

# QUEENSLAND WATER and LAND CARERS INC

## TABLE OF CONTENTS

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RULE 1	INTERPRETATION	2
RULE 2	NAME	2
RULE 3	OBJECTS	2
RULE 4	POWERS	3
RULE 5	CLASSES OF MEMBERS	3
RULE 6	RIGHTS OF MEMBERSHIP	3
RULE 7	NEW MEMBERSHIP	4
RULE 8	MEMBERSHIP FEES	4
RULE 9	ADMISSION AND REJECTION OF NEW MEMBERS	4
RULE 10	WHEN MEMBERSHIP ENDS	5
RULE 11	APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP	5
RULE 12	GENERAL MEETING TO DECIDE APPEAL	5
RULE 13	REGISTER OF MEMBERS	6
RULE 14	PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS	6
RULE 15	APPOINTMENT OR ELECTION OF SECRETARY	7
RULE 16	REMOVAL OF SECRETARY	7
RULE 17	FUNCTIONS OF SECRETARY	7
RULE 18	MEMBERSHIP OF BOARD OF MANAGEMENT	8
RULE 19	ELECTING THE BOARD OF MANAGEMENT	8
RULE 20	RESIGNATION, REMOVAL OR VACATION OF OFFICE OF BOARD OF MANAGEMENT MEMBER	10
RULE 21	VACANCIES ON BOARD OF MANAGEMENT	11
RULE 22	FUNCTIONS OF BOARD OF MANAGEMENT	12
RULE 23	MEETINGS OF BOARD OF MANAGEMENT	12
RULE 24	QUORUM FOR, AND ADJOURNMENT OF, BOARD OF MANAGEMENT MEETING	13
RULE 25	SPECIAL MEETING OF BOARD OF MANAGEMENT	13
RULE 26	MINUTES OF BOARD OF MANAGEMENT MEETINGS	14
RULE 27	APPOINTMENT OF SUBCOMMITTEES	14
RULE 28	ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS	14
RULE 29	RESOLUTIONS OF BOARD OF MANAGEMENT WITHOUT MEETING	15
RULE 30	FIRST ANNUAL GENERAL MEETING	15
RULE 31	SUBSEQUENT ANNUAL GENERAL MEETINGS	15
RULE 32	BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF LEVEL 1 INCORPORATED ASSOCIATIONS AND PARTICULAR LEVEL 2 INCORPORATED ASSOCIATIONS	15
RULE 33	BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF OTHER LEVEL 2 INCORPORATED ASSOCIATIONS	16
RULE 34	BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF OTHER LEVEL 3 INCORPORATED ASSOCIATIONS	16
RULE 35	NOTICE OF ANNUAL GENERAL MEETING	16
RULE 36	QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING	17
RULE 37	PROCEDURE AT GENERAL MEETING	17
RULE 38	VOTING AT GENERAL MEETING	18
RULE 39	SPECIAL GENERAL MEETING	18
RULE 40	PROXIES	19
RULE 41	MINUTES OF GENERAL MEETINGS	20
RULE 42	BY-LAWS	20
RULE 43	ALTERATION OF RULES	20
RULE 44	COMMON SEAL	21
RULE 45	FUNDS AND ACCOUNTS	21
RULE 46	GENERAL FINANCIAL MATTERS	21
RULE 47	DOCUMENTS	21
RULE 48	FINANCIAL YEAR	21
RULE 49	DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY	22
RULE 50	ESTABLISHMENT OF THE PUBLIC FUND	23

# Rules of Queensland Water and Land Carers Inc.

## 1 Interpretation

(1) In these rules—

**Act** means the *Associations Incorporation Act 1981*.

**Associate Members** are individuals or organisations not Eligible Organisations that have made application for, and have been admitted to associate membership of the association.

**Board of Management** is the management committee of the association under the Act.

**Chairperson** is the President of the association under the Act.

**Elected Representative** has the meaning given to it in Rule 18(1)(a).

**Eligible Organisation** means any community-based Natural Resources Management volunteer group operating in Queensland.

**Natural Resources Management** means the management of natural resources including air, land, soil, water, plants, animals and micro-organisms. Natural resources link together to form natural systems of varying scale such as rivers, lakes, wetlands, estuaries and coasts, forests, fields and geological systems.

**Natural Resource Management Electorates** are those identified in Rule 19.1(b).

**Ordinary Member** is an Eligible Organisation that has been admitted to membership of the association.

**present**—

(a) at a Board of Management meeting, is defined in rule 23(6); or

(b) at a general meeting, is defined in rule 37(3).

(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.

## 2 Name

The name of the incorporated association is Queensland Water and Land Carers Inc.

## 3 Objects

(1) The association is established to be a charity with a not for profit purpose that enhances the natural environment of Queensland by promoting sustainability and the sustainable development and use of resources through community involvement.

(2) In meeting this primary objective the association will:

## QUEENSLAND WATER and LAND CARERS INC

- (a) represent, strengthen, support and develop Queensland's natural resource management community to improve the health of Queensland's natural and working landscapes.
- (b) promote community natural resource management;
- (c) connect people and organisations with an interest in natural resource management;
- (d) support natural resource management with administration, information and funding;
- (e) strengthen partnerships and networks to increase and support community involvement in sustainable natural resource management;
- (f) represent the Natural Resource Management community in Queensland as a representative body to all levels of government to affirm and promote the role of community-based groups in sustainable natural resource management, planning and governance;
- (g) provide a forum for Natural Resource Management organisations across Queensland to work collaboratively to improve the resources and support structures available to community-based natural resource management organisations.

### **4 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 also issue secured and unsecured notes, debentures and debenture stock for the association.

### **5 Classes of members**

- (1) The membership of the association consists of:
  - (a) Ordinary Members, and
  - (b) Associate Members
- (2) The number of Ordinary Members is unlimited.
- (3) The number of Associate Members is unlimited.

### **6 Rights of membership**

## QUEENSLAND WATER and LAND CARERS INC

- (1) Ordinary Members have full voting rights at a general meeting and in any ballot conducted for the purpose of electing a Board Member to represent their Natural Resources Management Electorate.
- (2) Associate Members may attend general meetings and may speak at the discretion of the Chair. They do not have voting rights.

### **7 New membership**

- (1) An application for membership of the association must be:
  - (a) in such form and contain such particulars as decided by the Board of Management; and
  - (b) must be accompanied by the applicant's membership fees.
- (2) Admission as a Member will be determined at the discretion of the Board of Management.

### **8 Membership fees**

- (1) The membership fee for an Ordinary member and for each other class of membership (if any):
  - (a) is the amount decided by the Board of Management and approved by the members from time to time at a general meeting; and
  - (b) is payable when, and in the way, the Board of Management decides.
- (2) Membership fees may be imposed in the form of an annual subscription for membership of the association or as a one-off joining fee or both.
- (3) A financial member at any material time is a member who is not then indebted to the association in respect of its membership fees or other payment whatsoever.

### **9 Admission and rejection of new members**

- (1) The Board of Management must consider an application for membership at the next Board of Management meeting held after it receives:
  - (a) the application for membership; and
  - (b) the appropriate membership fee for the application.
- (2) The Board of Management must ensure that, as soon as possible after the organisation or person applies to become a member of the association, and before the Board of Management considers the organisation's or person's application, the organisation or 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 Board of Management must decide at the meeting whether to accept or reject

the application.

(4) If a majority of the members of the Board of Management 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 Board of Management decides to accept or reject an application, give the applicant a written notice of the decision.

## **10 When membership ends**

(1) A member may resign from the association by giving a written 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 Board of Management 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

(c) has membership fees in arrears for at least 2 months; or

(d) is an organisation and the organisation is insolvent or enters into administration or liquidation or is wound up or deregistered for any reason; or

(e) conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the association.

(4) Before the Board of Management terminates a member's membership, the Board of Management 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 Board of Management decides to terminate the membership, the secretary of the association must give the member a written notice of the decision.

## **11 Appeal against rejection or termination of membership**

(1) An organisation or person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the organisation's or person's intention to appeal against the decision.

(2) A notice of intention to appeal must be given to the secretary within 1 month after the organisation or person receives written notice of the decision.

(3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

## **12 General meeting to decide appeal**

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (2) The secretary must give the organisation or person whose application for membership has been rejected or whose membership has been terminated ("**applicant**") notice of the general meeting at the same time as the members of the association.
- (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.
- (3) Also, the Board of Management and the members of the Board of Management 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) A decision to uphold the appeal must be decided by a majority vote of the members present and eligible to vote at the general meeting. If the appeal is not upheld then the original decision of the Board of Management will apply.
- (5) If an applicant 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 applicant appeals but the appeal is not upheld, the secretary must, as soon as practicable, refund the membership fee paid by the applicant.

## **13 Register of members**

- (1) The Board of Management must keep a register of members of the association.
- (2) The register must include the following particulars for each member:
  - (a) the full name of the member;
  - (b) the postal 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;
  - (e) details about the termination or reinstatement of membership;
  - (f) any other particulars the Board of Management or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the association at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) The Board of Management may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the Board of Management has reasonable grounds for believing the disclosure of the information would put the

member at risk of harm.

#### **14 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

(b) 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.

(2) Sub-rule (1) does not apply if the use or disclosure of the information is approved by the association.

#### **15 Appointment or election of secretary**

(1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is

any of the following persons appointed by the Board of Management as secretary:

(a) a member of the association's Board of Management;

(b) another member of the association; or

(c) another person.

(2) If a vacancy happens in the office of secretary, the members of the Board of Management must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.

(4) If the Board of Management appoints a person mentioned in sub-rule (1)(b) as secretary, other than to fill a casual vacancy on the Board of Management, the person does not become a member of the Board of Management.

(5) If the Board of Management appoints a person mentioned in sub-rule (1)(b) as secretary to fill a casual vacancy on the Board of Management, the person becomes a member of the Board of Management.

(6) If the Board of Management appoints a person mentioned in sub-rule (1)(c) as secretary, the person does not become a member of the Board of Management.

#### **16 Removal of secretary**

(1) The Board of Management of the association may at any time remove a person appointed by the committee as the secretary.

(2) If the Board of Management removes a secretary who is a person mentioned in

rule 15(1)(a), the person remains a member of the Board of Management.

(3) If the Board of Management removes a secretary who is a person mentioned in rule 15(1)(b) and who has been appointed to a casual vacancy on the Board of Management under rule 15(5), the person remains a member of the Board of Management.

### **17 Functions of secretary**

The secretary's functions include, but are not limited to:

- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the Chairperson of the association; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) maintaining the register of members of the association.

### **18 Membership of Board of Management**

(1) The Board of Management of the association consists of:

- (a) one representative elected from each of the Natural Resource Management Electorates ("Elected Representatives"); and
- (b) up to two skills-based members appointed by the Board of Management who will hold office for the term of one year but may be reappointed, removed or replaced, at the discretion of the Board of Management.

The Board of Management must elect a Chairperson and Treasurer. The Chairperson elected must be an Elected Representative.

(2) A member of the Board of Management must be a member, employee or officer of a member of the association.

(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.

- (a) 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.
- (b) In the first instance, the electorates with the odd numbers identified in 19.1(b) will be the first regions to re-elect their Board of Management representative. This election is to occur before the end of August 2013.
- (c) The remaining electorates, other than those that re-elected their Board of Management representative in the first round of elections referred to in 18.3(b), will re-elect their Board of Management representative before the end of August 2015.



## QUEENSLAND WATER and LAND CARERS INC

- (d) The electorates will then have their Board of Management representative elected again every three (3) years, so each Board of Management member is elected for three (3) years.
  - (e) A Board of Management member may serve a maximum of two consecutive full terms.
- (4) A person may be appointed to a casual vacancy on the Board of Management under rule 21.

### **19 Electing the Board of Management**

(1) A member of the Board of Management may only be elected as follows:

(a) The Board of Management consists of a representative elected from each of the Natural Resources Management Electorate, by a vote of the Ordinary Members whose registered offices are within that electorate ("Resident Members"). If an Ordinary Member does not have a registered office in one of the Natural Resources Management Electorates, that Ordinary Member will be deemed to be a Resident Member of the Natural Resources Management Electorate determined by the Board of Management.

(b) 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 Natural Resource Management Regions as at 1 January 2014 or as defined in law from time to time.

(2) A person is only eligible to be a candidate for election as an Elected Representative to the Board of Management if the person:

- (a) is an adult; and
- (b) is not ineligible to be elected as a member under section 61A of the Act; and
- (c) is a member, employee or officer of a member of the association.

## QUEENSLAND WATER and LAND CARERS INC

(3) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the general meeting at which the election will take place.

(4) The Board of Management must ensure that, before a candidate is elected as an Elected Representative, 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.

(5) The election of the Elected Representatives of the Board of Management takes place in the following manner:

(a) Resident Members of a Natural Resources Management Electorate may propose or second any eligible person for the position of the Elected Representative representing their electorate.

(b) The nomination must be:

- (i) in writing;
- (ii) signed by the nominee and by a duly authorised representative of the proposer and seconder Resident Members; and
- (iii) must be lodged with the Secretary at least eight (8) weeks before the general meeting at which the election will take place.

(c) The list of candidates' names in alphabetical order, with their background statements, are to be circulated to the association's Members, along with ballot papers, at least six (6) weeks prior to the date of the general meeting at which the election will take place.

(d) Balloting lists are to be prepared (if necessary) containing the names of the candidates in alphabetical order and votes will be cast by the Ordinary Members present at the relevant general meeting. Each such Ordinary Member of the association is entitled to register one vote for the candidate they wish to represent their electorate on the Board of Management.

(e) The returning officer appointed by the Board of Management will tabulate the results of the election and advise the general meeting of the number of votes for each candidate by electorate.

(f) The business to be conducted at the first Board of Management meeting after the date of the general meeting at which the election took place must include the election of the Chairperson and Treasurer.

### **20 Resignation, removal or vacation of office of Board of Management member**

(1) A member of the Board of Management may resign from the Board of Management by giving written notice of resignation to the secretary.

(2) The resignation takes effect at:

- (a) the time the notice is received by the secretary; or

## QUEENSLAND WATER and LAND CARERS INC

(b) if a later time is stated in the notice—the later time.

(3) If a Board of Management member:

(a) does not comply with the provisions of these rules; or

(b) conducts himself or herself in a way that the Board of Management considers to be injurious or prejudicial to the character or interests of the association,

the Board of Management must determine whether the member should be removed from the office of a member of the Board of Management.

(4) Before the Board of Management makes a determination under sub-rule (3), the member must be given a reasonable opportunity to show cause why he or she should not be removed from office.

(5) After considering all representations made, the Board of Management must make its determination and the secretary must give the member a written notice of the decision.

(6) If the Board of Management's decision is to remove the member from office:

(a) The member may give the Secretary written notice of their intention to appeal against the decision within one month of receiving notification of the decision.

(b) If the secretary receives a notice of intention to appeal the secretary must place the appeal on the agenda for the next general meeting.

(c) The member's statement of appeal must be circulated to the membership of the association at least two (2) months prior to the general meeting with the Board of Management's statement on why the member was removed from office.

(d) A decision to uphold the appeal must be decided by a majority vote of the members of the association present and eligible to vote at the general meeting. If the appeal is not upheld then the original decision of the Board of Management will apply.

(7) If:

(a) the member does not appeal the determination to remove the member from office within one month of receiving written notification of the decision; or

(b) the member appeals but the appeal is not upheld,

the member ceases to hold the office of a member of the Board of Management.

(8) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

### **21 Vacancies on Board of Management**

(1) If a casual vacancy happens on the Board of Management, the continuing

## QUEENSLAND WATER and LAND CARERS INC

members of the Board of Management may appoint another member to fill the vacancy until the next annual general meeting. If the casual vacancy is that of an Elected Representative, the member appointed by the Board of Management must be drawn from nominations put forward by the relevant Natural Resources Management Electorate who elected that Elected Representative.

(2) The continuing members of the Board of Management may act despite a casual vacancy on the Board of Management.

(3) However, if the number of members of the Board of Management is less than the number fixed under rule 24(1) as a quorum of the Board of Management, the continuing members may act only to:

(a) increase the number of Board of Management members to the number required for a quorum; or

(b) call a general meeting of the association.

### **22 Functions of Board of Management**

(1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the Board of Management has the general control and management of the administration of the affairs, property and funds of the association.

(2) The Board of Management has 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 Board of Management 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 associations 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

## QUEENSLAND WATER and LAND CARERS INC

(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 sub-rule (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:

(a) the financial institution for the association; or

(b) if there is more than 1 financial institution for the association—the financial institution nominated by the Board of Management.

### **23 Meetings of Board of Management**

(1) Subject to this rule, the Board of Management may meet and conduct its proceedings as it considers appropriate.

(2) The Board of Management must meet at least once every 4 months to exercise its functions.

(3) The Board of Management must decide how a meeting is to be called.

(4) Notice of a meeting is to be given in the way decided by the Board of Management.

(5) The Board of Management may hold meetings, or permit a member of the Board of Management 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 member who attends in person or who participates in the meeting as mentioned in sub-rule (5) is taken to be present at the meeting.

(7) A matter arising at a meeting of the Board of Management is to be decided by a resolution passed by a majority vote of members of the Board of Management present at the meeting and, if the votes are equal, the resolution is not passed.

(8) A member of the Board of Management 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 member's vote must not be counted.

(9) The Chairperson is to preside as chairperson at a Board of Management meeting.

(10) If there is no Chairperson or if the Chairperson is not present within 10 minutes after the time fixed for a Board of Management meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

### **24 Quorum for, and adjournment of, Board of Management meeting**

(1) At a Board of Management meeting, a majority of the members form a quorum.

(2) If there is no quorum within 30 minutes after the time fixed for a Board of Management meeting called on the request of members of the Board of

## QUEENSLAND WATER and LAND CARERS INC

Management, the meeting lapses.

(3) If there is no quorum within 30 minutes after the time fixed for a Board of Management meeting called other than on the request of the members of the Board of Management:

(a) the meeting is to be adjourned for at least 1 day; and

(b) the members of the Board of Management who are present are to decide the day, time and place of the adjourned meeting.

(4) If, at an adjourned meeting mentioned in sub-rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

### **25 Special meeting of Board of Management**

(1) If the secretary receives a written request signed by at least 33% of the members of the Board of Management, the secretary must call a special meeting of the Board of Management by giving each member of the Board of Management 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 Chairperson 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 Board of Management must be held within 14 days after notice of the meeting is given to the members of the Board of Management.

### **26 Minutes of Board of Management meetings**

(1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board of Management meeting are entered in a minute book.

(2) To ensure the accuracy of the minutes, 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.

### **27 Appointment of subcommittees**

(1) The Board of Management may appoint a subcommittee consisting of persons considered appropriate by the Board of Management to help with the conduct of the association's operations.

## QUEENSLAND WATER and LAND CARERS INC

(2) A member of the subcommittee who is not a member of the Board of Management is not entitled to vote at a Board of Management meeting.

(3) A subcommittee may elect a chairperson of its meetings.

(4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.

(5) A subcommittee may meet and adjourn as it considers appropriate.

(6) A matter arising at a subcommittee meeting is to be decided by a resolution passed by a majority vote of the members present at the meeting and, if the votes are equal, the resolution is not passed.

### **28 Acts not affected by defects or disqualifications**

(1) An act performed by the Board of Management, a subcommittee or a person acting as a member of the Board of Management is taken to have been validly performed.

(2) Sub-rule (1) applies even if the act was performed when:

(a) there was a defect in the appointment of a member of the Board of Management, subcommittee or person acting as a member of the Board of Management; or

(b) a Board of Management member, subcommittee member or person acting as a member of the Board of Management was disqualified from being a member.

### **29 Resolutions of Board of Management without meeting**

(1) A written resolution signed by each member of the Board of Management is as valid and effectual as if it had been passed at a Board of Management meeting that was properly called and held. The resolution is passed if the requisite majority of members of the Board of Management indicate they are in favour of the written resolution.

(2) A resolution mentioned in sub-rule (1) may consist of several documents in like form, each signed by 1 or more members of the Board of Management.

### **30 First annual general meeting**

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

### **31 Subsequent annual general meetings**

Each subsequent annual general meeting must be held:

(a) at least once each year; and

## QUEENSLAND WATER and LAND CARERS INC

(b) within 6 months after the end date of the association's reportable financial year.

### **32 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 Board of Management;
- (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.

### **33 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:

- (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 Board of Management;
- (d) appointing an auditor, an accountant or an approved person for the present financial year.

### **34 Business to be conducted at annual general meeting of other level 3 incorporated associations**



## QUEENSLAND WATER and LAND CARERS INC

(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 Board of Management.

### **35 Notice of general meeting**

(1) The secretary may call a general meeting of the association.

(2) The secretary must give at least 21 days' notice of the meeting to each member of the association.

(3) If the secretary is unable or unwilling to call the meeting, the Chairperson must call the meeting.

(4) The Board of Management may decide the way in which the notice must be given.

(5) However, notice of the following meetings must be given in writing:

(a) a meeting called to hear and decide an appeal against the Board of Management's decision:

- (i) to reject an applicant's application for membership of the association; or
- (ii) to terminate a member's membership of the association; or
- (iii) to remove a member of the Board of Management from office;

(b) a meeting called to hear and decide a proposed special resolution of the association.

(6) A notice of a general meeting must state the business to be conducted at the meeting.

### **36 Quorum for, and adjournment of, general meeting**

(1) Subject to sub-rule (2) and (5), the quorum for a general meeting is twice the number of Elected Representatives positions on the Board of Management plus 1.

(2) However, if the number of members of the association is less than the number of members of the Board of Management, the quorum is a majority of members.

(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:

- (a) the meeting is to be adjourned for at least 7 days; and

## QUEENSLAND WATER and LAND CARERS INC

(b) the Board of Management is to decide the day, time and place of the adjourned meeting.

(5) If, at an adjourned general meeting, a quorum under sub-rule (2) or (3) is not present within 30 minutes after the time fixed for the general meeting, the members present will constitute a quorum.

(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 sub-rule (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.

### **37 Procedure at general meeting**

(1) Each Ordinary Member who wishes to attend and vote at a general meeting of the association must appoint a representative to act as its delegate to attend and to vote on its behalf at that general meeting.

(2) 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.

(3) A member who participates in a meeting as mentioned in sub-rules (1) and (2) is taken to be present at the meeting.

(4) At each general meeting:

(a) the Chairperson is to preside as chairperson; and

(b) if there is no Chairperson or if the Chairperson 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.

### **38 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 of votes of the members present and entitled to vote and, if the votes are equal, the chairperson has a casting vote.

(2) Subject to sub-rule (3), each Ordinary member is entitled to 1 vote only.

(3) A member is not entitled to vote at a general meeting if the member's annual

membership fees are in arrears at the date of the meeting.

(4) The method of voting is to be decided by the Board of Management.

(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 held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.

(7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

### **39 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 Board of Management; or

(b) being given a written request signed by:

(i) at least 33% of the number of members of the Board of Management when the request is signed; or

(ii) at least the number of Ordinary Members of the association equal to double the number of members on the Board of Management when the request is signed plus 1; or

(iii) if the number of members of the association is less than the number of members of the Board of Management, at least a majority of Ordinary Members; or

(c) being given a written notice of an intention to appeal against the decision of the Board of Management—

(i) to reject an application for membership; or

(ii) to terminate a membership; or

(iii) to remove a member of the Board of Management from office.

(2) A request mentioned in sub-rule (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 Board of Management; or

(b) is given the written request mentioned in sub-rule (1)(b); or

(c) is given the written notice of an intention to appeal mentioned in sub-rule (1)(c).

(4) If the secretary is unable or unwilling to call the special meeting, the Chairperson must call the meeting.

QUEENSLAND WATER and LAND CARERS INC

**40 Proxies**

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

Queensland Water and Land Carers Inc I, of , being  
a member of the association, appoint  
of  
as my proxy to vote for me on my behalf at the (annual/special) general  
meeting of the association, to be held on the day of  
20  
and at any adjournment of the meeting.  
Signed this day of 20 .  
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:

Queensland Water and Land Carers Inc  
I, of , being  
a member of the association, appoint  
of  
as my proxy to vote for me on my behalf at the (annual/special) general  
meeting of the association, to be held on the day of  
20  
and at any adjournment of the meeting.  
Signed this day of 20 .

Signature

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

[*List relevant resolutions*]

#### **41 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.

(2) To ensure the accuracy of the minutes, 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.

(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 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.

#### **42 By-laws**

(1) The Board of Management 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.

#### **43 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 and the Minister responsible for the administration of the *Collections Act 1966 (Qld)*, if required under that Act.

#### **44 Common seal**

(1) The Board of Management must ensure the association has a common seal.

(2) The common seal must be:

(a) kept securely by the Board of Management; and

## QUEENSLAND WATER and LAND CARERS INC

(b) used only under the authority of the Board of Management.

(3) Each instrument to which the seal is attached must be signed by a member of the Board of Management and countersigned by:

(a) the secretary; or

(b) another member of the Board of Management; or

(c) someone authorised by the Board of Management.

### **45 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 Board of Management.

(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 expenditure must be approved or ratified at a Board of Management meeting.

### **46 General financial matters**

(1) On behalf of the Board of Management, 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.

### **47 Documents**

The Board of Management must ensure the safe custody of books, documents, instruments of title and securities of the association.

### **48 Financial year**

The end date of the association's financial year is 30<sup>th</sup> June in each year.

### **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:

## QUEENSLAND WATER and LAND CARERS INC

- (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** has the meaning in section 92(3) of the Act.

### **50 Establishment of the Public Fund**

To establish and maintain a public fund to be called the QWaLC Fund for the specific purpose of supporting the environmental objects/purposes of Queensland Water and Land Carers Inc. The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.

#### 1) Requirements of the Public Fund

The association must inform the Department responsible for the environment as soon as possible if:

- (a) it changes its name or the name of its public fund; or
- (b) there is any change to the membership of the management committee of the public fund; or
- (c) there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.

#### 2) Ministerial Rules

The association agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.

#### 3) Conduit Policy

Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the association and not be influenced by the preference of the donor.

#### 4) Winding Up

In case of the winding-up of the Fund or the revocation of its endorsement as a deductible gift recipient, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations and is a deductible gift recipient.

#### 5) Statistical Information

(a) Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year.

(b) An audited financial statement for the association and its Public Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of Public Fund monies and the management of Public Fund assets.

#### 6) Management of the Public Fund

(a) The objective of the fund is to support the association's environmental purposes.

(b) Members of the public are invited to make gifts of money or property to the fund for the environmental purposes of the association.

(c) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.

(d) A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the association.

(e) 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.

(f) The fund will be operated on a not-for-profit basis.

(g) A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the association. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.