

**QUEENSLAND OUTDOOR
RECREATION FEDERATION
INCORPORATED
(QORF)**

**STATEMENT OF OBJECTIVES
AND
RULES**

The Queensland Outdoor Recreation Federation Inc. values:

- * *outdoor recreational experiences*
- * *the intrinsic worth and fragility of all the natural environments;*
- * *equity*
- * *diversity of:*
 - *environments*
 - *groups/individuals*
 - *activities*
 - *experiences*

18th July 2008

DEFINITIONS

In these Rules and any amendment hereto and in any By-Laws made in accordance with the provisions hereof unless the context is inconsistent with such interpretation:

- a) **“The Act”** means the Queensland Associations’ Incorporation Act 1981
- b) **“Association”** means the Queensland Outdoor Recreation Federation Incorporated
- c) **“Management Committee”** means the Committee constituted in accordance with Rule 5.1
- d) **“Ordinary Members”** means organisations, Councils, Government Departments, Collectives, Associations or other bodies incorporated or unincorporated which are members of the Association in accordance with Rule 4 1 (a) of these Rules.
- e) **“Associate Member”** means any individual, interest group or registered business which are members of the association in accordance with Rule 4.1 (b) of these Rules.
- f) **“Member Affiliate”** means an employee or volunteer or member within an organisation that is a current member of the Queensland Outdoor Recreation Federation
- g) **“Special Business”** means a Resolution passed at any meeting by a majority of those persons present and entitled to vote thereat
- h) **“The State”** means the State of Queensland.
- i) **“Executive Officer”** means the person employed by the Association to conduct the affairs of the Association and implement its policy.
- j) **“Year”** means the Association’s Financial Year commencing on the first day of January and expiring on the 31st of December in each year.
- k) **“Rules”** means the statement of Objects and Rules and the by-laws and regulations of the Association as in force from time to time.
- l) **“Recreation”** means those experiences which are freely entered into by an individual and which are satisfying and enjoyable.
- m) **“Outdoor Recreation”** involves both active and passive recreational activities that:
 - can be undertaken without the existence of any built facility or infrastructure; and
 - may require large areas of land, water and/or air; and
 - may require outdoor areas of predominantly unmodified natural landscape; and
 - can serve as the basis for an educational process; and

- do not involve organised competition.

(*Note: Facilities, site modification or infrastructure may be provided to manage the impacts generated by activities. However, outdoor recreation activities can be undertaken without them.*)

- n) **“Recreation Opportunities”** are opportunities to undertake particular recreation activities in particular settings. Each combination of *activity* and *setting* represents a different recreation opportunity.
- o) **“Philosophy”** means the Philosophy of the Association that is detailed below.

The Queensland Outdoor Recreation Federation values:

- * *outdoor recreational experiences*
- * *the intrinsic worth and fragility of all the natural environments;*
- * *equity*
- * *diversity of:*
 - *environments*
 - *groups/individuals*
 - *activities*
 - *experiences*

- p) **“Equity”** means fairness, use of the principles of justice to supplement the law
- q) **Mission Statement** means the Association's statement of intent, which is detailed below.

The Queensland Outdoor Recreation Federation affirms the value and encourages the opportunity for all people to recreate outdoors.

1. NAME

The name of the Association shall be the Queensland Outdoor Recreation Federation Incorporated (QORF).

2. OBJECTS

Representation

2.1 To represent the views and needs of Outdoor Recreation participants to the community, other industries and all levels of government.

2.2 To facilitate communication between Outdoor Recreation stakeholders and between those stakeholders and external interest groups including:

- (a) the wider community;*
- (b) land managers;*
- (c) tourism industry*
- (d) all levels of government; and*
- (e) the legal and insurance professions.*

2.3 To liaise with other relevant National and State bodies with similar objects

Advocacy

2.4 To develop policies, strategies and actions on key issues affecting Outdoor Recreation.

2.5 To work with government to develop policies, strategies and actions which support and encourage Outdoor Recreation.

2.6 To raise the awareness of the wider community of the value and benefits of Outdoor Recreation

2.7 To co-operate with relevant National and State bodies to establish national networks, standards and policy for the Outdoor Recreation sector of the Recreation industry.

Influence on Resource Management

2.8 To encourage and facilitate protection of the full diversity of Outdoor Recreation settings by promoting increased open space and an understanding of the Recreation Opportunity Spectrum (ROS) and other emergent issues

2.9 To identify and communicate Outdoor Recreation needs and facilitate access to natural resources that meet those needs

2.10 To encourage the development of a diverse range of Outdoor Recreation opportunities to satisfy the range of community needs for Outdoor Recreation

2.11 To encourage planning and management for ecologically sustainable Outdoor Recreation

Quality

2.12 To recognise outstanding achievements that support and encourage Outdoor Recreation in Queensland.

2.13 To promote safety and quality experiences within Outdoor Recreation.

2.14 To encourage organisational development within Outdoor Recreation to enhance the delivery of services that are appropriate, equitable and of a high standard.

2.15 To promote best practices in standards and quality of leadership and instruction through the support of quality training within Outdoor Recreation.

Marketing

2.16 To promote the Queensland Outdoor Recreation Federation and its objectives to Outdoor Recreation stakeholders as well as to the broader community including potential corporate partners.

2.17 To gain recognition by all stakeholders and the broader community that the Queensland Outdoor Recreation Federation is the peak industry body for Outdoor Recreation in Queensland.

3. POWERS

For the purpose of effecting its objectives, the Association shall have the power to:

3.1 Purchase or acquire in fee simple or on lease any real or personal estate or any interest in or license in respect thereof for the purpose of the Association.

3.2 Erect or improve or alter any buildings for the purpose of the Association and to furnish and maintain the same.

3.3 Invest or otherwise deal with the monies of the Association not immediately required upon such security and in such a manner as may from time to time be determined.

3.4 Borrow or raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the Association in any way.

3.5 Take or hold mortgages, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, for any part of the

Association's property sold by the Association or any money due to the Association from purchasers and others.

- 3.6 Employ, pay and dismiss employees and consultants.
- 3.7 Enter into arrangements with any government or authority which are relevant to the Association's objectives.
- 3.8 Procure contributions to the funds of the Association, in the form of donations, annual subscriptions or otherwise, by personal and written appeals, public meetings or otherwise as may from time to time be deemed expedient.
- 3.9 Print and publish any newspapers, periodicals, books or leaflets or advertise in the press, or on radio or television or by any other means and in such a manner as the Association may think desirable for the promotion of its objectives.
- 3.10 Bestow any award the Association deems appropriate to recognise meritorious conduct which promotes the objectives of the Association and the interests of the Outdoor Recreation sector.
- 3.11 Do all such things necessary or convenient to be done in the carrying out of its affairs or as are intended or conducive to the attainment of the Association's objects or as may be determined by the members in general meeting.
- 3.12 The Association has in the exercise of its affairs all the powers of an individual and may
 - (a) enter into any contracts;
 - (b) make charges for services and facilities it supplies, and;
 - (c) issue secured and unsecured notes, debentures and debenture stock for the Association.

4. MEMBERSHIP

4.1 Categories of Membership

The categories for membership of the Association shall be:

- 4.1(a) Ordinary
- 4.1(b) Associate
- 4.1(c) Life

4.1(a) Ordinary

Any "Not for Profit" organisation, collective, association or body, as defined by its "Articles of Association" or council, government department, statutory authority or statutory board which, in the sole discretion of the Management Committee, represents a *significant* or *selective* portion of the industry and is

actively involved in the provision and/or management of outdoor recreation activities, facilities, services or training in Queensland.

4.1(b) Associate

Any individual, interest group, association or registered business which is involved and/or interested in the outdoor recreation industry but who or which does not, in the sole discretion of the Management Committee, represent a significant or selective portion of the outdoor recreation industry in Queensland.

Within the Associate membership, the following sub-categories will exist, for the purpose of defining membership fees:

- i) commercial enterprises
- ii) educational institutions (schools, TAFE Colleges, Universities, Registered Training Organisations)
- iii) individuals
- iv) local governments, Divisions, Regions or Sections of state government and/or agencies
- v) not-for profit groups and clubs
- vi) students
- vii) corporate
- viii) member affiliate

4.1(c) Life Member

Life Membership is the highest honour that the Association can bestow and Life Members will be held in the highest esteem. The Management Committee may from time to time recommend to a General Meeting of members that the organisation confer life membership upon individuals who have rendered distinguished service to the Association and/or to the wider outdoor recreation community in Queensland. A resolution granting Life Membership will be passed by a majority of voting members at the General Meeting. Life Members will be entitled to the privileges of an Associate member without payment of any further annual subscription.

4.1.1 For the purpose of Rule 4.1, the phrase *significant portion* of the industry shall be deemed to include:

- (a) any organisation that is administered on a State basis and is involved in outdoor recreation;
- (b) any organisation that is representative, on a State level, of a particular group or activity;
- (c) any organisation, which in the sole discretion of the Management Committee of the Association, satisfactorily represents the industry in a particular activity area, region or client base.

4.1.2 For the purpose of Rule 4.1, the phrase *selective portion* shall be deemed to include any collective, group, organisation or association that is involved with a particular activity, client group, region or service that is not represented by a state organisation.

4.1.3 Organisations joining either as Ordinary or Associate members shall have one nominated representative, or their proxy, to the Association.

4.1.4 The number of both Ordinary and Associate members shall be unlimited.

4.2 Admission and Rejection of Members

4.2.1 Application for Ordinary membership of the Association shall be made in writing on such Forms as the Management Committee prescribes and shall be signed by the accepted head and the nominated representative of the applicant Not for Profit organisation, collective, association, body, council, government department, Statutory Authority. In addition, all applications for Ordinary membership shall include at the time of their application a current copy of their Articles of Association where applicable.

4.2.2 Application for Associate membership of the Association shall be made in writing on such Forms as the Management Committee prescribes and shall be signed by the accepted head and the nominated representative of interest groups, associations or registered businesses or by an individual applicant.

4.2.3 At the next meeting of the Management Committee after the receipt of any application and the fee applicable, such application shall be considered.

4.2.4 Any applicant who receives a two-thirds majority of the votes of the members of the Management Committee present at the meeting shall be accepted as a member to the class of membership applied for.

4.2.5 Upon the acceptance or rejection of an application for any class of membership, the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

4.3 Membership Fees

4.3.1 The membership fees for each class of membership shall be such sum as the Management Committee determine on an annual basis.

4.3.2 The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

4.3.3 There will be no refund of membership fees on a pro rata basis on termination of Membership.

4.4 Termination of Membership

4.4.1 A member may resign from the Association at any time by giving notice in writing to the Secretary.

4.4.2 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.

4.4.3 If a member:

- (a) is convicted of an indictable offence; or

- (b) fails to comply with any of the provisions of these rules; or
- (c) demonstrates behaviour not in keeping with the Association's Philosophy, Mission Statement or Code of Ethics; or
- (d) has membership fees in arrears for a period of 6 months or more;
- (e) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association; or
- (f) being a company enters into liquidation (otherwise than for the purpose of reconstruction) or if a receiver or official manager is appointed

then the Management Committee shall consider whether the member's membership shall be terminated. Any resolution for expulsion or suspension of a member must be passed by a majority vote of two-thirds of those members present and voting at the meeting.

4.4.4 The member concerned shall be given full and fair opportunity of presenting the member's case and if the Management Committee resolves to terminate the membership it shall instruct the Secretary to advise the member in writing accordingly.

4.5 Appeal against rejection or termination of Membership.

4.5.1 A person or organisation whose application for membership has been rejected or whose membership has been terminated may within 1 month of receiving written notification thereof, lodge with the Secretary written notice of their intention to appeal against the decision of the Management Committee.

4.5.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership, the Secretary shall convene, within 3 months of the date of receipt by the Secretary of such notice, a general meeting to determine the appeal:

(a) At any such meeting, the applicant shall be given the opportunity to fully present their case and the Management Committee or those members thereof who rejected the application or terminated the membership shall subsequently have the opportunity of presenting its or their case.

(b) The appeal shall be determined by the vote of the members present at such meeting. Any resolution must be passed by a majority vote of two-thirds of those members present and voting at this general meeting.

4.5.3 Where a person whose application is rejected does not appeal against the decision of the Management Committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

4.6 Register of Members

The Management Committee shall cause a Register to be kept in which shall be entered the names and postal addresses of all persons/organisations admitted to membership of the Association and the dates of their admission. Particulars shall also be entered into the Register of deaths, resignations, terminations and re-instatements of membership and any further particulars as the Management Committee or the members at any General Meeting may require from time to time. The Register shall be open for inspection at all reasonable times by any Ordinary Member and the 2 (two) Associate Members nominated to the Management Committee who previously apply to the Executive Officer for such inspection.

5. MANAGEMENT COMMITTEE

5.1 Membership of Management Committee

- 5.1.1 The affairs of the Association shall be administered by the Management Committee which shall consist of seven (7) elected representatives from the Ordinary and Associate membership categories and up to two seconded members as the Management Committee may from time to time elect or appoint.
- 5.1.2 At the first meeting of the Management Committee following the annual general meeting, the members of the committee shall elect from among their number a President, Vice-President, Treasurer, Secretary and such other officers (if any) as they deem fit.
- 5.1.3 Election to the Management Committee shall take place in the following manner:
- (a) any individual is entitled to either nominate candidates or be nominated as a candidate by virtue of his or her membership, either as the nominated representative of an Ordinary member, the nominated representative of an organisational Associate member or as an individual Associate member. Such individuals shall be referred to as "authorised individuals"
 - (b) any 2 authorised individuals shall be at liberty to nominate any other authorised individual to serve as an officer or other member of the Management Committee;
 - (c) the nomination, which shall be in writing and signed by the candidate and his or her proposer and seconder, shall be lodged with the secretary at least 21 days before the Annual General Meeting at which the election is to take place;
 - (d) a list of the candidates' names, with the proposer's names shall be freely available to members, upon request, for at least 7 days immediately preceding the Annual General Meeting;
 - (e) a list of the candidates' names in alphabetical order, with the proposers' and seconders' names, and platform statement if required, shall be made known to the members at least 7 days immediately preceding the Annual General Meeting;

- (f) in cases where the number of candidates exceeds the number of vacancies, balloting lists shall be prepared containing the names of the candidates in alphabetical order, and each authorised individual shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - (g) should, at the commencement of such meeting, there be an insufficient number of candidates, those persons nominated by close of the nomination period will be taken as accepted and nominations may be taken from the floor of the meeting. If the number of nominations from the floor exceeds the total number of vacancies available, the membership will vote on those nominations from the floor to fill the vacant positions.
 - (h) at the next Annual General Meeting of the Association under this amended Constitution, all Management Committee positions will be declared vacant. Four (4) of the members of the Management Committee shall be elected for a term of two (2) years and shall be eligible to be re-elected upon the completion of their term of office. The remainder of the members of the Management Committee shall be elected at the said Annual General Meeting for a term of one (1) year and shall be eligible to be re-elected upon the completion of their term of office for a further term of two years;
 - (i) voting for the Management Committee shall be by Secret Ballot. The candidates with the highest votes shall be elected to the Management Committee for 2 years.
 - (j) if insufficient nominations are received to complete the Management Committee, appropriate members will, if possible, be co-opted following the Annual General Meeting;
 - (k) the Management Committee shall consist of a minimum of 2 Ordinary and 2 Associate members at any one time.
- 5.1.4 The Executive Officer is, ex-officio, a member of the Management Committee and any sub-committees which may be established by the Management Committee from time to time.
- 5.1.5 The Management Committee may select an independent person, who may or may not be a member of the Association, to fulfil the role of Chairperson.

5.2 Vacancies on Management Committee

- 5.2.1 A casual vacancy shall occur on the Management Committee if a member:
- (a) dies;
 - (b) resigns from office;
 - (c) is removed from office pursuant to Rule 4.4.3;
 - (d) becomes an insolvent under administration within the meaning of the Corporations Law;
 - (e) is absent without consent of the Management Committee from all meetings of the Management Committee for a period of three (3) months.

- 5.2.2 A member of the Management Committee may be removed from office by a resolution passed by a two-thirds majority of members voting at a General Meeting. There is no right of appeal against a member's removal from office under this section.
- 5.2.3 The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next Annual General Meeting.
- 5.2.4 The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee. If and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Management Committee, the continuing member(s) may act solely for the purpose of increasing Management Committee membership or of summoning a General Meeting, but for no other purpose.

6 POWERS AND FUNCTIONS OF THE MANAGEMENT COMMITTEE

- 6.1 Except as otherwise provided by these rules and subject to resolutions of the members of the Association at any General Meeting, the Management Committee:
- (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - (b) shall have the authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent. The Management Committee shall meet as often as it shall decide is necessary, but at least once every two months. The quorum for all meetings of the Management Committee shall be five (5)
- 6.2 The Management Committee may meet in person or by telephone or by other means of communication by which all persons participating in the meeting are able to be heard by all other participants.
- 6.3 In the absence of the President, the Vice President shall preside at all meetings of the Management Committee. If neither is present, then members may choose one of their number to be chairperson of the meeting.
- 6.4 The Management Committee may from time to time establish Sub-Committees to advise the Management Committee and/or members on specific matters related to activities of the Association and delegate to the Sub-Committee such powers as the Association or the Management Committee deem appropriate.
- 6.5 The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association and any by-law may be set aside by a General Meeting of members.

- 6.6 The Management Committee shall from time to time contract an Executive Officer. The Executive Officer shall control the business of the Association as directed by the Management Committee. The Executive Officer shall appoint such other administration staff as the Management Committee deems necessary and prudent. Such staff shall work under the control of the Executive Officer.
- 6.7 Decisions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 6.8 A Special Meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee. The requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted.
- 6.9 A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which the member (or the organisation which they represent) has a vested financial interest. If the member does so vote, the vote shall not be counted.
- 6.10 The Management Committee shall have the power to appoint a representative of the Association to relevant national peak Outdoor Recreation bodies and any relevant State organisations.
- 6.11 The Management Committee may exercise all the powers of the Association:
- (a) to borrow or raise or secure the payment of money in such a manner as the members of the Association may think fit and secure the same or the payment of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
 - (b) to borrow amounts from members and to pay interest on the amounts borrowed to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association, and to provide and pay off any securities; and
 - (c) to invest in such manner as the members of the Association may from time to time determine.

For sub-section (b), the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by -

- i) the financial institution for the Association: or
- ii) if there is more than one financial institution for the Association, the financial institution nominated by the Association.

6.12 Acts not affected by defects or disqualification

All acts done by any meeting of the Management Committee or as a subcommittee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

6.13 Resolutions of Management Committee without meeting

A resolution in writing signed by all members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

6.14 Secretary

6.14.1 If a vacancy happens in the office of secretary, the members of the Management Committee must appoint or elect a secretary within 14 days after the vacancy happens.

6.14.2 The secretary must be an individual residing in the State who is;

(a) a member of the Association elected by the Association as Secretary;
or

(b) a member of the Association's Management Committee appointed by the Committee as Secretary; or

(c) appointed by the Management Committee as Secretary (whether or not the individual is a member of the Association).

6.14.3 The Management Committee may appoint and remove the Secretary at any time.

6.14.4 The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting to be in a format available for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection

6.14.5 For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be verified at the next meeting and the process shall be minuted.

6.15 Documents

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

7 GENERAL MEETINGS

7.1 Annual General Meetings

An Annual General Meeting must be held:

- (a) once each year;
- (b) within six (6) months after the end of the Association's previous financial year (ie, by June 30th).

7.2 Business to be transacted at Annual General Meeting

The following business must be transacted at every Annual General Meeting:

- a) the receiving of reports by the President, Secretary, Treasurer, and Executive Officer.
- b) the receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities.
- c) the receiving of the auditor's report on the financial affairs of the association for the latest financial year;
- d) the presenting of the audited statement to the meeting for adoption;
- e) the election of members of the Management Committee;
- f) the appointment of an auditor;

7.3 Special General Meetings

7.3.1 The Secretary shall convene a Special General Meeting by sending out notice of the meeting within 14 days of:

- (a) being directed to do so by the Management Committee; or
- (b) being given a requisition in writing signed by not less than one-third of the members presently on the Management Committee;
- (c) being given a requisition in writing signed by not less than the required number of Ordinary Members to make a quorum at a General Meeting as specified in 7.4.1;
- (d) being given notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person;

7.3.2 A requisition mentioned in subsection 7.3.1 (b) shall clearly state the reasons why such Special General Meeting is being convened and the nature of the business to be transacted thereat.

7.4 Quorum at General Meetings

- 7.4.1 At any General Meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus 1 or 60% of Membership, whichever is the lesser.
- 7.4.2 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 7.4.3 For the purposes of Rule 7.4.2, "member" includes a person attending as a proxy or as representing an organisation which is a member.
- 7.4.4 If within 30 minutes from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse.
- 7.4.5 In the instance as described in 7.4.4, the meeting shall be adjourned to another day, time and place as determined by the Management Committee. If a quorum is not present at the rescheduled meeting within 30 minutes from the time appointed for commencement, the members present shall be a quorum.

7.5 Notice of General Meeting

- 7.5.1 The Secretary shall convene all General Meetings of the Association by giving not less than 28 days notice of any such meeting to the members of the Association.
- 7.5.2 The manner by which such notice shall be given shall be determined by the Management Committee.
- 7.5.3 However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of membership by the Management Committee, shall be given in writing.
- 7.5.4 Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat.
- 7.5.5 There will be a minimum of two (2) General Meetings per year, one of which will follow the Annual General Meeting.

7.6 Procedure at General Meetings

- 7.6.1 Unless otherwise provided by these Rules, at every General Meeting;
- (a) the chair shall maintain order and conduct the meeting in a proper and orderly manner
 - (b) every question, matter or resolution shall be decided by a majority of votes of the members present

- (c) every member present shall be entitled to one (1) vote and in the case of an equality of votes, the motion shall be deemed to be decided in the negative
- (d) no member shall be entitled to vote at any General Meeting if the member's annual subscription is more than one month in arrears
- (e) voting shall be by a show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot
- (f) the chairperson shall appoint 2 members to conduct the secret ballot in such manner as he/she shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded
- (g) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have 1 vote
- (h) the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised
- (i) a proxy may, but need not be, the representative of a member of the Association
- (j) the instrument appointing a proxy shall be deemed to confer authority to demand, or join in demanding, a secret ballot
- (k) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the form as detailed in Attachment A.
- (l) the instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (m) the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every General Meeting to be in a format available for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.

7.6.2 The minutes of every General Meeting shall be verified at the next General Meeting and the process shall be minuted. Minutes will be distributed to each Ordinary and Associate member before the next General Meeting.

8 COMMON SEAL

The Management Committee shall provide for a common seal and for its safe custody. The common seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

9 ACCOUNTS AND FINANCE

9.1 Funds

- 9.1.1 Funds, with the exception of petty cash, must be kept in the name of the Association in a financial institution decided by the Management Committee.
- 9.1.2 Proper accounts shall be kept and maintained either in printed or electronic form in the English language showing correctly the financial affairs of the Association.
- 9.1.3 All moneys shall be deposited as soon as practicable after receipt thereof.
- 9.1.4 All cheques shall be signed by any 2 of the President, Treasurer, Secretary, or other member authorised from time to time by the Management Committee.
- 9.1.5 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- 9.1.6 The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- 9.1.7 (a) All capital expenditure must be approved at a Management Committee meeting.
- (b) Everyday administration expenses will be undertaken by the Executive Officer.
- (c) The limits on the expenses itemised in 9.1.7 (a) and (b) will be determined by the Management Committee
- 9.1.8 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

9.2 Audit

- 9.2.1 The financial year of the Association shall close on 31st December in each year.

9.2.2 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

9.2.3 The Auditor must examine the statement prepared under subsection 9.2.2. and present a report on it to the Secretary before the next Annual General Meeting following the financial year for which the audit was made.

9.3 Income and Property

The income and property of the Association must be used solely in promoting the Association's Objects and exercising the Association's powers.

10 ALTERATION TO THE RULES

10.1 Subject to the provisions of the *Associations Incorporation Act 1981*, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at an Annual General Meeting or an Extra-Ordinary General Meeting called for that purpose.

10.2 However, an amendment, rescission or addition is valid only if it is registered by the chief executive of the appropriate government authority.

11 INDEMNITY

11.1 Every member of the Management Committee, member of the Association, auditor, employee or agent of the Association, must be indemnified out of the property of the Association against any liability incurred by that person in that capacity in defending any proceedings:

(a) in which judgement is given in favour of that person; or

(b) in which the person is acquitted; or

(c) in connection with any application in relation to any such proceedings, in which relief is granted to that person.

11.2 In accordance with the provisions of the *Associations Incorporation Act 1981*, except as otherwise provided in the Act, a member or officer of the Association shall not, by reason of his/her being such a member or officer, be liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding-up of the Association.

12 WINDING UP

- 12.1 The Association may be wound up or dissolved only after a resolution passed by a two thirds majority of the members present and voting at a General Meeting called for this purpose and provided that members have been given at least 28 days written notice of the purpose of the meeting.
- 12.2 If, upon winding up or dissolution of the Association, there remains after satisfaction of all its debts and liabilities any income and assets, it shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution(s) having objectives similar to those of the Association and whose memorandum of association or Rules shall prohibit the distribution of its or their income and assets among its or their members to an extent at least as great as is imposed by the Association under, or by virtue of this Rules. Such institution(s) are to be determined by the members of the Association at or before the time of dissolution, or in default thereof by a Judge of the Supreme Court of Queensland.