

Queensland Water and Land Carers Inc.

Items for inclusion in Amended Notice for 2017 Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Queensland Water and Land Carers Inc will be held on 24th November 2017 at Brisbane International Hotel Virginia Sandgate Rd and Zillmere Rd Boondall Qld 4034 commencing at 8.30am. Papers will be available for download on the QWaLC website after 24th October 2017

Under SPECIAL BUSINESS

Adoption of New Constitution

To consider, and if in favour, pass the following resolution as a special resolution

The following special resolution will be proposed at the Annual General Meeting.

SPECIAL RESOLUTION

That pursuant to Rule 48(1) of the Associations Incorporations Act 1981, the existing constitution is repealed and the new constitution, that has been made available to members via QWaLC's website at www.qwalc.org.au New Constitution, is adopted as the constitution of the Association.

By order of the Board of Management

Explanatory Memorandum

Special Resolution to change the constitution

Members are being asked to consider the adoption of a new constitution for the association at the 2017 AGM. The "New Constitution" is based on the Qld Office of Fair Trading Model Rules. The wording in the Model Rules has been adjusted only to accommodate the particulars of the operation of the QWaLC organisation. The set of rules in the New Constitution will bring the QWaLC association in line with 'best practices' in corporate governance.

The review of the existing Constitution came about following the initial rejection of the QWaLC application to the Australian Charities and Not-for-Profits Commission (ACNC). The application was made in order to provide the benefits that come from formal recognition of our Not-for-Profit purpose. We were advised that the existing Constitution was perceived to be unsuitable for approval by ACNC due to lack of clarity regarding the not-for-profit intention of the association. It was suggested that QWaLC revise the objects to be more concise and to clearly state our objective to act with a not-for-profit purpose.

In most respects the New Constitution has similar terms to the Existing Constitution, but some rules are now in a different order following the lay out of the Model Rules. There are certain key changes that have been made in the New Constitution which are further explained below.

To assist members to understand the differences between the New Constitution and the Existing Constitution, the table below sets out a summary of the key provisions in the New Constitution and provides an explanation on the reasoning for any differences.

Definitions and interpretation (Rule 1)

Definitions are provided to link the terminology used by the Association with the terms used in the Associations Act.

Objects (Rule 3)

Objects have been revised, the first object is set out to clearly state our intention to be a “not-for-profit” organisation and to ensure those intentions are clear and unambiguous to the ACNC. The remainder of the objects restate the Existing Constitution objects using more concise language.

Secretary (Rules 14-16)

The eligibility, appointment and removal rules for the position of secretary have been broadened to be consistent with the Model Rules.

Membership of the Board of Management (Rules 18 – 21)

Board of Management membership rules have been further clarified.

Resolutions of the Board of Management without meeting (Rule 29)

This rule has been made consistent with the Model Rules.

Alteration of Rules (Rule 43)

The alteration of rules has been made consistent with the Model Rules.

Funds and accounts and Financial matters (Rules 45 and 46)

Rules for funds, accounts and financial matters have been made consistent with the Model Rules.