



QWaLC
QUEENSLAND WATER & LAND CARERS

Queensland Water and Land Carers Inc.

RULES OF ASSOCIATION As at 13th August 2014

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Revised 1	All Rules	13.08.2014	
Revised 2			
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*Endorsed by QWaLC Inc.

** Approved by Office
of Fair Trading

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CONSTITUTION

of the

Queensland Water and Land Carers Inc.

RULE 1: WORDS AND EXPRESSIONS TO HAVE MEANING IN ACT:

- 1:1. A word or expression that is not defined in these rules, but is defined in the *Associations Incorporation Act 1981*, (the AI Act) has, if the context permits, the meaning given by the Act.

RULE 2: NAME:

- 2:1. The name of the Incorporated Association is the “**Queensland Water and Land Carers Inc.**” (in these Rules called the **Association**).

RULE 3: OBJECTIVES:

The Association shall,

- 3:1. Facilitate the effectiveness of all natural resource management volunteers within Queensland
- 3.2 Represent the interests of community-based Natural Resource Management Volunteer Groups at a National, State and Regional level.
- 3:3. Facilitate communication and cooperation between community-based Natural Resource Management Volunteer Groups, relevant Government Agencies and Ministers, Local Government, Industry and other organisations.
- 3:4. Provide a forum
 - 3.4a To advance the resolution of issues impacting on community based natural resource management volunteer groups and enhance the performance of their on-ground activities.
 - 3.4b To promote the successes of community based natural resource management volunteers
- 3:5. Provide policy advice, interpretation and analysis to community based natural resource management volunteer groups on issues pertaining to natural resource management.
- 3:6. Advocate and facilitate the establishment of mechanisms to ensure a sustainable financial and administrative base for the community-based natural resource management volunteer movement.
- 3:7. Promote Community, Industry and Government research and understanding of issues impacting on natural resource management.
- 3:8. Promote the value of a coordinated, partnership approach for managing natural resources, based on the principles of ecologically, socially and economically sustainable development.
- 3:9. Utilize all avenues of the Media to keep the Public informed of the Association's activities and future events.
- 3:10. Apply for and obtain registration on the Federal Government's Register of Environmental Organisations.
- 3:11. Establish a Public Fund under the Association's Constitution and Rules for all donations received for the specific purpose of supporting the Association's objectives. The Fund is to be called the "**Queensland Water and Land Carer's Inc., Public Fund**" and it must comply with all the requirements of **Sub-division 30-E of the Income Tax Assessment Act 1997.**
- 3:12. Apply for, and obtain, a Certificate of Sanction under the "**Collections Act 1966**" as a pre-requisite for the Association's on-going fund raising activities to further its community objectives.
- 3:13. Do all such other acts or things, as are incidental or conducive to the attainment of the above objectives.

RULE 4: POWERS:

- 4:1. The Association has the powers of an individual.
- 4:2. The Association may, for example:-
- 4:2a enter into contracts; and
 - 4:2b acquire, hold, deal with and dispose of property; and
 - 4:2c make charges for services and facilities it supplies; and
 - 4:2d do other things necessary or convenient to be doing in carrying out its affairs.
- 4:3. The Association may take over the funds and other assets and liabilities of the present un- incorporated Association known as the “Queensland Water and Land Carer’s Inc.”
- 4:4. The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.
- 4:5. Where it furthers the objects of the Association to amalgamate with any one or more other organisation(s) having similar objects, the other organisation(s) must have rules prohibiting the distribution of its/their assets and income to members to the extent at least as great as that imposed on the Association, under or by virtue of Rule 38 and must be approved by the Commissioner for Taxation for the purpose of **Sub-Section 78(4) and (5) of the Income Tax Assessment Act (1936).**
- 4:6. The Association may invest and deal with the Association’s funds, not immediately required, in such manner as may, from time to time be thought fit, subject where applicable, to **Regulation 32(14) of the Collections Regulations 1975.**
- 4:7. The Association may do all such other things as are incidental or conducive to the attainment of the Association’s objectives and the exercise of the Association’s powers.

RULE 5: CLASSES OF MEMBERSHIP:

- 5:1. The membership of the Association consists of the following classes of members:-
- 5:1a **Ordinary Members**, as defined in **Rule 6**, and
 - 5:1b **Associate Members**, as defined in **Rule 7**.
- 5:2. Every member 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 Board of Management, agrees in writing to become a member of the Incorporated Association must be admitted by the Board of Management to the same class of membership of the Association as the member held in the unincorporated Association, according to the classes of membership of the Association as defined in Rule 5:1.
- 5:3. The Voting members of the Association consist of Ordinary members, represented by their duly nominated representative, as described in Rule 6 or otherwise determined by the Association.

RULE 6: ORDINARY MEMBERS:

- 6:1. An Ordinary Member is an eligible organisation that has been admitted to membership of the Association.
- 6:2. Eligible organisation means any Community-based Natural Resource Management Volunteer Group operating in Queensland.
- 6:3. Each Ordinary Member must appoint a representative to act as its delegate and vote on its behalf at the Annual General Meeting of the Association.
- 6:4. Ordinary Members have full voting rights at the Annual General Meeting and in any ballot conducted for the purpose of electing a Board Member to represent their Region.
- 6:5. An application for Membership of the Association must be: -
- 6:5a in such form and contain such particulars as decided by the Board of Management; and
 - 6:5b must be accompanied by the applicant's subscription.
- 6:6. The number of Ordinary Members of the Association is unlimited.

RULE 7: ASSOCIATE MEMBERS:

- 7:1. Associate members are individuals or Organisations not eligible for Ordinary Membership that have made application for, and been admitted to, the Association.
- 7:2. Associate members may attend meetings and may speak at the discretion of the Chair. They do not have voting rights.
- 7:3. The number of Associate Members of the Association is unlimited.
- 7:4. Any application for Associate Membership of the Association must be made in writing, signed by the applicant and accompanied by the applicant's subscription, and the appointment shall be ratified in the manner that the Board of Management prescribes.

RULE 8: OBSERVERS:

- 8:1. Observers may attend any meeting of the Association, with the permission of the Board of Management, but only speak on any issue if invited to do so.
- 8:2. Observers have no voting rights or any other powers.

RULE 9: MEMBERSHIP FEES:

- 9:1. The Membership fees for each class of membership: -
 - 9:1a. is the amount decided at the First and subsequent Annual General Meetings; and
 - 9:1b. the membership fees for each class of membership is payable when, and in the way, the Board of Management decides.
- 9:2. A financial member at any material time is a member who is not then indebted to the Association in respect of Annual subscription or levy or other payment whatsoever.
- 9:3. Only those Ordinary Members who are financial members at the time are entitled, subject to the lawful procedure of the meeting, to speak or vote upon any motion at any General Meeting of the organisation.

RULE 10: ADMISSION AND REJECTION OF MEMBERS:

- 10:1. The Board of Management must consider an application for membership at the next meeting of the Board held after it receives: -
 - 10:1a the application; and
 - 10:1b the appropriate membership fees for the application
- 10:2. The Board of Management must decide at the meeting whether to accept or reject the application.
- 10:3. The Secretary or Executive Officer of the Association must, as soon as practicable after the Board of Management decides to accept or reject an application, give the applicant a written notice of the decision.

RULE 11: WHEN MEMBERSHIP ENDS:

- 11:1. A Member may resign from the Association by giving a written notice of resignation to the Secretary.
- 11:2. The resignation takes effect on:-
 - 11:2a the day and at the time the notice is received by the Secretary; or
 - 11:2b if a later day is stated in the notice – the later day.
- 11:3. If an Associate Member or Delegate representing an Ordinary Member:-
 - 11:3a is convicted of an indictable offence; or
 - 11:3b does not comply with any of the provisions of these rules; or
 - 11:3c has membership fees in arrears for at least two months; or
 - 11:3d conducts himself or herself in a way that the Board considers to be injurious or prejudicial to the character or interests of the Association,

the Association shall consider whether their membership shall be terminated.
- 11:4. Before the Board of Management terminates an ordinary member's membership, the Board must give the member's representatives a full and fair opportunity of presenting their case at a Board Meeting to show why the membership should not be terminated.
- 11:5. If, after considering all representations made, the Board of Management decides to terminate the membership, the Secretary of the Board must give the member a written notice of the decision.

RULE 12: APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP:

- 12:1. An eligible group whose application for membership has been rejected or whose membership has been terminated may give the Secretary written notice of the group's intention to appeal against the decision.
- 12:2. A notice of intention to appeal must be given to the Secretary within 1 (one) month after the person receives written notice of the decision.
- 12:3. If the Secretary receives a notice of intention to appeal that the application should not be rejected or the membership should not be terminated, the Secretary must, place the appeal on the agenda for the next Annual General Meeting.
- 12:4. The applicant's statement of appeal must be circulated to the membership of the Association at least two (2) months prior to the Annual General Meeting, along with the Board's statement on why the application should be rejected or the membership should be terminated.
- 12:5. An appeal must be decided by the vote of the Members present at the meeting.
- 12:6. If a person or organisation whose application has been rejected does not appeal against the decision within 1 (one) month the Secretary must, as soon as practicable, refund the application fee paid by the person.

RULE 13: REGISTER OF MEMBERS:

- 13:1. The Association must keep a Register of Members.
- 13:2. The Register of Members must include the following particulars for each member body or individual:-
 - 13:2a The full name and address of each member, including email address if available; and
 - 13:2b The date of admission as a member and the amount of the annual subscription; and
 - 13:2c The date of death, dissolution or resignation of the member; and
 - 13:2d Details about the termination or reinstatement of membership; and
 - 13:2e Any other particulars the Board of Management decide.
- 13:3. The Register can be held in a Computer Database, which can be printed out if required.
- 13:4. The Register, (or a Computer printout) must be open for inspection at all reasonable times.
- 13:5. However, before a member may inspect the Register, the member must apply to the Secretary to inspect it.
- 13:6. It is the duty of all members to notify the Secretary of any change of address.

RULE 14: SECRETARY:

- 14:1. If the Association has not elected an interim officer as Secretary for the Association before its Incorporation, the Members of the Board of Management must ensure a Secretary is appointed or elected for the Association within 1 (one) month after Incorporation.
- 14:2. If a vacancy happens in the office of Secretary, the Members of the Board of Management must appoint or elect a Secretary within 1 (one) month after the vacancy happens.
- 14:3. 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: -
 - 14:3a A member of the Association's Board of Management.
- 14:4. The Board of Management may appoint or remove the Association's Secretary at any time.

RULE 15: MEMBERSHIP OF THE EXECUTIVE COMMITTEE:

- 15:1. The Executive Committee of the Association consists of a minimum of 4 (four) and a maximum of 5 (five) persons including:-
- 15:1a **Chairperson**
 - 15:1b **up to two (2) Vice-Chairperson(s)**
 - 15:1c **Treasurer and**
 - 15:1d **Secretary**
- 15:2. All members of the Executive Committee must be members of the Board of Management of the Association. The Executive Committee is elected for a term of one year.
- 15:3. Membership of Board of Management and the Executive Committee must be formally endorsed at the Annual General Meeting of the Association following the election of the Board of Management or Executive Committee.
- 15:4. Decisions of the Executive Committee are to be ratified at the next Board of Management meeting.

RULE 16: ELECTION OF THE BOARD OF MANAGEMENT:

- 16:1 The Board of Management consists of a representative elected from each of the electorates in Queensland as listed in 16.2, by a vote of the membership within that region and formally endorsed at the Annual General Meeting of the Association. The term of Members of the Board is to be three (3) years.
- 16.2 Natural Resource Management Electorates are
1. Queensland Murray Darling
 2. Fitzroy Basin
 3. Northern & Southern Gulf
 4. Desert Channels
 5. South West
 6. Cape York & Torres Strait
 7. South East Queensland
 8. Burnett / Mary
 9. Wet Tropics
 10. Burdekin Dry Tropics / Mackay Whitsunday
 11. Condamine
- aligning with the areas of the equivalent NRM Regions as at 1.1.2014 or as defined in a by-law from time to time.

- 16:3. To facilitate the retention of corporate knowledge and good corporate governance, there is to be a rollover process whereby half the Board of Management is to be elected in an alternating process.
- 16:3a The inaugural Board elected by ballot of members prior to incorporation will be put forward for endorsement at the First General Meeting of the Association.
 - 16:3b In the first instance the electorates with the odd numbers identified in 16.2 will be the first regions to re-elect their Board Member. This election is to occur before the end of August 2013.
 - 16:3c The remaining regions, other than those that re-elected their Board Member in the first round of elections referred to in 16:3b, will re-elect their Board Member before the end of August 2015.
 - 16:3d The electorates will then have their Board Members elected again every three(3) years, so each Board Member is elected for a term of three (3) years.
 - 16:3e A Board member may serve a maximum of two consecutive full terms.
- 16:4. The election of the Members of the Board takes place in the following manner:-
- 16:4a Member groups of the Association are at liberty to propose or second any one of their members for the position of Board Member representing their region.
 - 16:4b The nomination must be in writing and signed by the nominee and by a duly authorised representative of the proposer and seconder member groups, and must be lodged with the Secretary at least eight (8) weeks before the polling date.
 - 16:4c. The list of nominees' names in alphabetical order, and their policy or background statements, are to be circulated to the Association's members, along with ballot papers, at least six (6) weeks prior to the close of polling.
 - 16:4d Balloting lists are to be prepared (if necessary) containing the names of the candidates and each Member group of the Association is entitled to register a vote for the candidate they wish to represent their region on the Board of Management.
 - 16:4e The Executive Officer of the Association tabulate the results of the ballot and advise all members of the outcomes, that is, the number of votes for each candidate by region.
 - 16:4f The newly elected Board of Management is to convene its first meeting within four (4) weeks of the announcement of the outcome of the ballot
 - 16:4g The business to be conducted at the first Board of Management meeting must include the election of an Executive Committee and making arrangements for an Annual General Meeting at which newly-elected Board Members and the new Executive will be formally endorsed as per Rule 15:3.
 - 16:4h The Board of Management may invite up to two partnership board members for expertise, to be endorsed by the Association at the next

Annual General Meeting.

RULE 17: WHEN BOARD MEMBERSHIP ENDS:

- 17:1. A Board Member may resign from the Board of Management by giving a written notice of resignation to the Secretary.
- 17:2. The resignation takes effect on:-
 - 17:2a the day and at the time the notice is received by the Secretary; or
 - 17:2b if a later day is stated in the notice – the later day.
- 17:3. If a Board Member:-
 - 17:3a is convicted of an indictable offence; or
 - 17:3b does not comply with any of the provisions of these rules; or
 - 17:3c conducts himself or herself in a way that the Board considers to be injurious or prejudicial to the character or interests of the Association, the Board shall consider whether the Board Membership shall be terminated.
- 17:4. Before the Board of Management terminates a Board Membership, the Board must give the Board Member a full and fair opportunity of presenting their case at a Board Meeting to show why the Board Membership should not be terminated.
- 17:5. If, after considering all representations made, the Board of Management decides to terminate the membership, the Secretary of the Board must give the Board Member a written notice of the decision.
- 17:6. A Board Member whose Board Membership has been terminated may give the Secretary written notice of his/her intention to appeal against the decision.
- 17:7. A notice of intention to appeal must be given to the Secretary within 1 (one) month after the person receives written notice of the decision.
- 17:8. If the Secretary receives a notice of intention to appeal that the Board Membership should not be terminated, the Secretary must place the appeal on the agenda for the next Annual General Meeting.
- 17:9. The Board Member's statement of appeal must be circulated to the membership of the Association at least two (2) months prior to the Annual General Meeting, along with the Board's statement on why the Board Membership should be terminated.
- 17:10. An appeal must be decided by the vote of the Members present at the meeting.

RULE 18: VACANCIES ON BOARD OF MANAGEMENT:

- 18:1 If a casual vacancy happens on the Board of Management, the continuing members of the Board of Management may appoint another member of the association to fill the vacancy to be endorsed at the next annual general meeting for the remainder of the term.
- 18:2 The continuing members of the Board of Management may act despite a casual vacancy on the Board of Management.
- 18:3 However, if the number of Board members is less than the number fixed under these rules as a quorum of the Board of Management, the continuing members may act only to :-
 - 18:3a increase the number of Board of Management members to the number required for a quorum; or
 - 18:3b call a general meeting of the association.

RULE 19: FUNCTIONS OF THE BOARD OF MANAGEMENT:

- 19:1. Except as otherwise provided by these Rules and subject to resolutions of the Association carried at any General Meeting, the Board of Management:-
- 19:1a has the general control and management of the administration of the affairs, property and funds of the Association; and
 - 19:1b has authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent; and
 - 19:1c may invite observers to attend Board of Management meetings to act as advisors, facilitate the development of partnerships and provide linkages with like organisations at a regional, State and/or National level. Such observers at Board of Management meetings will not have voting rights.
- 19:2. The Board of Management may exercise all the powers of the Association:-
- 19:2a to borrow, raise or secure the payment of amounts in a way the Association members decide; and
 - 19:2b to secure the amounts mentioned in paragraph 19:2: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, and 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
 - 19:2c to purchase, redeem or pay-off any such securities issued; and
 - 19:2d to borrow amounts from members and to pay interest on the amounts borrowed; and
 - 19:2e to mortgage or charge the whole or part of its property; and
 - 19:2f to issue Debentures and Securities, whether outright or as security for any debt, liability or obligation of the Association; and
 - 19:2g to provide and pay off any such securities issued; and
 - 19:2h to invest in a way as the members of the Association may from time to time decide.
- 19:3. For Sub-section 19:2b. the rate of interest must not be more than the rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by ;-
- 19:3a the financial institution for the Association; or
 - 19:3b if there is more than one financial institution for the Association – the financial institution nominated by the Association.

RULE 20: MEETINGS OF THE BOARD OF MANAGEMENT:

- 20:1. Subject to Sub-sections 20:2. to 20:16. the Board of Management may meet and conduct its proceedings as it considers appropriate.
- 20:2. The Board of Management meets at least once every three (3) calendar months.
- 20:3. Notice of a meeting is to be given in a way decided by the Board of Management.
- 20:4. If the Secretary receives a written request, signed by at least 33% of the Board of Management Members, the Secretary must call a Special Meeting of the Board.
- 20:5. A request for a Special Meeting must state:-
 - 20:5a why the Special Meeting is being called, and
 - 20:5b the business to be conducted at the meeting.
- 20:6. The Chairperson has the right to convene a Board Meeting at any time.
- 20:7. At every meeting of the Board of Management, a simple majority constitutes a quorum.
- 20:8. The Board of Management may meet together and regulate its proceedings as it thinks fit, providing that it is in accordance with these rules and the standards of corporate governance.
- 20:9. A Board Member must not vote in respect of any contract or proposed contract with the Association in which he/she has a conflict of interest.
- 20:10. At least two (2) weeks' notice must be given by the Secretary to each Board Member of any special meeting of the Board of Management.
- 20:11. A Notice of a Special Meeting must state:-
 - 20:11a the day, time and place of the meeting, and
 - 10:11b the business to be conducted at the meeting.
- 20:12. The Chairperson, or if there is no Chairperson, or if the Chairperson is not present within 10 (ten) minutes after the time fixed for a Board of Management meeting, the Vice-Chairperson is to preside as Chairperson at the Meeting.
- 20:13. If the Chairperson and the Vice-Chairperson are both absent from a Board of Management meeting, then the Members may choose one of their number to preside as Chairperson at the meeting.
- 20:14. If a quorum is not present within 30 (thirty) minutes after the time fixed for the Board of Management meeting called on the request of Board Members, the meeting lapses.
- 20:15. If a quorum is not present within 30 (thirty) minutes after the time fixed for the Board of Management meeting called other than on the request of Board members, the meeting is to be adjourned to :-
 - 20:15a the same day, time and place in the following week, or
 - 20:15b a day time and place decided by the Board of Management.
- 20:16. If at the adjourned meeting mentioned in sub-section 20:15.a quorum is not present within 30 (thirty)minutes after the time fixed for the Meeting, the meeting lapses.

- 20:17. The Secretary must ensure full and accurate minutes are kept of all questions, matters, resolutions, and other proceedings of each Board of Management Meeting and ensure that these minutes are circulated to members of the Board.
- 20:18. To ensure the accuracy of the minutes recorded under sub-section 20:17:-
- 20:18a the minutes of each Board of Management meeting must be signed by the Chairperson and one other member of the Board, verifying their accuracy at the next Board of Management meeting; and
- 20:18b the minutes of each Annual General Meeting must be signed by the Chairperson and one other member of the Board, verifying their accuracy at the next Board of Management Meeting.

RULE 21: DELEGATION OF BOARD OF MANAGEMENT POWERS:

- 21:1. In order to achieve its objectives the Association may establish sub-committees or working groups consisting of Board Members and such other persons as the Association thinks fit.
- 21:2. The Association may delegate the whole or part of its powers to a sub-committee or working group consisting of Board Members.
- 21:3. Any Sub-committee or working group so formed, in the exercise of powers so delegated, operates solely at the direction of the Association.
- 21:4. Any findings, recommendations, activities and minutes are to be submitted to the Board of Management for consideration and endorsement.
- 21:5. A Sub-committee may elect a Chairperson of its meetings who will be responsible for taking of minutes and reporting to the Board of Management
- 21:6. If a Chairperson is not elected, or if at any meeting the Chairperson is not present within 10 (ten) minutes after the time fixed for a meeting, the members present may choose one of their number to be Chairperson of the meeting.
- 21:7. A Sub-committee may meet and adjourn as it considers appropriate.
- 21:8. A question arising at a Sub-committee 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.

RULE 22: ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS:

- 22:1. An act performed by a Member of the Board of Management, a Sub-committee or a person acting on behalf of the Board of Management is taken to have been validly performed.
- 22:2. Sub-section 22:1. applies even if the act was performed when -
- 22:2a there was a defect in the nomination or election of a member of the Board of Management;
- 22:2b A Member of the Board of Management was disqualified from being a member.

RULE 23: RESOLUTIONS OF THE BOARD OF MANAGEMENT WITHOUT MEETING:

- 23:1. A written resolution signed by each member of the Board of Management for the time being entitled to receive notice of a Board meeting is as valid and effectual as if it had been passed at a Board Meeting that was properly called and held.
- 23:2. A resolution mentioned in sub-section 23:1. may consist of several documents in like form, each signed by one or more members of the Board of Management.

RULE 24: FIRST GENERAL MEETING:

- 24:1 The first General Meeting must be held not less than 1 (one) month, and not more than 3 (three) months after the day the Association is Incorporated.
- 24:2. The Association's Secretary and/or Executive Officer shall convene a telephone hook-up to serve as the First General Meeting of the Association. The telephone hook-up shall be at the convenience of members and the discretion of the Executive Officer.
- The business to be transacted at the First General Meeting must include the appointment of an Auditor.

RULE 25: FIRST ANNUAL GENERAL MEETING:

- 25:1. The first Annual General Meeting must be held within 18 (eighteen) months after the day the Association is Incorporated.

RULE 26: SUBSEQUENT ANNUAL GENERAL MEETINGS:

- 26:1. Each subsequent Annual General Meeting must be held: -
- 26:1a at least once a year; and
 - 26:1b within 6 (six) months after the end of the Association's financial year; and
 - 26:1c may take the form specified in section 24:2. due to the widely scattered and remote locations of many members.

RULE 27: BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETINGS:

- 27:1. The following business must be transacted at every Annual General Meeting: -
- 27:1a receiving the Association's Statement of Income and Expenditure, Assets, Liabilities and Mortgages, Charges and Securities affecting the property of the Association for the last financial year;
 - 27:1b receiving of the Auditor's Report on the financial affairs of the Association for the last financial year. This Statement is required to be prepared under the "*Associations Incorporation Act 1981, Section 59, (audit and statement)*";
 - 27:1c presenting the audited Financial Statement and Audit Report to the meeting for adoption;
 - 27:1d presentation and formal adoption of the Association's Annual Report;
 - 27:1e appointing a suitably qualified Auditor for the financial year;
 - 27:1f endorsing the newly-elected members of the Board of Management, and the Executive Committee;
- 27:2. Every financial Ordinary Member of the Association participating in the Annual General Meeting is entitled to one (1) vote and, in the case of an equality of votes, the Chairperson or Acting Chairperson of the Association has a second or casting vote.
- 27:3. A formal record is to be kept of the votes for these resolutions.

RULE 28: QUORUM FOR ANNUAL GENERAL MEETINGS:

- 28:1. The quorum for an Annual General Meeting of the Association is equal to twice the number of regionally elected Board of Management members, plus one (1).
- 28:2. No business shall be transacted at the Annual General Meeting unless a quorum is present at the time when the meeting proceeds to business.
- 28:3. If a quorum is not present within fifteen (15) minutes after the time fixed for the Annual General Meeting of the Association, the meeting lapses. The Board of Management is then required within thirty (30) days to set a new date for the Annual General Meeting.

RULE 29: GENERAL MEETINGS:

- 29.1. The secretary may call a general meeting of the Association determined by the Board of Management.
- 29.2. The Secretary must give at least 8 (eight) weeks' notice of a General Meeting to each Association Member, in writing by post and/or electronic means
- 29.3. A notice of a General Meeting must state the business to be conducted at the Meeting.

RULE 30: QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING:

- 30:1. Subject to sub-section 30:5, the quorum for a General Meeting is equal to twice the number of regionally elected Board of Management members, plus one (1).
- 30:2. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.
- 30:3. If a quorum is not present within 30 (thirty) minutes after the time fixed for a General Meeting called on the request of the Board of Management of the Association, the Meeting lapses.
- 30:4. If a quorum is not present within 30 (thirty) minutes after the time fixed for a General Meeting called other than on the request of the Board of Management of the Association, the Meeting is to be adjourned to a day, time and place decided by the Board of Management.
- 30:5. If at an adjourned Meeting, a quorum under sub-section 30:1, is not present within 30 (thirty) minutes after the time fixed for the Meeting, the members present form a quorum.
- 30:6. The Chairperson may, with the consent of any Meeting at which a quorum is present, and must if directed by the Meeting, adjourn the Meeting from time to time and from place to place.
- 30:7. If a Meeting is adjourned under sub-section 30.6, only the business left unfinished at the Meeting from which the adjournment took place may be conducted at the adjourned Meeting.
- 30:8. The Secretary is not required to give 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 (thirty) days.
- 30:9. 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.
- 30:10. In this rule "**Ordinary Member Delegate**" is defined as a person endorsed by an Ordinary Member Group attending as a Delegate or a Proxy.

RULE 31: PROCEDURE AT A GENERAL MEETING:

- 31:1. Subject to these rules, at each General Meeting:-
- 31:1a the Chairperson or, if there is no Chairperson, or if the Chairperson is not present within 15 (fifteen) minutes after the time fixed for the meeting or is unwilling to act, the Vice-Chairperson is to preside as Chairperson; and
 - 31:1b If the Vice-Chairperson is absent or unwilling to act as Chairperson, the Members and Delegates present must elect one of their number to be Chairperson of the meeting; and
 - 31:1c the Chairperson must conduct the meeting in a proper and orderly way; and
 - 31:1d each question, matter or resolution must be decided by a majority of votes of the Ordinary Members present; and
 - 31:1e every financial Ordinary Member present is entitled to 1 (one) vote and, in the case of an equality of votes, the Chairperson has a second or casting vote, provided no Delegate is entitled to vote at any General Meeting if the Member's annual subscription is in arrears at the date of the meeting; and
 - 31:1f only one delegate of an Ordinary Member group or their proxy is eligible to vote; and
 - 29:1g voting procedures will be appropriate to the form of the meeting by the discretion of the Board of Management , unless at least 30% of the Members present demand a secret ballot; and
 - 31:1h If a secret ballot is held, the Chairperson must appoint 2 (two) members to conduct the secret ballot in a way the Chairperson decides; and
 - 31:1i the result of the secret ballot as declared by the Chairperson is taken to be a resolution of the meeting at which the ballot was held; and
 - 31:1j a Delegate may vote in person or by proxy or by attorney and:-
 - (i) on a show of hands each person present who is a delegate or a proxy for a delegate shall have one vote; and
 - (ii) in a secret ballot each Member present in person or by proxy or by attorney or other duly authorised representative has 1 (one) vote;
 - (iii) Associate Members do not have voting rights at a General Meeting, and :-
 - 31:1k an instrument appointing a delegate and their proxy must be in writing; and:-
 - (i) either under seal or signed by a properly authorised officer of the Ordinary Member group; and
 - 31:1l the instrument appointing a proxy is taken to confer authority to demand, or join in demanding, a secret ballot; and shall be in the form as per APPENDIX 1 or a similar form;
 - 31:1m a proxy may be a member of the Association or another person; and

- 31:1n 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; and
- 31:1o the Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board of Management meeting and Annual or General Meeting are entered in a minute book and/or Computer with a master file of print-outs; and
- 31:1p the minutes are open for inspection at all reasonable times by any financial Member who previously applies to the Secretary for that inspection.

31:2 To ensure the accuracy of the minutes recorded under sub-section 31:1o:

- 31:2a the minutes of each Board of Management Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next Board of Management Meeting, verifying their accuracy; and
- 31:2b the minutes of each General Meeting must be signed by the Chairperson and one other member of the Board, verifying their accuracy; and
- 31:2c 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.

RULE 32: BY-LAWS:

- 32:1. The Board of Management may make, amend or repeal By-laws, not inconsistent with these Rules, for the internal management of the Association.
- 32:2. A By-law may be set aside by a vote of Members at a General Meeting of the Association.

RULE 33: ALTERATION OF RULES:

- 33:1. Subject to the provisions of the “*Associations Incorporation Act 1981*” these Rules may be amended, repealed or added to by a special resolution carried at an Annual General Meeting of the Association.
- 33:2. A special resolution must be passed by three-quarters of the members participating in the Annual General Meeting.
- 33:3. However any amendment, repeal or addition is valid only if it is registered by the Chief Executive and the Minister responsible for the administration of the “*Collections Act 1966*”.

RULE 34: COMMON SEAL:

- 34:1. The Board of Management must ensure the Association has a Common Seal.
- 34:2. The Common Seal must be:-
 - 34:2a kept securely by the Board of Management or its Executive Officer; and
 - 34:2b used only under the authority of the Board of Management,
- 34:3. Each instrument to which the Seal is attached must be signed by an Executive member; and countersigned by;
 - 34:3a the Secretary; or
 - 34:3b another member of the Board of Management; or
 - 34:3c another Member appointed by the Board of Management.

RULE 35: FUNDS AND ACCOUNTS:

- 35:1. The funds of the Association must be kept in an account in the name of the Association in a Financial Institution decided by the Board of Management.
- 35:2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 35:3. All moneys must be deposited in the financial institution account as soon as practicable after receipt.
- 35:4. If an amount of \$100 or more is paid by cheque, the cheque must be signed by any 2 (two) of the following:-
 - 35:4a the Chairperson;
 - 35:4b the Vice Chairperson;
 - 35:4c the Treasurer;
 - 35:4d the Secretary/Executive Officer.
- 35:5. All cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed ***“not negotiable”***.
- 35:6. A petty cash account must be kept on the imprest system, and the Board of Management must decide the amount of petty cash to be kept in the account.
- 35:7. Petty Cash Payments are not to exceed \$100 (One hundred Dollars)
- 35:8. All expenditure must be approved or ratified by the Board of Management
- 35:9. The Treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars be prepared:-
 - 35:9a The income and expenditure for the financial year just ended; and
 - 35:9b The Association’s assets and liabilities at the close of the Year; and
 - 35:9c The mortgages, charges and securities affecting the property of the Association at the close of the Year.
- 35:10. The registered Auditor must examine the statement prepared under sub-section 35:9. and present a report on it to the Secretary before the next Annual General Meeting following the financial year for which the audit was made.
- 35:11. The income and property of the Association must be used solely in promoting the Association’s objects and exercising the Association’s powers; an
- 35:12. No portion shall be distributed, directly or indirectly, to the Members of the Association except as bona fide compensation for services rendered or expenses directly incurred on behalf of the Association, with the authority of the Board of Management.

RULE 36: QUEENSLAND WATER AND LAND CARERS PUBLIC FUND:

- 36:1. The Association will establish a Public Fund, the purpose of which is to support the sustainable natural resource management objects of the Association.
- 36:2. The Fund will only be used to support Association's sustainable natural resource management purposes.
- 36:3. Members of the general public are invited to make donations of money or property to the Fund for the sustainable natural resource management purposes of the Association.
- 36:4. Money from interest on donations, income derived from donated property, and money from the realization of such property are to be deposited into the Fund.
- 36:5. The Fund must not receive any other money or property, including corporate sponsorship money. Donations to the Public Fund are to be kept separate from other funds of the Association.
- 36:6. A separate Bank Account is to be opened in the name "**QUEENSLAND WATER AND LAND CARERS PUBLIC FUND**" to deposit money donated to the Fund, including the interest accruing thereon.
- 36:7. Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the Fund
- 36:8. The Fund will be operated on a non-profit basis. None of the money or the property accumulated by the Fund will be distributed to members of the Association (or trustees of the Fund) apart from proper remuneration for administrative services.
- 36:9. In the event of winding up of the Fund, any surplus assets are to be transferred to another Fund with similar objectives that is on the Register of Environmental Organisations. (See Rule 40:4.).
- 36:10. The Fund will be administered by a Board of Management of no less than three persons. A majority of the members of the Committee are required to have the requisite degree of responsibility to the general community, that is, persons who, because of their tenure of some Public Office or their position in the community, have a degree of responsibility to the community as a whole as distinct from obligations solely in regard to the environmental objectives of the Association.
- 36:11. The Fund is subject to the provisions of the **"Associations Incorporation Act (1981)"** and the resolutions of the Board of Management of the Association.
- 36:12. Any changes to the membership of the Board of Management of the Fund are to be advised to the Department of Environment and Heritage within a reasonable time following the making of the changes.
- 36:13. Any changes to the Rules of the Fund are to be advised to the Department of Environment and Heritage within a reasonable time of making the changes.
- 36:14. Statistical data about donations to the Fund during the financial year will be provided to the Department of Environment and Heritage within four months after the end of the financial year and in the form required by the Department.
- 36:15. All expenditure shall be approved or ratified at a Board of Management meeting.
- 36:16. The Association agrees to comply with any other rules that may from time to time be announced by the Treasurer or the Minister with responsibility for the environment.

RULE 37: CONDUIT POLICY:

- 37:1. The Association has a policy on not acting as a mere conduit for the donation of money or property to other organisations, bodies or persons.
- 37:2. Any allocation of funds or property to other organisations or persons will be made in accordance with the established objectives of the Association and not be influenced by the expressed preference or interest of a particular donor to the Association.

RULE 38: DOCUMENTS:

- 38:1 The Board of Management must ensure the safe custody of Books, Documents, Instruments of Title, Electronic Records and Securities of the Association.

RULE 39: FINANCIAL YEAR:

- 39:1 The Financial Year of the Association closes on 30th June each year.

RULE 40: DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY:

- 40:1. This section applies if the Association:-
- 40:1a is wound up under part 10 of the "*Associations Incorporation Act 1981*"; and
 - 40:1b it has surplus assets (as defined by section 92(3)"*Distribution of Surplus Assets*" of the Act).
- 40:2. The surplus assets must not be distributed among the Association's members.
- 40:3. The surplus assets shall be given to another entity:-
- 40:3a having objects similar to the Association's objects; and
 - 40:3b the rules of which prohibit the distribution of the entity's income and assets to its members; and
 - 40:3c gifts which are allowable deductions under the provisions of *Section 78(4) and (5) of the "Income Tax Assessment Act"*.
 - 40:3d. Such institution or institutions to be determined by members of the Association.
- 40:4. In the event of the Association being wound up, all surplus assets held in the Public Fund are to be dealt with separately in accordance with Rule 34:9. and can only be transferred to another organisation with similar objectives that is on the Register of Environmental Organisations.

CHAIRPERSON.....SECRETARY.....

Dated: this _____ day of _____ 20____

APPENDIX 1: PROXY FORM:

PROXY FORM

QUEENSLAND WATER AND LAND CARERS INC.

I,

of

being a duly authorised representative of an Ordinary Member group of the above-named Association hereby appoint:

.....

of.....

or failing their availability, appoint:

.....

of.....

as our Proxy to vote on behalf of our group at the * Annual / * General Meeting of the Queensland Water and Land Carers Inc. to be held on the:

.....day of....., 20.....,

and at any adjournment thereof.

In the case of a teleconference * Annual / * General Meeting, our Proxy will be available for contact at the following telephone number

.....

or at another number advised at least 48 hours before the scheduled time of the teleconference meeting.

Signed..... Dated this.....day
of.....200..

(Unless otherwise instructed, the Proxy may vote as the Proxy considers appropriate).