive one copy of any journal and newsletter produced by GSQ.
 - iv. The corporate group will receive two membership numbers which are to be retained by the corporate group Secretary and issued temporarily to any two corporate group representatives at any one time.
- e) Corporate group member benefits:
 - a) Any two nominated representatives will have access to GSQ resources on presentation of a GSQ membership number as issued to the corporate member.
 - ii) Any two nominated representatives will have access to MyGSQ at any time.
 - iii) Any two nominated representatives will have access to GSQ seminars at member rates on presentation of a GSQ membership number.

- iv) Any two nominated representatives may attend meetings of SIGs as laid down in By-Law 9.
- v) Where nominated representatives of the corporate member contract GSQ researchers to undertake research, they will be required to pay the published GSQ research fees as indicated on the GSQ website.
- f) Cessation of corporate group membership:
 - i) A corporate group member may sever its arrangement with GSQ at any time by written notice to the Secretary.
 - ii) GSQ may ask a corporate group member to show cause why its arrangement with GSQ should not be severed if its objects change and no longer align with those of GSQ.
 - iii) Corporate group membership will cease if the annual fee is in arrears for longer than one month.

BY-LAW 5. NUMBERS OF MEMBERS

- i. The numbers of natural person members will be unlimited except the number of Honorary Life Members will be limited to 10 at any one time.
- ii. The number of Organisation Members will be unlimited.

BY-LAW 6. MEMBERSHIP FEES

i. Membership fees

- a. The Management Committee will recommend the proposed amount of the annual membership fee to the Annual General Meeting for agreement.
- b. The annual membership fee will be paid at such time and in such manner as the Management Committee determines.
- c. The Management Committee may at its discretion:
 - i. determine that no fee is payable by a member or members, in whole or in part in a given year;
 - ii. include a range of concessions for new memberships and for renewal of membership;
 - iii. extend the time for a member to pay the fee.
- d. No member whose fee is in arrears may claim any GSQ right or privilege unless subject to the previous clause.

ii. Membership fees in arrears

Any member whose membership fee is in arrears:

- a) will not have access to GSQ resources;
- b) will not be eligible to serve on the Management Committee, or any sub-committee of the Management Committee, until all fees are paid; and

- c) will not be entitled to nominate for office, propose or second any resolution, or to vote at any meeting.

iii. **Lapsed memberships**

- a) A membership is deemed to have lapsed if fees are in arrears.
- b) Former members re-joining GSQ may retain their original membership number, if technically feasible.

BY-LAW 7. MEMBERSHIP IDENTIFICATION

- i. All members will be provided with a membership number.
- ii. Every member will register entry and departure from the resource centre.

BY-LAW 8. DISABILITY SUPPORT

Those members who depend on a support worker may be accompanied by that support worker who is not required to be a member of GSQ.

BY-LAW 9. YOUTH SUPPORT

Anyone under 18 years of age who wants to undertake historical research, including family history, may do so without charge, provided they are accompanied by a responsible adult who takes full responsibility for their conduct and ensures other researchers are not disrupted.

BY-LAW 10. DAY VISITORS

- i. A non-member may use the resource centre as a day visitor by payment of a sum as determined by the Management Committee.
- ii. Visitors will record their details as requested in the attendance register.

BY-LAW 11. SPECIAL INTEREST GROUPS (SIG)

i. **Purpose of Special Interest Groups**

A special interest group is a community within GSQ having a shared interest in advancing a specific area of knowledge, learning, or technology, whose members cooperate to meet, share information, solve problems, and organise events.

ii. **Special Interest Groups (SIG)**

- a) GSQ and the SIG agree to work together for the betterment of GSQ and the specific area of knowledge, learning or technology of interest to the SIG.
- b) All members of GSQ and any two representatives of Affiliate and Corporate group members are eligible to attend any SIG meeting.
- c) Guests of GSQ may attend two meetings of a SIG before being required to join GSQ.
- d) A SIG will be managed by a convenor who is selected by the SIG members, or a committee selected by SIG members.

- e) A SIG will maintain a list of its current members and ensure its members are financial members of GSQ, which will be periodically audited.
- f) A SIG will not charge a membership fee, but may seek donations from its members to use for various purposes, including the purchase of relevant research resources which will become the property of GSQ;
- g) A SIG may apply to the Management Committee for a specific spend outside of their capacity;
- h) A SIG may conduct its meetings in whatever format it chooses.
- i) GSQ will provide meeting facilities either at its premises or virtually to the SIG;
- j) GSQ will provide insurance cover for the SIG and its volunteers throughout Australia;
- k) Each SIG will bank its funds in the GSQ operating account, in liaison with the GSQ Treasurer, and its funds will be separately identified in GSQ's chart of accounts;
- l) A SIG agrees not to have bank accounts or hold funds outside of the GSQ account;
- m) GSQ will provide monthly financial reports to the SIG;
- n) The SIG's funds can be used in the manner agreed by the members of the SIG and will be for the benefit of its members and of GSQ;
- o) The SIG can withdraw funds from the account by submitting a request to the Treasurer using approved forms. Any such request will not be unreasonably withheld.

iii. **New Special Interest Group (SIG)**

- a) Members of GSQ may apply to the Management Committee to establish a SIG. The applicants will provide information on the numbers supporting the SIG formation, name a convenor or committee to manage SIG affairs, and provide a meeting schedule.
- b) The SIG will use a name approved by the Management Committee. The name will take the form for external correspondence of "GSQ (name of special interest) Special Interest Group".

BY-LAW 12. OUTSIDE EVENTS

Where a member, with the prior approval of the Management Committee, represents GSQ at an outside event, either as a speaker or undertaking specific tasks as directed, the following rules will apply for those wishing to claim reimbursement of expenses incurred:

- i. Members travelling to an event using their own vehicle may claim the kilometres (km) travelled at the rate per km set by the Australian Taxation Office at the time. Members using public transport may claim fares incurred, including any unavoidable travel by taxi and fare rides from a railway station or bus terminal to the venue for the event.

- ii. The Management Committee may approve payment of an agreed fee to any member speaking at an approved event.
- iii. Members who need overnight accommodation for a speaking engagement and are not being reimbursed by the organisation which invited them, may claim reasonable reimbursement for their accommodation, at a level pre-agreed by the Management Committee.