



## CONSTITUTION AND RULES

### 1 INTERPRETATION

(1) In these Rules-

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

*present* –

- (a) At a management committee meeting, see Rule 22(6)
- (b) At a general meeting, see Rule 31(2)

(2) A word or expression that is not defined in these 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 shall be:

***NOOSA INTEGRATED CATCHMENT ASSOCIATION INC.***

(in these Rules called “**the Association**”).

### 3 OBJECTS

The objects for which the Association is established are to:

- (1) Conserve and enhance the natural environment of the Noosa River catchment by seeking to improve water quality, improve biodiversity, increase native vegetation, and improve land and soil conservation practice in the catchment.
- (2) Foster coordination between residents, landholders, industry, community action groups and Government agencies in their land, water and vegetation management activities.
- (3) Promote community, industry, and Government understanding of the interactions between land, water and related resources.
- (4) Promote the value of a coordinated, catchment-wide approach for managing these resources.
- (5) Identify and prioritise interrelated land and water resource issues in the catchment, identify solutions and recommend actions through public, industry, and Government participation.
- (6) Provide a forum for community, industry, and Government discussions on catchment management issues for resolving conflicting demands on natural resources.
- (7) Promote management of the Noosa River catchment based on the principles of ecologically and economically sustainable development.
- (8) Provide a referral group in relation to any proposed development referred to the Association by any private or government body.

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- (9) To establish and maintain a public fund to be called 'The Noosa River Catchment Fund', for the specific purpose of supporting the environmental objects/purposes of Noosa Integrated Catchment Association. 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.

#### 4 POWERS

The powers of the Association are:

- (1) To take over the funds and other assets and liabilities of the incorporated Association known as *Noosa Integrated Catchment Association Inc.*
- (2) To subscribe to, become a member of and cooperate with any other Association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, Association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Rule 40(3);
- (3) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
- (4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes or, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (6) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- (7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated Association, or in the furtherance of its objects;
- (8) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (9) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- (10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;

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- (11) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Association's property or assets present or future and to purchase, redeem or pay-off any such securities;
  - (12) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
  - (13) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
  - (14) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
  - (15) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (4);
  - (16) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
  - (17) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
  - (18) In furtherance of the objects of the Association to amalgamate with any one or more incorporated Associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of Rule 40(3);
  - (19) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated Associations with which the Association is authorised to amalgamate;
  - (20) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated Associations with which the Association is authorised to amalgamate;
  - (21) To make donations for patriotic, charitable or community purposes;
  - (22) To do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

## **5 CLASSES OF MEMBERSHIP**

- (1) The membership of the Association consists of ordinary members.
- (2) The number of ordinary members is unlimited.

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## **6 NEW MEMBERSHIP**

An application for membership of the Association shall be made in writing, signed by the applicant, and shall be in such form as the Management Committee from time to time prescribes.

## **7 MEMBERSHIP FEES**

- (1) The fees for membership shall be such sum as the Association shall from time to time at any general meeting so determine.
- (2) The membership fees shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

## **8 ADMISSION AND REJECTION OF NEW MEMBERS**

- (1) The Management Committee must consider an application for membership at the next committee meeting held after it receives—
  - (a) the application for membership; and
  - (b) the membership fee for the application.
- (2) The Management Committee must ensure that, as soon as possible after the person applies to become a member of the Association, and before the Management Committee considers the persons application, the 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 Management Committee must decide at the meeting whether to accept or reject the application.
- (4) If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member.
- (5) The secretary of the Association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.

## **9 TERMINATION OF MEMBERSHIP**

- (1) A member may resign from the Association at any time by giving notice in writing to the Secretary.
- (2) Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (3) If a member:
  - (a) is convicted of an indictable offence; or
  - (b) fails to comply with any of the provisions of the Rules; or

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(c) has membership fees in arrears for a period of two months or more; or

(d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association,

the Management Committee shall consider whether his membership shall be terminated.

- (4) Before the Management Committee terminates a member's membership, the Committee 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 Management Committee decides to terminate the membership, the Secretary must give the member a written notice of the decision.

## **10 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the 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 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.

## **11 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) 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 Management Committee and the members of the Committee 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) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person 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 person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.

## **12 MEMBERSHIP REGISTER**

- (1) The Management Committee 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;

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- (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 Management Committee 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) However, the Management Committee 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 Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

### **13 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) Subrule (1) does not apply if the use or disclosure of the information is approved by the Association.

### **14 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—
  - (a) a member of the Association elected by the Association as Secretary; or
  - (b) any of the following persons appointed by the Management Committee as Secretary—
    - (i) a member of the Associations Management Committee;
    - (ii) another member of the Association;
    - (iii) another person.
- (2) If the Association has not elected an interim officer as Secretary for the Association before its incorporation, the members of the Management Committee must ensure a Secretary is appointed or elected for the Association within 1 month after incorporation.

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- (3) If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed or elected for the Association within 1 month after the vacancy happens.
  - (4) If the Management Committee appoints a person mentioned in Subrule (1)(b)(ii) as Secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee.
  - (5) However, if the Management Committee appoints a person mentioned in Subrule (1)(b)(ii) as Secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.
  - (6) If the Management Committee appoints a person mentioned in Subrule (1)(b)(iii) as Secretary, the person does not become a member of the Management Committee.
  - (7) In this rule— *casual vacancy*, on a Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

## 15 REMOVAL OF SECRETARY

- (1) The Management Committee of the association may at any time remove a person appointed by the Committee as the Secretary.
- (2) If the Management Committee removes a Secretary who is a person mentioned in Rule 14(1)(b)(i), the person remains a member of the Management Committee.
- (3) If the Management Committee removes a Secretary who is a person mentioned in rule 14(1)(b)(ii) and who has been appointed to a casual vacancy on the Management Committee under Rule 14(5), the person remains a member of the Management Committee.

## 16 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 President 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.

## 17 MEMBERSHIP OF MANAGEMENT COMMITTEE

- (1) The Management Committee of the Association consists of a President, Vice President, Treasurer, and any other members of the Association elected at a general meeting.

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- (2) A member of the Management Committee, other than a Secretary appointed by the Management Committee under Rule 14(1)(b)(iii), must be a member of the Association.
  - (3) At each annual general meeting of the Association, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.
  - (4) A member of the Association may be appointed to a casual vacancy on the Management Committee under Rule 20.

## 18 ELECTION OF THE MANAGEMENT COMMITTEE

- (1) A member of the Management Committee may only be elected as follows—
  - (a) any 2 members of the Association may nominate another member (the *candidate*) to serve as a member of the Management Committee;
  - (b) the nomination must be—
    - (i) in writing; and
    - (ii) signed by the candidate and the members who nominated him or her; and
    - (iii) given to the Secretary at least 14 days before the annual general meeting at which the election is to be held;
  - (c) each member of the Association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Management Committee;
  - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person—
  - (a) is an adult; and
  - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (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 annual general meeting.
- (4) If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, 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.



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**19 RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER**

- (1) A member of the Management Committee may resign from the Committee 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
  - (b) if a later time is stated in the notice—the later time.
- (3) A member may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

**20 VACANCIES ON MANAGEMENT COMMITTEE**

- (1) If a casual vacancy happens on the Management Committee, the continuing members of the Committee may appoint another member of the Association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- (3) However, if the number of Committee members is less than the number fixed under Rule 23(1) as a quorum of the Management Committee, the continuing members may act only to—
  - (a) increase the number of Management Committee members to the number required for a quorum; or
  - (b) call a general meeting of the Association.

**21 FUNCTIONS OF MANAGEMENT COMMITTEE**

- (1) Subject to these Rules or a resolution of the members of the Association carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Association.
- (2) The Management Committee 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 Management Committee 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
  - (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 Subrule (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 Management Committee.

## **22 MEETINGS OF MANAGEMENT COMMITTEE**

- (1) Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (2) The Management Committee must meet at least once every 4 months to exercise its functions.
- (3) The Management Committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Management Committee.
- (5) The Management Committee may hold meetings, or permit a Committee member 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 Committee member who participates in the meeting as mentioned in Subrule (5) is taken to be present at the meeting.
- (7) A question arising at a Committee meeting is to be decided by a majority vote of members of the Committee present at the meeting and, if the votes are equal, the question is decided in the negative.

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- (8) A member of the Management Committee 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 members vote must not be counted.
  - (9) The President is to preside as chairperson at a Management Committee meeting.
  - (10) If there is no President or if the President is not present within 10 minutes after the time fixed for a Management Committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

## **23 QUORUM FOR AND ADJOURNMENT OF MANAGEMENT COMMITTEE MEETING**

- (1) At a Management Committee meeting, more than 50% of the members elected to the Committee as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the Committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the Committee—
  - (a) the meeting is to be adjourned for at least 1 day; and
  - (b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in Subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **24 SPECIAL MEETING OF MANAGEMENT COMMITTEE**

- (1) If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the Secretary must call a special meeting of the Committee by giving each member of the Committee 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 president 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.

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- (5) A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

## **25 MINUTES OF MANAGEMENT COMMITTEE MEETINGS**

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

## **26 APPOINTMENT OF SUBCOMMITTEES**

- (1) The Management Committee may appoint a subcommittee consisting of members of the Association considered appropriate by the Committee to help with the conduct of the Associations operations.
- (2) A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee 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 question arising at a subcommittee 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.

## **27 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

- (1) An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.
- (2) Subrule (1) applies even if the act was performed when—
- (a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
- (b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

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**28 RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING**

- (1) A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a Committee meeting that was properly called and held.
- (2) A resolution mentioned in Subrule (1) may consist of several documents in like form, each signed by 1 or more members of the Committee.

**29 GENERAL MEETINGS OF THE ASSOCIATION**

- (1) The Secretary may call a general meeting of the Association.
- (2) The Secretary must give at least 14 days notice of the meeting to each member of the Association.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The management committee 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 the appeal of a person against the management committee's decision—
    - (i) to reject the person's application for membership of the association; or
    - (ii) to terminate the person's membership of the association;
  - (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.

**30 QUORUM FOR AND ADJOURNMENT OF A GENERAL MEETING**

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the Management Committee at the close of the Association's last general meeting plus 1.
- (2) However, if all members of the Association are members of the Management Committee, the quorum is the total number of members less 1.
- (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 called on the request of members of the Management Committee or the Association, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the Association—
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.

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- (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 Subrule (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.

### **31 PROCEDURE AT A GENERAL MEETING**

- (1) 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.
- (2) A member who participates in a meeting as mentioned in Subrule (1) is taken to be present at the meeting.
- (3) At each general meeting—
  - (a) the President is to preside as chairperson; and
  - (b) if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting, then the Vice President shall preside as chairperson. If the Vice President is not present at 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.

### **32 VOTING AT A 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.
- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the Management Committee.
- (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.

### 33 PROXIES

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

*[Name of association]:*

I, \_\_\_\_\_ of \_\_\_\_\_, being  
a member of the Association, appoint \_\_\_\_\_ of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the (annual) 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—

*[Name of association]:*

I, \_\_\_\_\_ of \_\_\_\_\_, being  
a member of the Association, appoint \_\_\_\_\_ of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the (annual) 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]*

### 34 ANNUAL GENERAL MEETING

- (1) The annual general meeting shall be held within 6 months after the end date of the Associations reportable financial year.

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- (2) The following business must be conducted at each annual general meeting –
- (a) receiving the Presidents report, the Associations 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 Management Committee; and
  - (d) appointing an auditor for the current financial year.

### **35 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 Management Committee; or
  - (b) being given a written request signed by—
    - (i) at least 33% of the number of members of the Management Committee when the request is signed; or
    - (ii) at least the number of ordinary members of the Association equal to double the number of members of the Association on the Management Committee when the request is signed plus 1; or
  - (c) being given a written notice of an intention to appeal against the decision of the Management Committee—
    - (i) to reject an application for membership; or
    - (ii) to terminate a person's membership.
- (2) A request mentioned in Subrule (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 Management Committee; or
  - (b) is given the written request mentioned in Subrule (1)(b); or
  - (c) is given the written notice of an intention to appeal mentioned in Subrule (1)(c).
- (4) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

### **36 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.



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- (2) To ensure the accuracy of the minutes—
- (a) 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; and
  - (b) 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.
- (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.

### **37 BY-LAWS**

- (1) The Management Committee 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.

### **38 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.

### **39 COMMON SEAL**

- (1) The Management Committee must ensure the association has a common seal.
- (2) The common seal must be—
  - (a) kept securely by the Management Committee; and
  - (b) used only under the authority of the Management Committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by—
  - (a) the secretary; or
  - (b) another member of the Management Committee; or
  - (c) someone authorised by the Management Committee.

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## 40 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 Management Committee.
- (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 amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
  - (a) the President;
  - (b) the Secretary;
  - (c) the Treasurer;
  - (d) any 1 of 3 other members of the Association who have been authorised by the Management Committee to sign cheques issued by the Association.
- (6) However, 1 of the persons who signs the cheque must be the President, the Secretary or the Treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- (9) All expenditure must be approved or ratified at a Management Committee meeting.

## 41 GENERAL FINANCIAL MATTERS

- (1) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing the particulars of:
  - (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (2) All such statements shall be examined by the auditor who shall present his report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- (3) The income and property of the Association whencesoever derived, shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein; and no

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portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association providing that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him or her to the Association or otherwise owing by the Association to him or her or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

## **42 THE NOOSA RIVER CATCHMENT FUND**

- (1) The objective of the fund is to support the Association's environmental purposes.
- (2) Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the organisation.
- (3) 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.
- (4) 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 organisation.
- (5) 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.
- (6) The fund will be operated on a not-for-profit basis.
- (7) A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the organisation. 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.
- (8) The Fund is subject to the provisions of the Associations Incorporation Act 1981 and the resolutions of the Management Committee of the Association.
- (9) 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.
- (10) 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.

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- (11) 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.
  - (12) In case of the 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.
  - (13) 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. 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.

### 43 DOCUMENTS

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

### 44 FINANCIAL YEAR

The end date of the Associations financial year is June 30th in each year.

### 45 DISTRIBUTION OF SURPLUS ASSETS

- (1) This rule applies if the association—
  - (a) is wound-up under part 10 of the Act; and
  - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the association.
- (3) The surplus assets must be given to another entity—
  - (a) having objects similar to the association's objects;
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members; and
  - (c) as determined by the members of the Association.
- (4) In this rule— *surplus assets* see section 92(3) of the Act.