CONSTITUTION

of the

Friends of the Queensland Police Museum Incorporated

Registered No: IA35872

As amended 26 June 2024

1 Interpretation

(1) In this Constitution, unless the contrary intention appears–

Act means the *Associations Incorporation Act 1981.*
Association means Friends of the Queensland Police Museum Incorporated.
Committee means the Management Committee.
FQPM means Friends of the Queensland Police Museum Incorporated.
Member means member of the Association and includes ordinary members, junior members, school members, corporate members, paid life members, honorary life members and patron.
Museum means the Queensland Police Museum.
Museum Curator means the Curator of the Queensland Police Museum.
Police Commissioner means the Commissioner of the Queensland Police Service pursuant to the provisions of the Police Service Administration Act 1990.
Police Commissioner's Nominee means a person authorised in writing to represent the Commissioner of Police.
Present when used in relation to the conduct of a meeting means:

(a) at a management committee meeting, see rule 23(6); or
(b) at a general meeting, see rule 37(2).
(2) A word or expression that is not defined in this Constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.

2 Name

The name of the incorporated association is the Friends of the Queensland Police Museum Incorporated (***the association***).

3 Objects

The objects of the Association are:

(1) To support the Queensland Police Museum in interpreting and communicating the history of policing and by such other ways and means the Museum Curator may from time to time determine.

(2) To assist in the acquisition of collection items for the Museum by purchase, gift or otherwise, two and three dimensional materials of any nature whatsoever which may be considered to be of use to the Museum as determined by the Museum Curator.

(3) To provide a forum for the exchange of ideas and information between persons having an interest in or knowledge of the history of policing in Queensland.

(4) To obtain gifts of money to service projects of the Museum and its collections, or other projects that enhance the appreciation Queensland Police heritage.

(5) To discuss and develop positive perceptions by residents, visitors and the broader community about Queensland Police heritage and related heritage places.

(6) To publish or assist the publication of any work consistent with the objects of the Association.

(7) To stimulate as broader membership of the Association as possible.

(8) To develop productive relationships between the Queensland Police Museum, the Queensland Police Service and the wider community and for this purpose to cooperate and/or associate with any other body or association having similar or allied aims.

(9) To enhance and effectively share knowledge about Queensland Police heritage by promoting related movable cultural heritage in the community.

(10) To give due weight to any advice and/or recommendations of the Museum Curator or the Police Commissioner’s Nominee.

(11) To do all acts or things as may be deemed necessary or incidental to the achievement of similar objectives.

(12) To restore, refurbish, enhance, preserve or acquire sites/objects of Queensland Police historical or heritage significance.

(13) To act in a positive and constructive way that is supportive of the Queensland Police Museum and the Queensland Police Service generally, in the pursuit of any of these objects.

4 Powers

In pursuance of the above objects, the Association shall have power to:

(1) Exercise the powers of an individual.

(2) Hold meetings and to organise and conduct activities in the name of the Association.

(3) Produce publications which will inform members about relevant events, practices, procedures and personnel involved in and associated with the Association and the Museum.

(4) Accept any monetary gift whether subject to a trust or not.

(5) Be a conduit of information of the wider membership concerning two and three dimensional collection items either held by or exhibited in the Museum or which may be of interest to the Museum.

(6) Borrow or raise money in such manner and on such terms as the Association may think fit or as may be approved or directed by resolution passed at a general meeting and secure the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or overall or any of the real or personal property of the Association.

(7) Enter into any arrangements with any Government or authority, Federal, State, local or otherwise, that may seem conducive to attaining the Association's objects and obtaining from such Government or authority any rights, privileges and concessions which the Association

may think is desirable to obtain and carrying out, exercising and complying with such arrangements rights privileges and concessions;

(8) The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

(9) Establish and support or aid in the establishment and support of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit the Museum or other entities, such as members;

(10) The Association may, for example:

(a) enter into contracts; and

(b) acquire, hold, deal with and dispose of property; and

(c) make charges for services and facilities it supplies; and

(d) do other things necessary or convenient to be done in carrying out its affairs.

(11) Do anything whatsoever that a person not under a legal disability could do and which is lawful for an Association to do, and

(12) Do all such other lawful things as are incidental or conducive to the attainment of the objects of the Association or exercise any powers specified in the foregoing provisions;

In pursuance of the above objects, the Association does not have the power to:

(13) Accept objects or images on behalf of the Museum; or

(14) Direct the Museum Curator to undertake Museum or historically related projects.

5 Classes of Members

The membership of the Association shall consist of the following classes of members:

(1) **Ordinary Member**

Any person eighteen years and over may become an Ordinary Member on completing and signing the Association's application form and the payment, if any, of the prescribed annual subscription and is thereafter bound by the rules of the Association. Ordinary Members are entitled to the right to vote, the right to be elected to the Committee and the right to

be elected as an Office Bearer. The number of ordinary members is unlimited.

(2) **Junior Member**

Any person under eighteen years of age may become a Junior Member on completing and signing the Association's application form and the payment if any, of the prescribed annual subscription. Junior Members are not required to pay an annual subscription. Junior Members are entitled to receive all membership benefits to which Ordinary Members are entitled, except the right to vote, the right to be elected to the Committee and the right to be elected as an Office Bearer.

(3) **School Member**

Any school may become a member on the completion and signing of the Association's application form by a duly authorised officer of said school and the payment if any, of the prescribed annual subscription and is thereafter bound by the rules of the Association. School Members are entitled to receive all membership benefits to which Ordinary Members are entitled, except the right to vote, the right to be elected to the Committee and the right to be elected as an Office Bearer.

(4) **Corporate Member**

A corporation may become a member on the completion and signing of the Association's application form by a duly authorised officer of said corporation and the payment if any, of the prescribed annual subscription and is thereafter bound by the rules of the Association. Corporate members are entitled to receive all membership benefits to which Ordinary Members are entitled, except the right to vote, the right to be elected to the Committee and the right to be elected as an Office Bearer.

(5) **Paid Life Member**

Paid Life Member describes a financial Ordinary Member (having been an Ordinary Member for a minimum of one year) who wishes to show their support for the objects of the Association by renewing their membership at the level of Paid Life Member and by paying the prescribed fee for this member category. The fee level for Paid Life Member will be set by the Committee from time to time.

(6) **Honorary Life Member**

Honorary Life Members are selected by a vote of the Committee and are entitled to receive the same benefits of membership extended to Ordinary Members who subscribe to the Association under Rule 6(4).

(7) **Patron**

Patrons are selected by a vote of the Committee and are entitled to receive the same benefits of membership extended to Ordinary Members who subscribe to the Association under Rule 6(4).

6 Membership

(1) An applicant for membership of the Association must be proposed by one member of the association (the ***proposer***) and seconded by another member (the ***seconder***).

(2) An application for membership must be:

(a) in writing; and
(b) signed by the applicant and the applicants proposer and seconder;

and

(c) in the form decided by the management committee.

(3) The Committee has the power:

(a) To appoint a Patron or Patrons of the Association;
(b) To appoint Honorary Life Members of the Association;
(c) To admit to Corporate membership any corporation or other body of persons of which the Committee approves, upon the completion and signing of the Association's application form by a duly authorised officer of said corporation and the payment, if any, of the annual subscription for corporate members by the corporation or other body.

(4) A right, privilege or obligation of a person by reason of his membership of the Association:

(a) is not capable of being transferred or transmitted to another person; and
(b) terminates upon the cessation of his/her membership.

7 Membership Fees (Subscriptions)

(1) The membership fee for each ordinary membership and for each other class of membership (if any):

(a) is the amount decided by the members from time to time at a general meeting; and
(b) is payable when and in the way, the Committee decides.

(2) The Committee has the power to reduce the amount of the annual subscription payable by:
(a) two or more Ordinary Members who are ordinarily resident in the same household;
(b) waive or reduce the annual subscription payable by Ordinary or Corporate Members who make a gift or donation to the Museum or in recognition of services provided by the member to the Museum or the Association who are pensioners, fulltime students or impecunious at the time the subscription is payable; and
(c) prescribe a different amount of annual subscription for each membership category.

8 Admission and Rejection of Members

(1) The Management Committee must consider an application for membership at the next Committee meeting held after it receives;

(a) the application for membership; and
(b) the appropriate membership fee for the application.

(2) The Committee must decide at the meeting whether to accept or reject the application.

(3) If a majority of the Committee members present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member to the class of membership applied for.

(4) The Secretary of the Association must, as soon as practicable after the Committee decides to accept or reject an application, give the applicant a written notice of the decision.

(5) The Committee must ensure that, as soon as possible after the person applies to become a member of the Association and before the Committee considers the persons application, the person is advised:

(a) whether or not the association has public liability insurance; and
(b) if the Association has public liability insurance, the amount of the insurance.

9 When Membership Ends

(1) A member may resign from the Association by giving a written notice of resignation to the Secretary. 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

(2) The Committee may terminate a member's membership if the member:

(a) is convicted of an indictable offence; or
(b) does not comply with any of the provisions of these rules; or
(c) has membership fees in arrears for at least two months; or
(d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.

(3) Before the Management Committee terminates a member's membership, the Committee must give the member a full and fair opportunity to show cause as to why the membership should not be terminated.

(4) After considering all representations made by the member, the Committee decides to terminate the membership the Secretary of the Committee must give the member written notice of the decision.

10 Appeal Against Rejection or Termination of Membership

(1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.

(2) A notice of intention to appeal must be given to the Secretary within one month after the person receives written notice of the decision.

(7) If the Secretary receives a notice of intention to appeal, the Secretary must, within one month after receiving the notice, call a general meeting to decide the appeal.

11 General Meeting to Decide Appeal

(1) The general meeting to decide an appeal must be held within three months after the Secretary receives the notice of intention to appeal.

(2) At the meeting, the applicant must be given a full and fair opportunity to show cause why the application should not be rejected or the membership should not be terminated.

(3) Also, the Committee and the members of the Committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

(4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

(5) 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 must, as soon as practicable, refund the membership fee paid by the person.

11A General Grievance Procedure

The provisions of model rules provided in Schedule 4 of the *Associations Incorporation Regulation 1999* relating to grievance procedure (rules 12A to 12F inclusive) apply to the Friends of the Queensland Police Museum Inc from 1 July 2024.

(a) Grievance procedure

(1) This rule sets out a grievance procedure for dealing with a dispute under the rules between parties as mentioned in section 47A(1) of the Act.

(2) To remove any doubt, it is declared that the grievance procedure cannot be used by a person whose membership has been terminated if the rules provide for an appeal process against termination.

(3) A member (the **aggrieved party**) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute:

(a) to the other party; and
(b) if the other party is not the management committee, to the management committee.

(4) If 2 or more members initiate a grievance procedure in relation to the same subject matter, the management committee may deal with the disputes in a single process and the members must choose 1 of the members (also the **aggrieved party**) to represent the members in the grievance procedure.

(5) Subject to rule 12B, the parties to the dispute must, in good faith, attempt to resolve the dispute.

(6) If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the association’s secretary to

refer the dispute to mediation.

(7) Subject to rule 12B, if the aggrieved party asks the association's secretary to refer the dispute to mediation under subrule (6), the management committee must refer the dispute within 14 days after the request.

(b) Grievance procedure not continued in particular circumstances

(1) This rule applies if—
(a) a member initiates a grievance procedure in relation to a dispute and the association or association's management committee is the other party to the dispute; or
(b) the aggrieved party asks the association's secretary
to refer the dispute to mediation under rule 12A(6).

(2) The management committee does not have to act under rule 12A(5) or (7), if—
(a) the aggrieved party has, within 21 days before initiating the grievance

(c) Appointment of mediator

(1) If a dispute under rule 12A is referred to mediation -
(a) the parties to the dispute must choose a mediator to conduct the mediation; or
(b) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be
(i) for a dispute between a member and another
member-a person appointed by the management committee; or
(ii) for a dispute between a member and the management committee or the association an accredited mediator or a mediator appointed by the director of the dispute resolution centre.
(2) An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.
(3) If subrule (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

(d) Conduct of mediation

(1) If a mediator is appointed under rule 12A, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.
(2) Subrule (1) does not apply if the mediator is the director of a dispute resolution centre.
(3) The mediator—

(a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
(b) must comply with natural justice; and
(c) must not act as an adjudicator or arbitrator; and
(d) during the mediation, may see the parties, with or without their representatives, together or separately.

(4) The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the time required under subrule (1)
(5) The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
(6) If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

(e) Representation for grievance procedure

(1) A party to a dispute may appoint any person to act on behalf of the party in the grievance procedure.
(2) If a party appoints a person under subrule (1) to be the party's representative, the party must give written notice of the appointment to each of the following entities—
(a) the other party to the dispute;
(b) the management committee;
(c) if a mediator has been appointed before the party appoints the representative—the mediator.
(3) A representative who acts for a party at a mediation must—
(a) have sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
(b) be authorised to negotiate an agreement for the party.

(f) Electronic communication for grievance procedure

Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and for a mediation, the mediator agrees.

12 Register of Members

(1) The Committee must keep and maintain a register of members. The register must include the following particulars 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 death or resignation of the member;

(e) details about the termination or reinstatement of membership;
(f) any other particulars the Committee or the members at a general meeting decide.

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

(3) A member must contact the Secretary to arrange an inspection of the register.

(4) However, the Committee may, on the application of a member of the Association, withhold information about the member (other than the members full name) from the register available for inspection if the Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

13 Prohibition on use of information on register of members

(1) A member of the Association must 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.

(2) Sub Rule (1) does not apply if the use or disclosure of the information is approved by the Association.

14 Appointment or Election of Secretary

(1) 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.

(2) If a vacancy happens in the office of Secretary, the members of the

Management Committee must ensure a Secretary is appointed or elected for the Association within one month after the vacancy happens.

(3) If the Management Committee appoints a person mentioned in Sub Rule (1)(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.

(4) However, if the Management Committee appoints a person mentioned in Sub Rule (1)(b)(ii) as Secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.

(6) If the Management Committee appoints a person mentioned in Sub Rule (1)(b)(iii) as Secretary, the person does not become a member of the Management Committee.

(7) 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.

15 Removal of Secretary

(1) The Management Committee of the Association may at any time remove a person appointed by the Committee as the Secretary.

(2) If the Management Committee removes a Secretary who is a person mentioned in Rule 15(1)(b)(i), the person remains a member of the Management Committee.

(3) If the Management Committee removes a Secretary who is a person mentioned in Rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the Management Committee under Rule 15(5), the person remains a member of the Management Committee.

16 Functions of Secretary

(1) The Secretary's functions include, but are 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 President of the Association; and
(b) keeping minutes of each meeting; and
(c) keeping copies of all correspondence and other documents relating to

the Association; and
(d) maintaining the register of members of the Association.

17 Membership of Management Committee

(1) The Management Committee of the Association consists of a President, Treasurer, and any other members the Association members elected at a general meeting.

(2) A member of the Management Committee, other than a Secretary appointed by the Management Committee under Rule 15(1)(b)(iii), must be a member of the Association.

(3) 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.

(4) A member of the Association may be appointed to a casual vacancy on the Management Committee under Rule 20. FQPM Draft March 2012 10

18 Electing the Management Committee

(1) A member of the Management Committee may only be elected as follows:

(a) any two members of the Association may nominate another member (the ***candidate***) to serve as a member of the Management Committee;
(b) the nomination must be:

(i) in writing; and
(ii) signed by the candidate and the members who nominated him or her; and
(iii) given to the Secretary at least fourteen days before the annual general meeting at which the election is to be held;

(c) each member of the Association present and eligible to vote at the annual general meeting may vote for one candidate for each vacant position on the Management Committee;

(d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

(2) A person may be a candidate 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.

(3) A list of the candidate's names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the annual general meeting.

(4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.

(5) The Management Committee must ensure that, before a candidate is

elected as a member of the Management Committee, the candidate is advised:

(a) whether or not the Association has public liability insurance; and
(b) if the Association has public liability insurance, the amount of the insurance.

19 Resignation, removal or vacation of office of Management

Committee Member

(1) A member of the Management Committee may resign from the

Committee by giving written notice of resignation to the Secretary.

(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.

(3) A member may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

(4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause as to why he or she should not be removed from office.

(5) A member has no right of appeal against the members removal from office under this Rule.

(6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

20 Vacancies on Management Committee

(1) If a casual vacancy happens on the Management Committee, the continuing members of the Committee may appoint another member of the Association to fill the vacancy until the next annual general meeting.

(2) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.

(3) However, if the number of Committee members is less than the number fixed under Rule 23(1) as a quorum of the Management Committee, the continuing members may act only to:

(a) increase the number of Management Committee members to the number required for a quorum; or
(b) call a general meeting of the Association.

21) Functions of Management Committee

(1) Subject to these rules 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.

(2) The Management Committee has 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.

Note—

The Act prevails if the Association's rules are inconsistent with the Act—see section 1B of the Act.

(3) 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.

(4) For Sub Rule (3)(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 one financial institution for the Association, the financial institution nominated by the Management Committee.

22 Meetings of Management Committee

(1) Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.

(2) The Management Committee must meet at least once every four months to exercise its functions.

(3) The Management Committee must decide how a meeting is to be called.

(4) Notice of a meeting is to be given in the way decided by the Management Committee.

(5) The Management Committee may hold meetings, or permit a Committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

(6) A Committee member who participates in the meeting as mentioned in Sub Rule (5) is taken to be present at the meeting.

(7) A question arising at a Committee meeting is to be decided by a majority vote of members of the Committee present at the meeting and, if the votes are equal, the question is decided in the negative.

(8) A member of the Management Committee must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.

(9) The President is to preside as Chair at a Management Committee meeting.

(10) If there is no President or if the President is not present within ten minutes after the time fixed for a Management Committee meeting, the members may choose one of their number to preside as Chair at the meeting.

(11) The notification of a meeting will be extended to the Museum Curator and the Police Commissioner's Nominee.

23 Quorum for, and adjournment of Management Committee Meeting

(1) At a Management Committee meeting, more than 50% of the members elected to the Committee as at the close of the last general meeting of the members form a quorum.

(2) If there is no quorum within thirty minutes after the time fixed for a Management Committee meeting called on the request of members of the Committee, the meeting lapses.

(3) If there is no quorum within thirty minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the Committee:

(a) the meeting is to be adjourned for at least one day; and
(b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.

(4) If, at an adjourned meeting mentioned in sub-rule (3), there is no quorum within thirty minutes after the time fixed for the meeting, the meeting lapses.

24 Special meeting of Management Committee

(1) If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the Secretary must call a special meeting of the Committee by giving each member of the Committee notice of the meeting within fourteen days after the Secretary receives the request.

(2) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

(3) A request for a special meeting must state:
(a) why the special meeting is called; and
(b) the business to be conducted at the meeting.

(4) A notice of a special meeting must state:
(a) the day, time and place of the meeting; and
(b) the business to be conducted at the meeting.

(5) A special meeting of the Management Committee must be held within fourteen days after notice of the meeting is given to the members of the Management Committee.

25 Minutes of Management Committee Meetings

(1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.

(2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the Chair of the meeting, or the Chair of the next Management Committee meeting, verifying their accuracy.

26 Appointment of Subcommittees

(1) The Management Committee may appoint a subcommittee consisting of members of the Association considered appropriate by the Committee to help with the conduct of the Associations operations.

(2) A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.

(3) A subcommittee may elect a Chair of its meetings.

(4) If a Chair is not elected, or if the Chair is not present within ten minutes after the time fixed for a meeting, the members present may choose one of their number to be Chair of the meeting.

(5) A subcommittee may meet and adjourn as it considers appropriate.

(6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

27 Acts not affected by defects or disqualifications

(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.

(2) Sub Rule (1) applies even if the act was performed when:

(a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
(b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

28 Resolutions of Management Committee without meeting

(1) A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a Committee meeting that was properly called and held.

(2) A resolution mentioned in sub-rule (1) may consist of several documents in like form, each signed by one or more members of the Committee.

29 Annual general meetings

(1) Each subsequent annual general meeting must be held:

(a) at least once each year; and
(b) within six months after the end date of the Association's reportable financial year.

30 Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations

(1) This rule applies only if the Association is:

(a) a level 1 incorporated association; or
(b) a level 2 incorporated association to which section 59 of the Act applies; or
(c) a level 3 incorporated association to which section 59 of the Act applies.

(2) The following business must be conducted at each annual general meeting of the Association:

(a) receiving the Association's financial statement and audit report, for the last reportable financial year;
(b) presenting the financial statement and audit report to the meeting for adoption;
(c) electing members of the Management Committee;
(d) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;

(e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

31 Business to be conducted at annual general meeting of other level 2 incorporated associations

(1) This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.

(2) The following business must be conducted at each annual general meeting of the Association—

(a) receiving the Association's financial statement, and signed statement, for the last reportable financial year;
(b) presenting the financial statement and signed statement to the meeting for adoption;
(c) electing members of the Management Committee;
(d) appointing an auditor, an accountant or an approved person for the present financial year.

32 Business to be conducted at annual general meeting of other level 3 incorporated associations

(1) This rule applies only if the association is a level 3 incorporated association to which section 59B of the Act applies.

(2) The following business must be conducted at each annual general meeting of the Association—

(a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
(b) presenting the financial statement and signed statement to the meeting for adoption;
(c) electing members of the Management Committee.

33 Notice of general meeting

(1) The Secretary may call a general meeting of the Association.

(2) The Secretary must give at least fourteen days notice of the meeting to each member of the Association.

(3) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.

(4) The Management Committee may decide the way in which the notice must be given.

(5) However, notice of the following meetings must be given in writing:

(a) a meeting called to hear and decide the appeal of a person against the Management Committee's decision:

(i) to reject the person's application for membership of the Association;

or

(ii) to terminate the person's membership of the Association;

(b) a meeting called to hear and decide a proposed special resolution of the Association.

(6) A notice of a general meeting must state the business to be conducted at the meeting.

34 Quorum for, and adjournment of, general meeting

(1) The quorum for a general meeting is at least the number of members elected or appointed to the Management Committee at the close of the Association's last general meeting plus one.

(2) However, if all members of the Association are members of the Management Committee, the quorum is the total number of members less one.

(3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

(4) If there is no quorum within thirty minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Association, the meeting lapses.

(5) If there is no quorum within thirty minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the Association:

(a) the meeting is to be adjourned for at least seven days; and

(b) the Management Committee is to decide the day, time and place of the adjourned meeting.

(6) The Chair may, with the consent of any meeting at which there is a quorum and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

(7) If a meeting is adjourned under Sub Rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

(8) The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least thirty days.

(9) If a meeting is adjourned for at least thirty days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

35 Procedure at general meeting

(1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

(2) A member who participates in a meeting as mentioned in Sub Rule (1) is taken to be present at the meeting.

(3) At each general meeting:

(a) the President is to preside as Chair; and
(b) if there is no President or if the President is not present within fifteen minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one of their number to be Chair of the meeting; and
(c) the Chair must conduct the meeting in a proper and orderly way.

36 Voting at general meeting

(1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.

(2) Each member present and eligible to vote is entitled to one vote only and, if the votes are equal, the Chair has a casting vote as well as a primary vote.

(3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.

(4) The method of voting is to be decided by the Management Committee.

(5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.

(6) If a secret ballot is held, the Chair must appoint two members to conduct the secret ballot in the way the Chair decides.

(7) The result of a secret ballot as declared by the Chair is taken to be a

resolution of the meeting at which the ballot was held.

37 Special general meeting

(1) The Secretary must call a special general meeting by giving each member

of the Association notice of the meeting within fourteen days after:

(a) being directed to call the meeting by the Management Committee; or
(b) being given a written request signed by—

(i) at least 33% of the number of members of the Management Committee when the request is signed; or
(ii) at least the number of Ordinary Members of the Association equal to double the number of members of the Association on the Management Committee when the request is signed plus one; or

(c) being given a written notice of an intention to appeal against the decision of the Management Committee:

(i) to reject an application for membership; or
(ii) to terminate a person's membership.

(2) A request mentioned in Sub Rule (1)(b) must state:

(a) why the special general meeting is being called; and
(b) the business to be conducted at the meeting.

(3) A special general meeting must be held within three months after the secretary:

(a) is directed to call the meeting by the Management Committee; or
(b) is given the written request mentioned in sub-rule (1)(b); or
(c) is given the written notice of an intention to appeal mentioned in Sub Rule (1)(c).

(4) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

38 Proxies

(1) An instrument appointing a proxy must be in writing and be in the following or similar form:

[*Name of association*]:

I, of , being a member of the association, appoint

of

as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the day of 20

and at any adjournment of the meeting.

Signed this day of 20 .

Signature

(2) The instrument appointing a proxy must:

(a) if the appointor is an individual, be signed by the appointor or the appointor's attorney properly authorised in writing; or

(b) if the appointor is a corporation:
(i) be under seal; or
(ii) be signed by a properly authorised officer or attorney of the corporation.

(3) A proxy may be a member of the Association or another person.

(4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

(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.

(6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

(7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

[*Name of association*]:

I, of , being

a member of the association, appoint

of

as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the day of 20

and at any adjournment of the meeting.

Signed this day of 20 .

Signature

This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the following resolutions—

[*List relevant resolutions*]

39 Minutes of general meetings

(1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

(2) To ensure the accuracy of the minutes:

(a) the minutes of each general meeting must be signed by the Chair of the meeting, or the Chair of the next general meeting, verifying their accuracy; and

(b) the minutes of each annual general meeting must be signed by the Chair of the meeting, or the Chair of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.

(3) If asked by a member of the Association, the Secretary must, within twenty-eight days after the request is made:

(a) make the minute book for a particular general 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.

(4) The Association may require the member to pay the reasonable costs of providing copies of the minutes.

40 By-laws

(1) The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.

(2) A by-law may be set aside by a vote of members at a general meeting of the Association.

41 Common seal

(1) The Management Committee must ensure the Association has a common seal.

(2) The common seal must be:

(a) kept securely by the Management Committee; and
(b) used only under the authority of the Management Committee.

(3) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by:

(a) the Secretary; or
(b) another member of the Management Committee; or
(c) someone authorised by the Management Committee.

42 Funds and accounts

(1) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.

(2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

(3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.

(4) A payment by the Association of $100 or more must be made by cheque or electronic funds transfer.

(5) If a payment of $100 or more is made by cheque, the cheque must be signed by any two of the following:

(a) the President;
(b) the Secretary;
(c) the Treasurer;
(d) any one of three other members of the Association who have been authorised by the Management Committee to sign cheques issued by the

Association.

(6) However, one of the persons who signs the cheque must be the President, the Secretary or the Treasurer.

(7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

(8) A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.

(9) All expenditure must be approved or ratified at a Management Committee meeting.

43 General financial matters

(1) On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

(2) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

(3) Disclosure of remuneration and any benefits given to committee members, senior staff and their relatives at the Annual General Meeting is to be made at the Annual General Meeting.

44 Documents

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

45 Request for Information

The Association will consider any reasonable request for information regarding the affairs of the Association made by the Museum Curator or the Police Commissioner’s Nominee in a reasonable time of the request being made.

46 Financial Year

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

47 Distribution of surplus assets to another entity

(1) This rule applies if the Association:

(a) is wound-up under part 10 of the Act; and
(b) has surplus assets.

(2) The surplus assets must not be distributed among the members of the Association.

(3) The surplus assets must be given to another entity:

(a) having objects similar to the Association's objects; and
(b) the rules of which prohibit the distribution of the entity's income and assets to its members.

(4) In this rule— ***surplus assets*** see section 92(3) of the Act.

48 Alteration of Rules

(1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

(2) However an amendment, repeal or addition is valid only if it is registered by the chief executive of the relevant government department.

(3) Changes to the Constitution of the Association are to be recorded in the attached document to this Constitution under the heading of Record of Amendments to the FQPM Constitution.

Summary of Amendments to the FQPM Constitution.

Following the direction from the Office of Fair Trading the constitution of the Friends of the Queensland Police Museum Inc was amended to include the following matters:

Item 1. Provide a more comprehensive grievance procedure in line with the model rules of the Incorporated Associations Law.

This item decided at a properly constituted General Meeting of the FQPM on **26 June 2024** and appears at Section 11A

Item 2. Disclosure of remuneration and any benefits given to committee members, senior staff and their relatives at the Annual General Meeting.

This item decided at a properly constituted General Meeting of the FQPM on **26 June 2024** and appears as Section 43 (3)