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Interpretation

- (1) In these rules— **Act** means the Associations Incorporation Act 1981. present—
 - (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 these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

Name

The name of the incorporated association is Makerspaces Mackay Inc.

Objects

The objects of the association are—

To provide a physical space for makers, hackers¹, geeks, nerds, engineers, artists, tinkerers, creatives and others with a similar ethos, and are interested in technology, information technology, servers, communication technology, open source, software, hardware, data, robotics, mechanical systems, industrial systems, artificial intelligence, embedded systems, programming, manufacturing, prototyping, repairs, modifications, electronics (digital and/or analogue), emerging technology, 3D printing, CNC machines, laser cutting, wood working, metal works, digital art, blacksmithing and related topics to gather to share ideas, knowledge, equipment and opinions in a friendly and collaborative atmosphere for the pleasure and accommodation of members and their guests.

The establishment for a social club for individuals interested in the above topics.

To provide related services and equipment including tools for fostering growth, cleverness and playfulness as determined by the membership.

Sharing of knowledge and information for the mutual benefit of the membership and interested parties.

Organisation of technical, educational and social events for members and non-members for the purposes of training, learning and fund-raising.

Promotion of STEM² related awareness and education in the wider community.

Community growth and social cohesion.

Supportive of men's, women's and youth mental and physical health.

¹ The term Hackers, Hack, Hacking and derivatives should be interpreted as a person who modifies sometimes significantly their personal software or hardware for fun, enjoyment or education. It includes building, repairing, combining, rebuilding, modifying and creating. This type of hacker is one that creates modifications to suit their needs to expand capabilities to perform new, novel and sometimes unexpected behaviours. It may at its extremes blend the cultures of software and hardware development, hobbyist inventors and engineering (including but not limited to electronics and mechanical). These terms in this document **does not** extend to harmful forms such as obtaining passwords illegally.

² STEM is an abbreviation for Science, Technology, Engineering and Mathematics.

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Providing a safe space for its members and the public.

Open to anyone regardless of race, gender, sexual orientation, religion, beliefs.

Promoting awareness of digital privacy and digital rights issues affecting members in civil society.

And other complementary purposes not inconsistent with these objects as determined by the membership.

Powers

- (1) The association has the powers of an individual.
- (2) 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.
- (3) The association may take over the funds and other assets and liabilities of the present unincorporated association known as the ***unincorporated Makerspaces Mackay Inc.***
- (4) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

Classes of members

- (1) The membership of the association consists of *Ordinary members*, and any of the following classes of members—
 - (a) *Provisional member* – A new financial member who is completing their probationary period, new member induction etc. without voting rights.
 - (b) *Associate member* – A member that wants to be recognised as friend of the Makerspaces Mackay Inc. but have
 - (i) no voting rights.
 - (ii) reduced and/or restricted access rights.
 - (c) *Lifetime member* – A member that has paid 10 years of membership fees and has served on the Makerspaces Mackay Inc. management committee (or one of its committees).

The number of ordinary members is unlimited.

Automatic membership

- (1) A person who, on the day the association is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the management

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committee, agrees in writing³ to become a member of the incorporated association, must be admitted by the management committee—

- (a) to the equivalent class of membership of the association as the member held in the unincorporated association; or
- (b) if there is no equivalent class of membership—as an ordinary member.

New membership

- (1) An applicant for membership of the association must declare intent to join by completing a new member application form (preferred format is electronic) as published on the Makerspaces Mackay Inc. systems and/or websites in a form and location determined by the management committee and accessible to its membership.
- (2) The prospective member's identity must be verified by the executive.
 - a. The verification process will be defined and documented by the management committee.
 - b. The executive may delegate this duty to nominated member/s. Delegation of verification duties must be communicated to and be accessible to the membership.
 - c. The outcome of the verification and pertinent member details will be stored securely in the Makerspaces Mackay Inc. membership records.
 - d. Verification must follow the defined process.
- (3) The prospective member will pay 1 (one) month's membership in advance.
- (4) The prospective member will be required to complete activities set by the management committee, including but not limited to a new member induction.
- (5) The new member will be subject to a probationary period of 60 days, completion of prior steps will class them as a provisional member.
- (6) Membership status changes.
 - (c) If the member does not complete all membership processes detailed above within the probationary period + 1 days, they no longer have membership rights and all prior payments are forfeit.
 - (d) Upon successful completion of the new membership process detailed above the member will be by the management committee at the earliest convenience classed as an ordinary member.
 - (e) Ordinary members will be issued with site access procedures, including (once implemented) an RFID card.

Membership fees

- (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 management committee decides.
- (2) A member of the incorporated association who, before becoming a member, has paid the members annual subscription for membership of the unincorporated association on or before a day fixed by the management committee, is not liable to pay a further

³ With regards to all references to “write”, “writing” and “written”, it is considered equivalent and acceptable for these activities to be performed electronically (e.g. by e-Mail), so long as the electronic medium used has storage capacity, and these messages are stored.

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amount of annual subscription for the period before the day fixed by the management committee as the day on which the next annual subscription is payable.

- (3) Payment of member fees may be waived in part or in full for up to a three-month period due to financial hardship or relocation by written petition signed by at least two thirds (2/3rds) of the management committee.
- (4) Payment of dues may be waived for any other reason only by voting members at a duly called meeting.
- (5) At the time of incorporation, the **monthly** membership fee is determined by membership class and the member's status as tabled below.

Membership class	Employed	Student	Unemployed
Lifetime member	\$0	\$0	\$0
Ordinary member	\$60	\$30	\$30
Provisional member	\$60	\$30	\$30
Associate member	\$10	\$5	\$5

- (1) An 8% discount is applicable to ordinary and provisional membership when paid in advance and for a minimum of 3 months at a time.
- (2) The management committee may for the purposes of a promotion and/or an event discount the membership fees for new members up to 50% to a maximum of 3 months.
- (3) Whenever the association does not have arrangements for ongoing weekly access for its members to a maker “space”, then membership ship fees for the provisional and ordinary classes of membership will reduce to 5% of the currently published full fees for said classes. E.g. If the association is without a premises (either through ownership, partner agreements or lease/rent arrangements) for 40% of the example membership period; then each member of the Provisional and Ordinary class will pay for 5% of the full membership rate for 40% of the time period in addition to the full membership rate for 60% of the same time period.
 - (a) Relating to member payments in credit (in advance) the association reserves the right to adjust membership credit relating to this discount rule in bulk and at a management committee predetermined annual date.

Associate memberships do not qualify for discounts relating to “space” access issues.

Admission and rejection of new members

- (1) The management committee may 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 management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management 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.
- (3) The management committee must decide at the meeting whether to accept or reject the application.

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- (4) If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (5) The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice (including electronic) of the decision.

When membership ends

- (1) A member may resign from the association by giving a written (including electronic) 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) The management 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 applicable by-laws such as the code of conduct, Safe Space Policy, or Dispute Resolution Policy; or
 - (c) has membership fees in arrears; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- (4) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice (Including electronic) of the decision, and must notify the membership via the official communications medium of the association.

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 14 days after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 14 days after receiving the notice, call a general meeting to decide the appeal.
- (4) If the reason for termination was substantiated belief of illegal behaviour the appeals process is not available to the person whose membership has been terminated.

General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held within 2 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 why the application should not be rejected or the membership should not be terminated.

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- (3) Also, the management 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 1 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.

Register of members

- (1) The management committee must keep a register of members of the association (electronic form is preferred)
- (2) The register must include the following particulars for each member—
 - (a) the full name of the member;
 - (b) the postal, e-mail or residential address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or time of resignation of the member, if available;
 - (e) details about the termination or reinstatement of membership;
 - (f) details of memberships verified identification;
 - (g) induction records;
 - (h) privacy records;
 - (i) details of changes to membership class;
 - (j) any other particulars the management committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the association by prior arrangement (minimum of 72 hour notice) with the management committee.
- (4) The register will be open for inspection at any reasonable time upon a **formal** request (by for example Police Officers) for law enforcement purposes.
- (5) A member must contact the secretary to arrange an inspection of the register.
- (6) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

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
 - (a) 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.

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- (2) Subrule (1) does not apply if the use or disclosure of the information is approved by the association and is also approved by the member in question.

Position of President

The President's functions include, but are not limited to –

- (1) Acting as spokesperson for the group, or designating a spokesperson as necessary.
- (2) Leading meetings and other activities as chairperson, wherever possible.
- (3) Promotion of the association.
- (4) Point of contact for the association for internal and external purposes.
- (5) Other duties as required. For example, but not limited to:
 - (a) Vision/Direction for the long term future and goals of the association.
 - (b) Handling media enquiries, or delegation others to handle media enquiries.
 - (c) Making reasonable attempt at gaining consensus, or working to achieve the same, amongst the management committee.

Position of Vice President

The Vice Presidents functions include, but are not limited to –

- (1) Performing the President's function when the President is unavailable.
- (2) Sharing the president's workload.
- (3) Ensuring adequate stock levels are maintained for consumable supplies.
- (4) Ensuring audit and maintenance logs of the association are maintained, and actioning maintenance or other activities that arise from these.
- (5) Responsible for organising and maintaining the cleanliness and safety of any premises held by the association. For example:
 - (a) organising clean up events.
 - (b) providing cleaning incentives.
 - (c) Making reasonable efforts to mitigate safety risks
 - (i) for example, disabling equipment with lockout devices and/or tags.

Position of Treasurer

The Treasurer's functions include, but are not limited to –

- (1) Maintaining accurate financial records for the association.
- (2) Providing financial status and guidance at meetings.
- (3) Ensuring the association is meeting its obligations to the law regarding financial matters.
- (4) Ensuring the association maintains sufficient wind-up funds at all times.
- (5) Ensuring the association maintains its contractual and legal obligations financially.
- (6) Ensuring the funds of the association are spent according to budgets set by mandate of the association.

Position of Secretary

The Secretary's functions include, but are not limited to –

- (1) Keeping minutes of each meeting and publishing those minutes within 72 hours to the general membership in the normal accepted format.
- (2) Keeping copies of all correspondence and other documents relating to the association.
- (3) Maintaining the register of members of the association.
- (4) Collating agendas for general meetings.

Position of Patron

The Patrons functions include, but are not limited to –

- (1) Participating in management committee meetings as the ‘Long memory’ of the association.
- (2) Assisting other management committee members to help balance overall workloads.

It is strongly encouraged that the Patron will be a member whom –

- (1) Has held membership for more than 2 years where possible,
- (2) Has held a position on a previous management committee of the association where possible.

Appointment or election or management committee members

- (1) Members of the management committee will only be elected as follows –
 - (a) any class of member may nominate another member (the candidate) to serve as a member of the management committee;
 - (b) the nomination must be made
 - (i) at the annual general meeting or
 - (ii) at a meeting specially convened to replace departing committee members.
 - (c) each member of the association present and eligible to vote at the annual general meeting may vote for one (1) candidate for each vacant position on the management committee
- (2) A member 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.
 - (c) an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border.
 - (d) must not have a “for profit” or “business interest” in the group.
 - (e) must not hold a position of power over an area, asset, or financial consideration of the association due to business dealings with the group. Examples of this include:
 - (i) Rental agreements
 - (ii) Sponsors
 - (iii) Service providers
 - (iv) Asset providers

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- (f) any exception to this must be declared at a general meeting prior to taking a position on the management committee, and left to the general membership to decide any exceptions by a vote.
- (g) must either –
 - (i) Score 70% or better on an TOEIC test for English skills or it's equivalent.
 - (ii) Possess a verified Bachelor's level or higher qualification granted by an Australian accredited and registered educational institution dated on or after the 1 January 1980.
- (3) a candidate must be present at the annual general meeting to be nominated.
- (4) The candidate must be an active member of the association, this is demonstrated by either:
 - (a) Being a financial member for a continuous period of 11 months out of the previous 12 and attending at least 20% of the previous year's meetings.
 - (b) Being a regular (>60%) attendee at the meetings for the Tuesday open meetings over the previous 12 months.
 - (c) Previously have served on the associations committee.
 - (d) Upon a failure to identify a candidate that meets the active member restrictions above: Any otherwise valid candidate.
- (5) the candidate must state that they accept the nomination.
- (6) if required by the management committee, balloting lists must be prepared containing the names of the candidates.
- (7) the management committee must ensure that, before the 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.
- (8) If the association has not elected an interim management committee for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within 2 months after incorporation.
- (9) Before a vote of members is taken about removing the member from office, the member;
 - (a) must be given a full and fair opportunity to show cause why they should not be removed from office; or
 - (b) if the member is not present they will be given one (1) month to arrange a meeting they can attend and present a reason as to why they should not be removed from office.
- (10) If within the one (1) month the member has not appeared at a meeting to show cause why they should not be removed, a meeting will be held in their absence to vote upon their removal.
- (11) A member has no right of appeal against the member's removal from office under this rule.
- (12) A member immediately vacates the office of the management committee in the circumstances mentioned in section 642 of the Act.

Vacancies on the management committee

- (1) If a casual vacancy happens on the management committee, the continuing members of 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 24 (1) as a quorum of the management committee, the continuing members may act only to –
 - (a) Increase the numbers of management committee members to the number required for a quorum; or
 - (b) Call a general meeting of the association.

Functions of the 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 the 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 associations 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 subrule (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—

the financial institution for the association; or

 - (a) if there is more than 1 financial institution for the association—the financial institution nominated by the management committee.
- (5) The management committee are expected in normal operation to:
 - (a) Foster the hacker culture

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- (b) Engage, and vote at Management meetings.
- (c) Assist pro-actively in ensuring the smooth operation of the other management committee positions.

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 4 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 subrule (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 chairperson at a management committee meeting.
- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

Quorum for, and adjournment of, management committee meeting

- (1) Quorum consists of no less than 60% or 3 out of 5 of the management committee or more.
- (2) If there is no quorum within 30 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 30 minutes after the time fixed for the management committee meeting called other than on the request of members of the committee –
 - (a) The meeting is to be adjourned for at least 7 days; 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 subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

Special meeting of management committee

- (1) If the secretary receives a written request signed by at least 20% (1 out of 5) 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 14 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 14 days after notice of the meeting is given to the members of the management committee.

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 or saved electronically in an online resource at a place agreeable to and accessible to all of the management committee.
- (2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy, or if stored electronically, an equivalent “signed by: XXX” statement must be typed by those verifying the document.

Appointment of subcommittees

- (1) Subcommittees as defined by the ‘Cause’ bylaws may be appointed.
- (2) Subcommittees of types not defined in the ‘Cause’ bylaws may not be appointed.

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) Subrule (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.

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 subrule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

First annual general meeting

- (1) The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year.

Subsequent annual general meetings

- (1) Each subsequent annual general meeting must be held—
 - (a) at least once each year; and
 - (b) within 6 months after the end date of the association's reportable financial year.

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.

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—

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- (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.

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.

Notice of general meeting

- (1) General Meetings happen every second Tuesday from the date of the last AGM.
- (2) Any member may add to the agenda of a general meeting by raising the agenda item on the official communications medium of the association.
- (3) Non-financial agenda items have no notice period, and may be announced verbally during the meeting.
- (4) Financial agenda items must be announced to the official communications medium of the association with 5 days notice.
- (5) Notice of the following meetings must be given in writing (Electronically is acceptable) –
 - (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 General Meeting of the association may be called outside of the schedule defined by 35 (1) by any member. Notice periods and methods differ depending on the agenda –
 - (a) Non financial agendas may be notified verbally or in writing, and have no notice period.
 - (b) Financial agendas must be notified in writing to the official communications medium of the association with a minimum 5 days notice.
- (7) A notice of a general meeting must state the business to be conducted at the meeting.

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 20% of the non-executive voting membership.
- (2) However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.
- (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 30 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 30 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 7 days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson 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 subrule (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 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

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 subrule (1) is taken to be present at the meeting.
- (3) At each general meeting—
 - (a) the president is to preside as chairperson; and
 - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.
 - (d) The secretary is to take notes for the general meeting; and
 - (e) If the secretary is not present or able at a meeting the chairperson of the meeting may designate another person to record and publish the minutes of that meeting only.

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 (50%) of votes of the members present.
 - (a) Both for and against votes must tallies must be recorded in the minutes.
 - (b) Any discrepancies with the recorded numbers for total members present is taken to mean “Abstain” vote/s (or members whom arrived or departed during the meeting) and do not count towards any vote tally.
- (2) Each member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson 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 to held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (7) The results of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.
- (8) Any member who abstains in any vote is considered to not be present for that vote, and their vote does not count towards either side.

Special general meeting

- (1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 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 (or equivalent class) members of the association equal to double the number of members of the association on the management committee when the request is signed plus 1; 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 subrule (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 3 months after the secretary—
 - (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in subrule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

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Proxies

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

Makerspaces Mackay Inc.:

I, of **[insert address]**, being a member of the association, appoint **[insert name]** of **[insert address]** as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the **[day]** day of **[date]** and at any adjournment of the meeting.

Signed this **[day]** day of **[date]**.

[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—

Makerspaces Mackay Inc.:

I, **[insert name]** of **[insert address]**, being a member of the association, appoint **[insert name]** of **[insert address]** as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the **[day]** day of **[date]** and at any adjournment of the meeting.

Signed this **[day]** day of **[date]**.

[Signature]

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

[List relevant resolutions]

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 or saved electronically in an online resource at a place agreeable to and accessible to all of the membership.
- (2) To ensure the accuracy of the minutes—
- (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy

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- (or if stored electronically, an equivalent “Signed by: XXX” statement must be typed by those verifying the document.); and
- (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy (or if stored electronically, an equivalent “Signed by: XXX” statement must be typed by those verifying the document.).
- (3) If asked by a member of the association, the secretary must, within 28 days after the request is made—
 - (a) make the minute book (or electronic record) 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.

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.

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.

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.

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.

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- (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 or credit card, both the purchase order and cheque (If payment by cheque) and receipt must be signed by any 1 of the following—
 - (a) the president;
 - (b) the vice president;
 - (c) the secretary;
 - (d) the treasurer;
 - (e) any 1 of 3 other members of the association who have been authorised by the management committee to sign purchase orders, hold credit cards or cheques issued by the association.
- (6) If a payment of \$1000 (or 20% of the associations available funds on the date of payment, whichever amount is lower) or more is to be made, the subrule 45 (5) applies, with the additional requirement of 1 additional signature of another person mentioned in the subrule 45 (5).
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) All association expenditure must be in-line with decisions made by the membership at a general meeting, as evidenced by published minutes supporting the decision or budget. Final assurance or ratification of the expenditure is the responsibility of the Treasurer, or by majority vote at a management committee meeting.

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.

Documents

- (1) The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

Financial year

- (1) The end date of the association's financial year is 30 June in each year.

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..