

**EXPLANATORY MEMORANDUM SPECIAL RESOLUTIONS**

**This explanatory memorandum accompanies the Notice of General Meeting of  
The Association of Queensland Nursing & Midwifery Leaders Inc. being held**

**On Tuesday, 10 June 2025 (AEST) via Teams  
Commencing at 5.00pm**

**This Memorandum**

**The Notice of General Meeting**

The Notice of General Meeting gives notice of the General Meeting of the members of Association of Queensland Nursing & Midwifery Leaders Inc. to consider and if thought fit to pass, Special Resolutions as detailed below.

Dear Members

The AQNML Executive Committee met and voted unanimously to close the AQNML. The committee has carefully considered all options, reviewed our financial position, and noted the declining membership numbers. This type of discussion has been recurrent for many years now, and the decision to close has been one we have actively tried to avoid to uphold the proud legacy of our organisation and continue to produce our amazing conferences each year. The years during and post-COVID resulted in declining membership and conference delegate numbers, and with conference costs increasing, the financial position of our not-for-profit and volunteer-run Association has also been declining. The difficult decision to close our now 75-year-old association is an enormous and emotional one for us all but given the evolution of leadership provided by the Offices of the Chief Nurse and Midwifery Officers, tertiary and other leadership education courses and employer led leadership programs as well as the changing faces of our professions unfortunately this is the time to give our Association a dignified retirement.

As President, I remain humbled and proud to represent the achievements of the AQNML past and present, but although so sad to have moved this motion, I truly believe it is the right decision. I thank you all for your service and I am particularly grateful to my executive committee colleagues as well as Martin and Kate Bishop for your efforts in support of the AQNML.

Melinda Daniels  
AQNML President

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**Summary and Background of Proposed Changes**

***As per Office of Fair Trading Queensland Government Closing down your incorporated association the following steps are required:***

***A general meeting to close down an incorporated association. You can do this as long as your association is still solvent.***

***At this meeting, you must pass 2 separate special resolutions***

- 1. Close down**
- 2. Decided how to distribute any remaining surplus assets**

**When distributing your surplus assets, you must:**

- Pay your liabilities first**
- Get receipts from any organisation that receive your assets**
- Obey your association's rules.**

The option to formally apply to close the association will be the voluntary cancellation option.

For more information refer to the Office of Fair Trading, Queensland Government

The AQNML Model Rule under section 49 supports the Office of Fair Trading Queensland Government guidelines regarding distribution of assets. Refer to the below-

**49. 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.

Office of Fair Trading Website for further information - <https://www.qld.gov.au/law/laws-regulated-industries-and-accountability/queensland-laws-and-regulations/associations-charities-and-non-for-profits/incorporated-associations/closing-down-your-incorporated-association>

**1.0 Special Resolution 1 – CLOSE DOWN THE QUEENSLAND NURSING AND MIDWIFERY LEADERS ASSOCIATION INC.**

*The following is presented at the General Meeting to consider and if thought fit to pass, special resolution of the Members that the Association be closed down:*

**Special Resolution 1: To close down The Queensland Nursing and Midwifery Leaders Association Inc.**

**Vote – For or Against**

**2.0 Special Resolution 2 - DISTRIBUTION OF ASSETS– DECIDE HOW TO DISTRIBUTE ANY REMAINING SURPLUS ASSETS. As per 49 (3) AQNML Model Rules.**

*The following is presented at the General Meeting to consider and if thought fit to pass, special resolution of the Members that the Association to distribute any remaining surplus assets to an organisation with like minded objectives:*

**Special Resolution 2: Distribute any remaining surplus assets to The Australian College of Nursing (ACN) Foundation. As per 49(3) AQNML Model Rules.**

**Vote – For or Against**

**Following this special general meeting. Once business concludes members are welcome to stay on for an open microphone forum.**

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Please review this document thoroughly. A copy of the current Model Rules (November 2017 version) is available from AQNML website | About | AGM – [www.aqnml.org.au](http://www.aqnml.org.au)

The Executive Committee looks forward to your participation at the General Meeting.