



By-Law 2

Executive Committee - Administration and Responsibility

Detail

Section 14 of the ASIEQ Constitution and Rules relates to membership of the Executive Committee and states:

Membership of Executive Committee

- (1) The executive committee of the association consists of a President, Secretary, Treasurer, Vice-President and any other representatives of ordinary members the association's ordinary members elect or appoint at an annual general meeting. The Immediate past President may be an ex officio member of the Executive Committee.
- (2) Members of the executive committee, must be representatives of financial ordinary members of the association.
- (3) At each annual general meeting of the association, the members of the executive committee must retire from office, but are eligible, on nomination, for re-election.
- (4) The executive may appoint a representative of an ordinary member to act as an executive representative when an executive representative is absent or is unable to perform the functions of office.
- (5) An executive member shall not serve:-
 - a) on the executive for a period exceeding five (5) consecutive years; or
 - b) In the same executive position for a period exceeding three (3) consecutive years.

In addition to above, section 19 states the following:

Functions of Executive Committee

- (1) Subject to these rules or in accordance with a resolution of the ordinary members of the association carried at a general meeting, the executive committee –

- (a) has the general control and management of the administration of the affairs, assets and funds of the association; and
 - (b) has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent.
- (2) The executive committee may exercise the powers of the association -
- (a) to borrow, raise or secure the payment of amounts in a way the association members 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,
 - (c) to provide and pay off any securities issued; and
 - (d) to invest funds of the association.

The Constitution and Rules have further details relating to the Executive Committee in relation to nominations and removals and should be consulted if such matters arise.

General function of the Executive Committee

The Executive committee is responsible for managing the affairs of the incorporated association and has several responsibilities under law.

The [Office of Fair Trading \(Queensland\)](#) provides a guide to operating an incorporated association and to assist persons involved in operating incorporated associations to understand their rights and responsibilities. The governing legislation is the [Associations Incorporations Act 1981](#) and [Associations Incorporation Regulation 1999](#). Each member of the association's executive committee should be familiar with these documents and be familiar with the ASIEQ Constitution and Rules.

The Office of Fair Trading outlines the [responsibilities of an incorporated association](#) as follows:

Identify the association

The committee must ensure the association identifies itself properly by:

- nominating and maintaining a physical address in Queensland for serving documents
- putting the association's name on the common seal
- making sure the association's full name appears on all official documents, such as
 - advertising
 - business letters
 - accounts
 - official notices
 - publications
 - cheques
 - receipts

Manage financial affairs

The committee must manage the association's financial affairs by:

- registering the association's land or interests in land
- making sure that the financial statements are audited or verified annually
- controlling the business dealings and operations
- keeping up to date with [public liability insurance](#)
- keeping proper records of all transactions and the financial position of the association.

Report to members

The committee must uphold their responsibilities to their members by:

- making a copy of the association's constitution and rules available to all members
- follow the rules for calling and holding meetings
- calling an Annual General Meeting (AGM) every year (within 6 months of the end of the association's financial year)
- ensuring a secretary is elected or appointed at the AGM
- submitting all the financial statements (audited or verified) at the AGM
- keeping minutes of all committee and general meetings.

Lodge reports to Dept of Fair Trading (Queensland)

The committee must ensure the association reports by:

- lodging an annual return
- notifying Dept of Fair Trading (Queensland) about any changes of:
 - office bearers (President, treasurer or secretary)
 - the association's postal address
 - the secretary's residential address
- making sure that these reports don't contain or omit anything to make them false or misleading.

Act for the association

Committee members should act in the association's best interests by:

- acting in good faith
- using reasonable care and skill while doing their duties
- telling the committee if they have a possible conflict of interest (such as if a proposed action will financially benefit them)
- not make false or misleading statements to the association's members
- knowing the secretary's duties and make sure they are properly carried out
- bringing any relevant letters, emails or other association documents to the committee's attention.

Follow the association rules

The association rules might set out extra responsibilities or impose specific restrictions on the committee.

Roles

The President, Vice-President, Secretary and Treasurer will be known as the ASIEQ Office Bearers.

President

The President will chair the executive committee and lead the association's meetings. The President is required to chair all meetings he/she attends. The President must sign the previous meeting minutes at each meeting to confirm they are a true and accurate record. The minutes will be moved and seconded by two members at the meeting.

The President is the nominated spokesperson of ASIEQ. All public comments should be made by the President and if another member makes a public statement, it must first be endorsed by the President.

The President needs to provide an annual report at the AGM of the Association as noted in By Law- 8 Annual General Meeting. The report should note the key achievements of the Executive during the past 12 Months. The report should recognise and acknowledge the efforts of the executive committee, sub-committees and all members/persons that have contributed to operation and achievements of the association.

The President will be an electronic signatory to the ASIEQ bank account

Vice President

The Vice President will chair any executive or member meetings if the President is unavailable. The Vice President will be the "President elect" and will step up to the role of President when the President vacates the position.

The Vice-President is responsible for the management of the Secretariat on a day to day basis and will work closely with them to ensure all administration needs of the Association are met. The Vice-President will conduct an annual review, and if required, manage the tender process to manage the appointment of a Secretariat. If an Executive Member requires the Secretariat to perform a significant piece of work, they will need the endorsement of the Vice-President who will confirm that time is available to perform such tasks.

The Vice President will be an electronic signatory to the ASIEQ bank account.

Secretary

The Constitution and Rules states the following in relation to the position of Secretary:

- (1) If a vacancy happens in the office of secretary, the members of the executive committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- (2) The secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is -

- (a) a representative of an ordinary member of the association elected by the association as secretary; or
- (b) any of the following persons appointed by the executive committee-
 - (i) a member of the association's executive committee;
 - (ii) a representative of an ordinary member of the association;
 - (iii) another person.

The Secretary will work with the Secretariat to manage the following tasks:

- take, circulate and keep minutes for the association's meetings
- keep the register of members
- Oversee the membership application process and provide recommendations of membership to the Executive Committee (See By-Law 6 Processing of Membership)
- manage the annual general meeting process including nominations for the executive committee
- provide appropriate notice to members for meetings
- call and convene special general meetings
- arrange the meeting venue and prepare the agenda
- coordinate any correspondence or reports to be presented at meetings
- complete any actions arising from meetings that require correspondence
- receive all incorporated association correspondence and bring urgent matters to the attention of the President or treasurer if necessary
- Lodge annual returns to the Office of Fair Trading (Queensland).

The Secretary will be an electronic signatory to the ASIEQ bank account.

Treasurer

The treasurer is primarily responsible for the financial management of the incorporated association.

The treasurer will:

- keep and maintain an asset register for the incorporated association should any assets be held
- ensure all documentation is kept for payments including receipts, invoices and statements
- keep and maintain the incorporated association's deposit register
- ensure all payments over \$300 are approved or ratified by the executive committee and are recorded in the minutes
- keep all financial records in Queensland
- ensure all financial reporting is done within the regulated timeframes (eg: Business Activity Statement and Income Tax Return)
- Oversee the annual audit
- Deliver the financial result and annual audit at the annual general meeting.

The Treasurer will work with the Secretariat to ensure all the above tasks are completed. Further information on how the above will be conducted can be found in By-Law 4 – Financial Management.

The Treasurer will be an electronic signatory to the ASIEQ bank account.

Additional Executive positions

The executive committee may make additional positions within the executive. These positions are not office bearer positions and should be appointed at the first meeting of the executive committee following an annual general meeting. The additional positions include (but are not limited to) the following:

Stakeholder Group/Industry Group Representative

Where possible either the President, Vice President or Secretary should represent the Association on important Stakeholder Groups or Industry Groups especially where the likely outcome from the Group will result in changes to the Legislation, Licence Conditions or issues impacting the majority of the members of the Association.

In the event that the President, Secretary or Deputy President are unavailable, nominations should be called initially from the remaining Executive Committee to fill this role. If the role is unable to be filled, nominations can be requested from ordinary members. In the event of multiple nominations, the Executive will discuss the merits of the nominations before conducting a vote to elect the representative.

The Representative will be responsible for reporting back to the executive committee after each meeting they have attended. They may also draft key points from the meeting for circulation to the members.

Website Manger

Whilst the Association maintains a Website there is a need to appoint a website manager to oversee the management, display of information and use of the application. The website manager can form a subcommittee to assist in developing ideas; concepts etc. and or engage the secretariat or another service provider to assist in amending the website. The role allows for creative opportunities to improve the image of the Association.

The items to manage include, but are not limited to-

- hosting of the website;
- website program and domain management
- maintenance of a members only area including passwords
- regular administrative updates relating to meeting minutes etc.
- updating and maintaining current news items
- maintaining links to other websites and documents
- ensuring the currency of all information displayed including
 - lists of members
 - lists of associate members
 - overarching statements about the association
- review of the graphic design and messages on the website
- coordination of sponsorship on the front page
- maintenance of expenditure and income related to the website
- overseeing the implementation of changes to the website
- overseeing the online discussion forum

Forum/Event Co-ordinator

The Forum/Event Co-ordinator is responsible for working with the Secretary to manage speakers and topics for the quarterly member forums.

Executive Committee Meetings

A minimum of four Executive Meetings must be held each financial year. Executive Meetings should be held prior to General Meetings.

Section 20 of the Constitution and Rules state:

- (6) More than 50% of the executive committee members elected or appointed to the executive committee form a quorum for an executive committee meeting.
- (7) A question arising at an executive committee meeting is to be decided by a majority vote of executive committee members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) An executive committee member must not vote on a question about a contract or proposed contract with the association if the committee member personally has, or is a representative of a member that has, an interest in the contract or proposed contract, and if the committee member does vote the committee member's vote must not be counted.
- (9) The President or, if there is no President or if the President is not present within 10 minutes after the time fixed for an executive committee meeting, the Vice-President is to preside as President at the meeting.
- (10) If the President and the Vice-President are absent from an executive committee meeting, the committee members may choose 1 of their number to preside as Chair at the meeting.

Meeting dates and times are to be set for 12 months in advance after the Annual General Meeting, when the new committee is elected. The meetings may be moved in extraordinary circumstances (ie: if a quorum will not be present).

The Secretary will email the executive committee 14 days before a meeting to ask for any items to be included in the agenda.

The Secretary (with assistance by the Secretariat if required) should circulate the following documentation at least 7 days prior to an executive committee meeting:

- The agenda
- The minutes from the previous meeting
- The financial report
- Any subcommittee reports

- Any membership applications not previously considered by flying minute
- Any other information for discussion at the meeting.

Meeting reports will be considered as read at the meeting and will not be for discussion unless an issue arises. Each executive committee member is responsible for ensuring they have read all materials prior to the meeting. If they wish to have hard copy documents of any papers, they members should bring these with them to the meeting.

The association must record minutes at all executive meetings, general meetings and the annual general meetings. It is also recommended that minutes are also taken during any meetings between the Executive and representatives of the Office of Industrial Relations and/or WorkCover.

Minutes of meetings are to be drafted and distributed within 10 business days of the meeting. Members can request Executive meeting minutes from the Secretary by written request. The minutes of the previous meeting must be signed by the President after a motion has been moved and passed to approve the minutes.

The secretary is responsible for ensuring the association's minutes are maintained accurately providing a permanent official record of the business transacted. (The executive committee may engage administrative or secretariat support to assist in this process or appoint an assistant Secretary from the membership.)

Minutes should form a clear and concise summary of the proceedings of the meeting. Minutes should include:

- details of the day, date and place of the meeting and the time of commencement
- the names of those present and details of any apologies received
- confirmation of minutes of the previous meeting and the signing of them as a correct record
- details of every resolution put to the meeting and whether they were passed with the required majority
- details of members voting against a motion or abstaining from voting
- details of any appointments made, members elected to office and any leave of absence granted to a member
- overview of discussions concerning decisions made at the meeting
- decisions made at the meeting
- the date and time for the next meeting
- the time that the meeting closed
- a task register of all allocated tasks with anticipated time frames for completion

Resolutions of Executive Committee without meeting

The executive committee can make decisions outside of the face to face meetings. A flying minute can be used as a method to make a decision outside of a meeting. Section 23 of the Constitution and Rules states:

- (1) A written resolution signed by each member of the executive 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 subsection (1) may consist of several documents in like form, each signed by 1 or more members of the executive committee.

Strategic Planning

As soon as practicable after the Annual General Meeting, the executive committee should set aside time to discuss the following 12 months directions for the organisation by means of having a strategic planning session. The session should review the past 12 months achievements and plan for the upcoming 12 months. The planning session should also be used to review the Mission, Purpose and Vision of the organisation.

Succession Planning

The executive committee is responsible for talking to ordinary members prior to the Annual General Meeting to gain interest in nominating for the following year's executive committee. This will help to ensure a full committee is established at the Annual General Meeting.