
Queensland Environmental Law Association Inc Rules

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1 Interpretation

1.1 In these rules:

Term	Definition
Act	means the <i>Associations Incorporation Act 1981</i> .
Association	has the meaning set out in rule 2.
Management Committee	has the meaning set out in rule 11.1.
Candidate	for rule 12 means a person nominated for election to the Management Committee.
Casual Vacancy	for rule 13 casual vacancy means a vacancy on the Management Committee whether as a result of the resignation, retirement, death or termination of a Management Committee Member.
Chief Executive	has the meaning given to that term in the Act.
Executive Position	for rule 12.6 means President, Vice President, Secretary and Treasurer.
Member	means an Ordinary Member of the Association.
Present	for general meetings has the meaning set out in rule 24.1(c), and for Management Committee meetings has the meaning set out in rule 16.5.
Secretary	means the person appointed, or elected, as the Secretary of the Association.
Surplus Assets	has the meaning set out in section 92(3) of the Act.

1.2 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.

1.3 A reference to something being written or in writing includes that thing being represented or reproduced in any mode in a visible form including using electronic medium such as email.

1.4 Where these rules are in conflict with the model rules prescribed by published in the Associations Incorporation Regulations, these rules are to prevail.

2 Name

The name of the incorporated Association is Queensland Environmental Law Association Inc.

3 Purpose

- 3.1 The purpose of the Association is to be the leading independent multidisciplinary contributor to Queensland's planning, development and environmental law.
- 3.2 To achieve the purpose set out in rule 3.1 the Association may without limitation:
- (a) harness the resources of the community in support of the purpose;
 - (b) seek or receive donations and legacies (whether subject to any special trusts or not) to apply to the purpose;
 - (c) promote the purpose of the Association in any manner the Management Committee considers appropriate; and
 - (d) do all things incidental or conducive to the attainment of the purpose.

4 Powers

The Association has the powers of an individual, including the power to:

- (a) enter into contracts;
- (b) acquire, hold, deal with and dispose of property;
- (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.

5 Membership

- 5.1 The membership of the Association consists of Ordinary Members.
- 5.2 The number of Ordinary Members is unlimited.
- 5.3 Any individual who:
- (a) is not less than 18 years of age at the date of application;
 - (b) in the opinion of the Management Committee, is supportive of the purpose of the Association; and
 - (c) has the nomination of two Members,
- may apply in the approved form to be a Member of the Association.

6 Membership fees

- 6.1 Membership fees are to be determined by the Management Committee from time to time.
- 6.2 The Members in general meeting may determine that a person should be honoured with appointment as an Honorary Life Member of the Association. An Honorary Life Member is an

Ordinary Member with all the rights and privileges of membership but is not liable to pay a membership fee.

7 Admission and rejection of new Members

- 7.1 The Management Committee or its delegate must decide whether to accept or reject an application for membership as soon as practicable and no later than 3 calendar months after the following are received by the Association:
- (a) the application for membership; and
 - (b) the appropriate membership fee for the application.
- 7.2 The Secretary of the Association must, as soon as practicable after the decision to accept or reject a membership application, give the applicant written notice of the decision.
- 7.3 Unless otherwise agreed to by the Management Committee, membership is personal to a Member and is not transferrable.

8 When membership ends

- 8.1 A Member may resign from the Association by giving written notice of resignation to the Secretary. 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.
- 8.2 The Management Committee may terminate a Member's membership if the Member:
- (a) is convicted of an indictable offence;
 - (b) does not comply with any of the provisions of these rules;
 - (c) has not paid the membership fee within two months of its due date; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 8.3 Before the Management Committee terminates a person's membership, the Management Committee must give the Member:
- (a) a full and fair opportunity to show why the membership should not be terminated; and
 - (b) notice of the time period, not less than ten days, within which the Member has to make any representations about why the Member's membership should not be terminated.
- 8.4 After the time period provided in rule 8.3(b), the Management Committee must decide whether or not to terminate the membership and the Secretary of the Management Committee must give the Member written notice of the decision.
- 8.5 A person remains liable for any fees due and unpaid at the date their membership ends.

9 Appeal against rejection or termination of membership

- 9.1 A Member whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the intention to appeal against the decision.
- 9.2 A notice of intention to appeal must be given to the Secretary within one month after the Member receives written notice of the decision.
- 9.3 If the Secretary receives a notice of intention to appeal, the Secretary must, within one month after receiving the notice, call a general meeting to decide the appeal.
- 9.4 The general meeting to decide an appeal must be held within three months after the Secretary receives the notice of intention to appeal.
- 9.5 At the meeting:
- (a) 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;
 - (b) the Management Committee and each Management Committee Member 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; and
 - (c) the Members must then determine whether to allow or dismiss the appeal.
- 9.6 For an appeal to be allowed it must be passed by ordinary resolution of the Members.
- 9.7 The Secretary must refund the membership fee paid by a person whose application for membership is rejected.

10 Register of Members

- 10.1 The Management Committee must keep a register of Members of the Association.
- 10.2 Where practicable the register is to include the following particulars for each Member:
- (a) their full name;
 - (b) a contact address and telephone number;
 - (c) the date of admission as a Member;
 - (d) the date of death or date of resignation of the Member;
 - (e) the date of any termination of the membership and brief details about the termination or reinstatement of membership; and
 - (f) any other particulars the Management Committee decide.
- 10.3 The register must be open for inspection by Members of the Association upon reasonable notice to the Secretary.

- 10.4 The Association must ensure compliance with Australian Privacy laws when collecting and keeping information for the register and allowing any inspection of it.
- 10.5 The Management Committee may, at the written request of a Member, withhold information about the Member (other than their full name) from the register if the Management Committee has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm.
- 10.6 A Member must not:
- (a) use information obtained from the register of Members 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.
- 10.7 Subrule 10.6 does not apply if the use or disclosure of the information is approved by the Members at a general meeting.

11 Membership of Management Committee

- 11.1 The Association must have a Management Committee which comprises:
- (a) President;
 - (b) Vice President;
 - (c) Secretary;
 - (d) Treasurer; and
- such other members (including another Vice President, an Immediate Past President, and others) as are elected or appointed in accordance with this constitution up to a maximum of eleven members.
- 11.2 At the Annual General Meeting of the Association, all the Members of the Management Committee for the time being must retire from the office (other than the retiring President who will automatically be a Management Committee Member as Immediate Past President), but are eligible for re-election.
- 11.3 The President may hold office for not more than two consecutive terms, but then after a period of one year, is eligible for re-election to the Management Committee.

12 Electing the Management Committee

- 12.1 Not less than eight weeks before the date of the annual general meeting the Association must call for nominations for the Management Committee.
- 12.2 A person is eligible for election or appointment to the Management Committee only if the person:
- (a) is a Member;

- (b) has paid all fees due and owing to the Association;
 - (c) has not been disqualified from being a director by the Australian Securities & Investments Commission or equivalent;
 - (d) has not been disqualified from being a responsible entity by the Australian Charities and Not-for-profits Commission or equivalent authority; and
 - (e) is not ineligible to be elected as a Member under section 61A of the Act.
- 12.3 Nominations of Candidates for election to the Management Committee must be:
- (a) in a form prescribed by the Management Committee;
 - (b) proposed by two Members of the Association (the nominating members);
 - (c) consented to by the Candidate; and
 - (d) received by the Secretary of the Association at least five weeks before the annual general meeting at which the election is to take place.
- 12.4 Subject to rule 12.6 a person may only be nominated for one Management Committee position for the forthcoming term.
- 12.5 If insufficient nominations are received to fill all vacancies on the Management Committee, the existing Management Committee may make further nominations for any position or category or office on the Committee as may be necessary to ensure that the Committee is constituted in accordance with rule 11.1
- 12.6 If, at the expiration of the time for nomination of Candidates, too many Candidates have been nominated for an available Executive Position, then:
- (a) the Secretary is to give notice of this to those Candidates who have been nominated for an Executive Position and the Candidate's nominating members; and
 - (b) within 7 days of receiving this notice under this rule 12.6(a) the nominating members may with the Candidate's consent, amend the nomination to nominate the Candidate for another position on the Management Committee.
- 12.7 If at the expiration of 7 days after the time for the nomination of Candidates:
- (a) there is only one person nominated as President, that person is to be duly elected President;
 - (b) there is only one person nominated as Vice-President, that person is to be duly elected Vice-President;
 - (c) there is only one person nominated as Secretary, that person is to be duly elected Secretary;
 - (d) there is only one person nominated as Treasurer, that person is to be duly elected Treasurer; and
 - (e) if the number of persons who are nominated for the other vacant positions on the Management Committee does not exceed the number of vacant positions, the Candidates nominated are to be elected as Management Committee Members.

- 12.8 If at the expiration of 7 days after the time for nomination of Candidates there are too many Candidates nominated for a vacant position then a ballot must be held for the election of the Management Committee to available positions.
- 12.9 Any ballot to elect the Management Committee must be conducted in accordance with such process determined by the Management Committee from time to time provided that the following applies:
- (a) at least three weeks prior to the annual general meeting at which the election is to take place, each Member of the Association eligible to vote must be given access to the names of the Candidates and to the ballot documents enabling the Member to vote;
 - (b) the closing date for the vote by ballot is to be at least one day prior to the annual general meeting;
 - (c) the Secretary must record on a roll whether a Member has participated in the ballot but not record the manner in which the Member has voted;
 - (d) every Member must be given a means to facilitate the return of the ballot documents to the Secretary in a secure and confidential way;
 - (e) a Member must vote by clearly indicating the name of their preferred Candidate or Candidates for the Management Committee positions available, up to the number of vacant positions;
 - (f) After the ballot is closed the Secretary must collect all votes, secure them in a confidential way, and provide them to the scrutineers for counting at the annual general meeting; and
 - (g) The general meeting must appoint two scrutineers to count the votes and report the results to the President or chair of the meeting.
- 12.10 The election of a Member to the Management Committee will not be affected by reason of:
- (a) error as to the residence of any Member;
 - (b) the accidental omission to comply with these rules; or
 - (c) the non-receipt by the Member of a document enabling them to vote or the non-receipt by the Association of a Members vote.

13 Secretary

- 13.1 The Secretary must be:
- (a) an individual residing in Queensland, or in another State but not more than 65km from the Queensland border; and
 - (b) a Member of the Association.
- 13.2 If a vacancy happens in the office of Secretary, the Management Committee must ensure a Secretary is appointed under rule 14.6 or elected by the members in general meeting within one month after the vacancy happens.

- 13.3 The Management Committee may at any time remove from office of Secretary any person appointed by the Management Committee as the Secretary. The removal of a person under this rule does not otherwise affect the person's membership of the Management Committee.
- 13.4 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;
 - (b) keeping accurate minutes of each general and Management Committee meetings;
 - (c) keeping a copy of all documents relating to the Association; and
 - (d) maintaining the register of Members of the Association.

14 Resignation, removal or vacation of office of Management Committee Member

- 14.1 A person may resign from the Management Committee by giving written notice of resignation to the Secretary, which 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.
- 14.2 A Management Committee Member may be removed from office by the Members of the Association by an ordinary resolution.
- 14.3 Before a vote is taken about removing the Management Committee Member from office, the person must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 14.4 A Management Committee Member has no right of appeal against his or her removal from office under this rule.
- 14.5 The office of a Management Committee Member is vacated if the person holding that office:
- (a) dies;
 - (b) becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy;
 - (c) is:
 - (i) convicted of an offence under the Act; or
 - (ii) convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine;
 - (d) has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired;

- (e) is disqualified from being a director under the *Corporations Act 2011* (Cth) or from being a responsible entity under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) or alike legislation; or
 - (f) any other circumstance mentioned in section 64(2) of the Act applies.
- 14.6 The Management Committee may appoint a Member to fill a Casual Vacancy on the Management Committee until the next annual general meeting.
- 14.7 The continuing Members of the Management Committee may act despite a Casual Vacancy on the Management Committee, unless the number of Management Committee Members is less than the number fixed under rule 16.6 as a quorum in which case, 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.

15 Role of Management Committee

- 15.1 Subject to these rules or an ordinary resolution of the Members of the Association carried at a general meeting, the Management Committee is responsible for the strategic direction of the Association and the general control and management of the administration of the affairs, property and funds of the Association.
- 15.2 Except for those powers and things which are expressly required by the Act or these rules to be exercised by the Association:
- (a) in a general meeting; or
 - (b) by the Members by an ordinary or special resolution,
- the Management Committee may exercise all powers and do all things that are within the Association's power including:
- (c) to borrow, raise or secure the payment of amounts in a way the Members of the Association decide;
 - (d) to secure the amounts mentioned in rule 15.2(c) 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;
 - (e) to purchase, redeem or pay off any securities issued;
 - (f) to borrow amounts from Members and pay interest on the amounts borrowed;
 - (g) to mortgage or charge the whole or part of its property;
 - (h) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
 - (i) to provide and pay off any securities issued; and

- (j) to invest in a way the Management Committee or the Members of the Association may from time to time decide.
- 15.3 For subrule 15.2(f), 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 one financial institution for the Association—the financial institution nominated by the Management Committee.
- 15.4 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.
- 15.5 The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.
- 15.6 The Management Committee may make policies consistent with the rules, which in the opinion of the Management Committee are necessary or desirable for the proper control, administration and management of the Association’s finances, affairs and property, or are necessary for the convenience, comfort and well-being of the Members (including the terms of entry of Members to the Association’s premises and any event or function sponsored, promoted, facilitated or conducted by the Association) and amend or rescind any policies.
- 15.7 A policy of the Association made by the Management Committee may be disallowed by the Association in a later general meeting. A policy changed or made by the Association in a general meeting cannot invalidate prior acts of the Management Committee which would have been valid if that policy had not been passed or made.
- 15.8 The Management Committee may:
- (a) appoint or employ any person as an officer, agent or attorney of the Association with such powers, discretions and duties they decide (including powers, discretions and duties vested in or exercisable by the Management Committee), for any period and upon any terms or conditions they decide;
 - (b) authorise an officer, agent or attorney to delegate any of the powers, discretions and duties vested in the officer, agent or attorney; and
 - (c) remove or dismiss any officer, agent or attorney of the Association at any time.

16 Meetings of Management Committee

- 16.1 Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- 16.2 The Management Committee must meet at least once every two months to exercise its functions.
- 16.3 Subject to rule 17, the Management Committee determines how a meeting is to be called and what notice is to be given.
- 16.4 The Management Committee may hold meetings, or permit a Management Committee Member to take part in its meetings, by using any technology that reasonably allows the person to hear and take part in discussions as they happen.

- 16.5 A Management Committee Member who participates in the meeting in person or in a manner mentioned in subrule 16.4 is taken to be present at the meeting.
- 16.6 At a Management Committee meeting, a simple majority of the Management Committee Members, form a quorum.
- 16.7 If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting:
- (a) if called on the request of Management Committee Members: the meeting lapses; or
 - (b) if called other than on the request of the Management Committee Members: the meeting is to be adjourned for at least one day to a day, time and place decided by those present.
- 16.8 If, at an adjourned meeting mentioned in subrule 16.7(b), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.
- 16.9 A question arising at a Management Committee meeting is to be decided by a majority vote of Members of the Management Committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 16.10 The Management Committee must have a written policy and procedure for ensuring that Management Committee Members are aware of their fiduciary duties and for managing conflicts of interest.
- 16.11 A Management Committee Member must not vote on a question about a contract or proposed contract with the Association if the Management Committee Member has an interest in the contract or proposed contract and, if the Management Committee Member does vote, his or her vote must not be counted.
- 16.12 The President is to preside as chairperson at a Management Committee meeting. If there is no President or if the President is not present within ten minutes after the time fixed for a Management Committee meeting, the Members may choose one of their number to preside as chairperson at the meeting.
- 16.13 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are kept electronically or in paper form.
- 16.14 To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be verified in writing by the President or chairperson of the next Management Committee meeting.

17 Special meeting of Management Committee

- 17.1 Within 14 days after receiving a written notice which complies with rule 17.2 from at least 33% of the Members of the Management Committee, the Association must call a special general meeting of the Management Committee.
- 17.2 A written notice referred to in rule 17.1 must:
- (a) be directed to the Secretary;
 - (b) state why the special meeting is required; and

(c) state the business to be conducted at the meeting.

17.3 The notice calling a special meeting must state:

(a) the date for the meeting, being a date not less than 7 days and not more than 14 days later;

(b) the time and place of the meeting; and

(c) the business to be conducted at the meeting.

18 Establishment of branches and subcommittees

18.1 The Management Committee may establish branches of the Association on such terms and conditions as are specified in a written policy.

18.2 The Management Committee may appoint a subcommittee consisting of such persons (including persons other than Members) as the Management Committee considers appropriate.

18.3 The Management Committee may appoint a chairman of a subcommittee to:

(a) chair meetings of the subcommittee;

(b) be the spokesperson for the subcommittee; and

(c) report to the Management Committee.

18.4 The Management Committee may delegate some or all of the Management Committee's power to a subcommittee or it may determine that the subcommittee is not to exercise any decision making role.

18.5 A subcommittee must exercise any powers delegated to it in accordance with the direction of the Management Committee.

18.6 A subcommittee may meet and adjourn as it considers appropriate.

18.7 A question arising at a subcommittee meeting is to be decided by a majority vote of those present at the meeting and, if the votes are equal, the question is decided in the negative.

19 Acts not affected by defects or disqualifications

19.1 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.

19.2 Subrule 19.1 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.

20 Resolutions of Management Committee without meeting

- 20.1 The Management Committee may pass a resolution without a meeting being held if all of the Management Committee Members agree in writing to the resolution either by electronic means or by signing a document containing the terms of the resolution.
- 20.2 The resolution is passed on the date the last Management Committee Member agrees in writing to it being passed.
- 20.3 A statement sent electronically to an agreed electronic address that the person is in agreement with the resolution is taken to be a document containing that statement and to be signed by the person at the time of its receipt at the agreed electronic address.

21 Annual general meetings

- 21.1 An annual general meeting must be held:
- (a) at least once each year; and
 - (b) within three months after the end date of the Association's reportable financial year.
- 21.2 The business to be transacted at every annual general meeting shall be the business required to be conducted at an annual general meeting by the Act or these rules.
- 21.3 Notice of the annual general meeting must be given at least 14 days prior to the meeting to Members of the Association and the auditor, if any, and must state the business to be conducted at the meeting.

22 Special general meeting

- 22.1 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;
 - (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 one; 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.
- 22.2 A request mentioned in subrule 22.1(b) must state:

- (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- 22.3 A special general meeting must be held within three months after the Secretary:
- (a) is directed to call the meeting by the Management Committee;
 - (b) is given the written request mentioned in subrule 22.1(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule 22.1(c).
- 22.4 If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- 22.5 Notice of the special general meeting must be given at least 14 days prior to the meeting and must state the business to be conducted at the meeting.
- 22.6 The Management Committee may decide how the notice of any general meeting is to be given, except that 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.

23 Quorum and adjournment of general meeting

- 23.1 The quorum for a general meeting is at least the number of Management Committee Members plus one.
- 23.2 No business may be conducted at a general meeting unless there is a quorum of Members when the meeting proceeds to business.
- 23.3 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.
- 23.4 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 one day; and
 - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.
- 23.5 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.
- 23.6 If a meeting is adjourned under subrule 23.5, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

23.7 Only if a meeting is adjourned for at least 30 days, must notice of the adjourned meeting be given, in the same way as notice was given for the original meeting.

24 Procedure at general meeting

24.1 A Member may take part and vote in a general meeting:

- (a) in person, including by using any technology that reasonably allows the Member to hear and take part in discussions as they happen;
- (b) by proxy; or
- (c) by attorney.

24.2 A Member who participates in a meeting as mentioned in subrule 24.1 is taken to be present at the meeting.

24.3 At each general meeting:

- (a) the President is to preside as chairperson;
- (b) if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Members present must elect one of their number to be chairperson of the meeting; and
- (c) the chairperson must conduct the meeting in a proper and orderly way.

24.4 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.

24.5 Each Member present and eligible to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

24.6 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.

24.7 The method of voting is to be decided by the Management Committee. However, if at least 20% of the Members present demand a secret ballot, voting must be by secret ballot.

24.8 If a secret ballot is held, the chairperson must appoint two Members to conduct the secret ballot in the way the chairperson decides.

24.9 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.

25 Proxies

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

Queensland Environmental Law Association Inc

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

- 25.2 The instrument appointing a proxy must
- 25.3 be signed by the appointor or the appointor's attorney properly authorised in writing. A proxy may be a Member of the Association or another person.
- 25.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 25.5 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.
- 25.6 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 25.7 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 Environmental Law Association Inc
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*]

26 Minutes of general meetings

- 26.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are retained electronically or in paper form in a minute book.
- 26.2 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.
- 26.3 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.
- 26.4 The Association may require the Member to pay the reasonable costs of providing copies of the minutes.

27 Alteration of rules

- 27.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution of the Members.
- 27.2 However an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

28 Common seal

- 28.1 The Management Committee must ensure the Association has a common seal.
- 28.2 The common seal must be:
- (a) kept securely by the Management Committee; and
 - (b) used only under the authority of the Management Committee.
- 28.3 Each instrument to which the seal is attached must be signed by a Member of the Management Committee and countersigned by:
- (a) the Secretary;
 - (b) another Member of the Management Committee; or
 - (c) someone authorised by the Management Committee.

29 Financial matters

- 29.1 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.
- 29.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

- 29.3 All funds must be deposited in the financial institution account as soon as practicable after receipt.
- 29.4 A payment by the Association in excess of \$100 must be made by cheque or electronic funds transfer.
- 29.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by any two Members of the Management Committee.
- 29.6 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 29.7 The Management Committee may keep such amount as determined in petty cash and must keep accurate accounting records of the petty cash.
- 29.8 All expenditure must be approved or ratified at a Management Committee meeting.
- 29.9 The end date of the Association's financial year is 30 June in each year.
- 29.10 As soon as practicable after the end of each financial year the Treasurer must arrange the preparation of a financial statement for that financial year obtaining particulars of:
- (a) the income and expenditure;
 - (b) the property and liabilities of the Association; and
 - (c) all mortgages, charges and securities affecting the property of the Association.
- 29.11 All such financial statements shall be examined, reviewed or audited as required by the Act and be presented to the Secretary prior to the annual general meeting next following the relevant financial year.
- 29.12 Within one month after the financial statements are received by a general meeting, the documents required by the Act must be lodged with the Chief Executive.:

30 Not-for-profit

- 30.1 The income and property of the Association must be applied to promoting the Association's purpose.
- 30.2 No income or property of the Association may be paid or transferred, directly or indirectly, to a Member except for payments to a Member:
- (a) in return for services rendered by, or goods supplied, by the Member to the Association in the ordinary and usual course of business;
 - (b) for reasonable and proper rent for premises leased by a Member to the Association; or
 - (c) as principal payments on money lent by the Member, and interest payments if the interest is at a commercial rate.

31 Distribution of Surplus Assets to another entity

- 31.1 This rule applies if the Association:

- (a) is wound-up under part 10 of the Act; and
 - (b) has Surplus Assets.
- 31.2 The Surplus Assets must not be distributed among the Members of the Association.
- 31.3 The Surplus Assets must be given to another entity:
- (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.

32 Dispute resolution

- 32.1 All Members and the Management Committee must in good faith try to resolve between themselves any dispute arising out of or in relation to these rules or any policy or procedure of the Association.
- 32.2 The Management Committee must develop a policy for the timely and satisfactory resolution of disputes, which policy may include the following:
- (a) a process for the Management Committee to receive information about disputes; and
 - (b) a process for the Management Committee to facilitate dispute resolution between disputing parties including by meetings, negotiation, mediation or referral to an independent person or group.

33 Authority to use the name of the association

- 33.1 No Member or employee or consultant or agent of the Association may:
- (a) use or support to authorise the use of the name of the Association in making statements without the authority of the Management Committee; or
 - (b) use or purport to authorise the use of the name of the Association on any publication without the authority of the Management Committee.
- 33.2 No Member may represent or purport to represent the Association without the authorisation of the Management Committee.

34 Patron

- 34.1 The Association may have a Patron. The Patron is not by virtue of his or her appointment as a Patron a Member of the Association nor a Member of the Management Committee.