
Rules

of

The Wilderness Society (Queensland) Inc.

RULES

1. INTERPRETATION

- (1) In these Rules “Act” means the *Associations Incorporation Act 1981*.
- (2) A word or expression that is not defined in these Rules, Act has, if the context permits, the meaning given by the Act.

2. NAME

The name of the incorporated association is The Wilderness Society (Queensland) Inc. (“**Association**”).

3. RULES

These Rules were passed by a special resolution of members on _____ and repealed and replaced the previous constitution of the Association which was approved on 29 May 1992.

4. OBJECTS

The objects of the Association are:

- (1) To protect, promote and restore wilderness and natural processes in Queensland;
- (2) To take action in Queensland to protect, promote and restore wilderness and natural processes across Australia for the ongoing evolution of life on earth;
- (3) To contribute to national initiatives to protect, promote and restore wilderness and natural processes across Australia for the ongoing evolution of life on earth;
- (4) To do all things, and take all actions expedient, incidental, and conducive to the achievement of the above objects.

5. POWERS

- (1) The Association has the powers of an individual.
- (2) The Association may, for example -
 - (a) enter into contracts; and
 - (b) acquire, hold, deal with and dispose of property; and
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The Association may also issue secured and unsecured notes, debentures and debenture stock for the association.

6. DECISION MAKING

- (1) The Association acknowledges that unless otherwise specified in these Rules, decisions made by the Association at a management committee meeting, a general meeting, a special general meeting or any other meeting of the Association are to be made:
 - (a) Unanimously; and
 - (b) Only by those people present in person or available to speak at the meeting by way of a telecommunication device.
- (2) In the event that a decision cannot be reached in accordance with sub-rule (1) then the meeting must either:
 - (a) Defer the decision for further debate and consideration and may decide to appoint a working group or sub-committee to consider the issues associated with the decision in further detail; or
 - (b) If seventy five percent (75%) or more of the members available to vote at the meeting agree that the decision cannot be delayed, then the following 'trigger mechanism' is activated as follows:
 - (i) the issues associated with the decision is debated; and
 - (ii) the motion before the meeting is voted on.
- (3) If seventy five percent (75%) or more of the members available to vote at the meeting agree with the decision then the motion is considered accepted.
- (4) A decision made in accordance with this rule will be a 'consensus decision'.

7. MEMBERSHIP OF THE WILDERNESS SOCIETY AUSTRALIA INCORPORATED

- (1) The Association:
 - (a) shall be a member of The Wilderness Society Australia Incorporated a body incorporated in South Australia in accordance with the *Associations Incorporation Act (SA) 1985*;
 - (b) must not resign from membership of The Wilderness Society Australia Incorporated without first obtaining approval to resign by way of a consensus decision of members at a general meeting or a special general meeting called in accordance with these Rules.
- (2) For the purpose of these Rules an 'affiliate' of the Association shall be The Wilderness Society Australia and its members and The Wilderness Society Inc.

8. CLASSES OF MEMBERS

- (1) The membership of the Association shall consist of the following classes of members: -

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- (a) ordinary members;
 - (b) associate members;
 - (c) life members.
- (2) The number of ordinary members is unlimited.

9. MEMBERSHIP

Ordinary Members

- (1) An ordinary member of the Association shall be:
- (a) Every person who was an ordinary member at the date of the incorporation of the Association and who has continued to pay any subscription required by the management committee, from time to time at the due date for payment of that subscription.
 - (b) Those people who:
 - (i) have requested that they become ordinary members either by signing an Association membership form or requesting membership by telephone or other means of communication including electronic communication;
 - (ii) are eligible for membership under any relevant by-laws of the Association;
 - (iii) paid or authorised payment to the Association of an annual subscription fee for the current year; and
 - (iv) been approved as members of the Association by the management committee at a management committee meeting in a manner deemed appropriate by the committee from time to time.

Associate Members

- (2) An associate member:
- (a) is any organisation or person approved as an associate member of the Association by the management committee in accordance with any relevant by-laws; and
 - (b) despite any provision in these Rules, associate members do not have any voting rights at any meeting of the Association.

Life Members

- (3) A life member is a person awarded life membership by a consensus decision at a general meeting of the Association to a person nominated by the management committee as a consequence of their services to the Association and whom has also been awarded life membership to The Wilderness Society Inc (a body incorporated in Tasmania).

10. MEMBERSHIP FEES

The membership fee for each class of membership:

- (1) is the amount decided by the management committee; and
- (2) is payable when, and in the way, the management committee decides.

11. ADMISSION AND REJECTION OF ORDINARY MEMBERS

- (1) At a management committee meeting, the committee must decide to accept or reject applications for ordinary membership.
- (2) If a majority of the management committee members present at the meeting vote to accept the applicant as an ordinary member, the applicant must be accepted as a member to the class of membership applied for.
- (3) If any application is rejected by the management committee the Secretary must as soon as practicable, give the applicant a written notice of the decision.

12. WHEN MEMBERSHIP ENDS

- (1) A member may resign from the Association by giving a notice of resignation to the Association in writing, by telephone or by some other means of communication.
- (2) The resignation takes effect on -
 - (a) the day and at the time the notice is received whether in writing, electronically, in person or by telephone by the Association; or
 - (b) if a later day is stated in the notice - the later day.
- (3) The management committee may terminate a member's membership if the member-
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these Rules; or
 - (c) has membership fees in arrears for at least two (2) months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- (4) Before the membership of a member may be terminated by the management committee, 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 of the committee must give the member a written notice of the decision.

13. 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 one (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 one (1) month after the day of receipt, call a general meeting to decide the appeal.

14. GENERAL MEETING TO DECIDE APPEAL

- (1) The general meeting to decide an appeal must be held within three (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 committee members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a vote of the members present at the meeting.
- (5) If a person whose application has been rejected does not appeal against the decision within one (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 application fee paid by the person.

15. REGISTER OF MEMBERS

- (1) The management committee must keep a register of members.
- (2) The register of members must include the following particulars for each member-
 - (a) the full name and residential address of the member;
 - (b) the date of admission as a member;
 - (c) the date of death or resignation of the member;
 - (d) details about the termination or reinstatement of membership;
 - (e) any other particulars the management committee or the members at a general meeting decide.
- (3) The register must be open for inspection at all reasonable times.
- (4) However, before the member may inspect the register, the member must apply to the secretary to inspect it.

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- (5) However, the management committee may, on the application of a member of the Association, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing disclosure of the information would put the member at risk of harm.

16. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

- (1) A member of the Association must not:
- (a) use information obtained from the register of members of the Association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Sub-rule (1) does not apply if the use or disclosure of the information is approved by the Association.

17. 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 member of the Association elected by the Association as secretary.
- (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 one (1) month after incorporation.
- (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 one (1) month after the vacancy happens.
- (4) The management committee may appoint and remove the Association's secretary at any time.

18. REMOVAL OF SECRETARY

The management committee of the Association may at any time remove a person appointed by the committee as the secretary, however the person remains a member of the management committee.

19. FUNCTIONS OF SECRETARY

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

- (1) 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 convenor of the Association; and

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- (2) Keeping minutes of each meeting; and
 - (3) Keeping copies of all correspondence and other documents relation to the Association; and
 - (4) Maintaining the register of members of the Association.

20. MEMBERSHIP OF MANAGEMENT COMMITTEE

- (1) The management committee of the Association consists of:
 - (a) the convenor;
 - (b) the secretary;
 - (c) treasurer;
 - (d) a staff representative; and
 - (e) at least two (2) other members of the Association,

who members elect or appoint at a general meeting in accordance with rule 20.

- (2) The management committee may also include 'ex-officio' members. 'Ex-officio' members may contribute to management committee meetings but are not able to vote on any issues before the management committee. Ex-officio members must be members of the Association and elected to the management committee in accordance with rule 21 or by a resolution of the management committee.
- (3) A member of the management committee must be a member of the Association.
- (4) The staff representative must be a member of the Association and must be employed by the Association.
- (5) There cannot at any one time be more than forty nine percent (49%) of voting members of the management committee who are employees of the Association or employees of the Association's affiliates.
- (6) 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.

21. ELECTING THE MANAGEMENT COMMITTEE

- (1) A member of the management committee may only be elected as follows:-
 - (a) any two (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

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- (iii) given to the secretary at least fourteen (14) days before the annual general meeting at which the election is to be held;
 - (c) each member present at the annual general meeting may vote for any number of candidates not more than the number of vacancies;
 - (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 seven (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) A member of staff of the Association cannot be either the Convenor or Treasurer of the Association.
- (6) All new members (other than members who are employed by the Association or one of its affiliates) of the management committee must serve as 'ex-officio' members of the management committee for at least six (6) months before becoming a full voting member of the management committee unless appointed to a casual vacancy in accordance with rule 23(1).
- (7) 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.

22. RESIGNATION OR REMOVAL FROM OFFICE OF MANAGEMENT COMMITTEE MEMBER

- (1) A management committee member may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect on -
 - (a) the day and at the time the notice is received by the secretary; or
 - (b) if a later day is stated in the notice - the later day.
- (3) A member may be removed from office at a general meeting of the Association if a majority of the members present at the meeting vote in favour of removing the member.

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- (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.

23. VACANCIES ON MANAGEMENT COMMITTEE

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint an ex-officio member of the management committee or some other member deemed appropriate by the management committee 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 these rules 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.

24. FUNCTIONS OF MANAGEMENT COMMITTEE

- (1) Subject to these Rules or a resolution of the Association members carried at a general meeting, the management committee:
 - (a) has the general control and management of the administration of the affairs, property and funds of the Association; and
 - (b) has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent.
- (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.
- (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 Association members 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

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- the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and
- (c) to purchase, redeem to 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 sub-rule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- (a) the financial institution for the Association; or
 - (b) if there is more than one (1) financial institution for the Association - the financial institution nominated by the Association.

25. MEETINGS OF MANAGEMENT COMMITTEE

- (1) Subject to the Rules, the management committee may meet and conduct its proceedings as it considers appropriate.
- (2) The management committee must meet at least once every four (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 technology that reasonably allows the member to hear and take part in discussions as they happen and is taken to be present at the meeting.
- (6) A question arising at a committee meeting is to be decided by a majority vote of committee members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (7) A management committee member must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.

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- (8) The Convenor shall be the facilitator at every meeting or, if there is no Convenor or if the Convenor is not present within ten (10) minutes after the time fixed for a management committee meeting, then the members may choose one of them to be the facilitator of the meeting.

26. QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING

- (1) At a management committee meeting, more than 50% of the members elected or appointed to the committee as at the close of the last general meeting of the members form a quorum.
- (2) If a quorum is not present within thirty (30) minutes after the time fixed for a management committee meeting called on the request of committee members, the meeting lapses; or
- (3) If a quorum is not present within thirty (30) minutes after the time fixed for a management committee meeting called other than on the request of committee members, the meeting is to be adjourned to:
- (a) the same day, time and place in the next week; or
 - (b) a day, time and place decided by the committee.
- (4) If, at the adjourned meeting mentioned in sub-rule (3), a quorum is not present within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.

27. SPECIAL MEETING OF MANAGEMENT COMMITTEE

- (1) If the secretary receives a written request signed by at least 33% of the management committee members, the secretary (or if unable or unwilling, the convenor) must call a special meeting of the committee by giving each member of the committee notice of the meeting within fourteen (14) days after the secretary receives the request.
- (2) A request for a special meeting must state:
- (a) why the special meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) 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.
- (4) A special meeting of the management committee must be held within fourteen (14) days after notice of the meeting is given to the members of the management committee.

28. MINUTES OF MANAGEMENT COMMITTEE MINUTES

- (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 accuracy of the minutes, the minutes of each meeting must be verified by the management committee at the next meeting.

29. APPOINTMENT OF SUBCOMMITTEES

- (1) The management committee may appoint a subcommittee consisting of the association members considered appropriate by the committee to help with the conduct of the Association's operations.
- (2) A subcommittee may only exercise delegated powers in the way the management committee decides.
- (3) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- (4) A subcommittee may elect a chairperson of its meetings.
- (5) If a chairperson is not elected, or if the chairperson is not present within ten (10) minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be chairperson of the meeting.
- (6) A subcommittee may meet and adjourn as it considers appropriate.
- (7) 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.

30. 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) Sub-rule (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.

31. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- (1) A written resolution signed (or authorised by email) 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.

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

32. ANNUAL GENERAL MEETINGS

Each subsequent annual general meeting must be held:

- (1) at least once each year; and
- (2) within six (6) months after the end of the association's reportable financial year.

33. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING

The Association is a level one (1) incorporated association for the purposes of the Act.

The following business must be conducted at each annual general meeting:

- (1) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the association for the last financial year;
- (2) receiving the auditor's report on the financial affairs of the association for the last financial year;
- (3) presenting the financial statement and audit report to the meeting for adoption;
- (4) electing members of the management committee;
- (5) appointing an auditor for the present financial year.

34. NOTICE OF GENERAL MEETING

- (1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least fourteen (14) days notice of the meeting to each Association member.
- (3) The management committee may decide the way in which the notice must be given.
- (4) However, notice of the following meetings must be given in writing: –
 - (a) a meeting called to hear and decide the appeal of a member against the rejection or termination of the member's membership by the management committee; or
 - (b) a meeting called to hear and decide a proposed special resolution of the Association.
- (5) A notice of a general meeting must state the business to be conducted at the meeting.

35. QUORUM FOR, AND ADJOURNMENT OF, 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 a quorum of members is present when the meeting proceeds to business.
- (4) If a quorum is not present within thirty (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 a quorum is not present within thirty (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 seven (7) days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under sub-rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting, unless a meeting is adjourned for at least thirty (30) days.
- (9) If a meeting is adjourned for at least thirty (30) days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

36. PROCEDURE AT GENERAL MEETING

- (1) At each general meeting -
 - (a) the convenor is to preside as chairperson; and
 - (b) if there is no convenor or if the convenor is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, management committee will appoint one of them to preside as chairperson; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

37. VOTING AT GENERAL MEETING

- (1) At a general meeting, each question, matter or resolution must be decided by a consensus decision.
- (2) Each member present and entitled to vote is entitled to one (1) vote only.
- (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 twenty percent (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 two (2) members to conduct the secret ballot in the way the chairperson decides; and
- (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.

38. SPECIAL GENERAL MEETING

- (1) The secretary may only call a special general meeting by giving each member notice of the meeting within fourteen (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 members of the association presently on the management committee; or
 - (ii) at least the number of ordinary members of the association equal to double the number of members of the association presently on the management committee plus one (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 sub-rule (1)(b) must state -
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within three (3) months after the secretary:

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- (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 convener must call the meeting.

39. 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; and
- (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 twenty-eight (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.

40. 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.

41. 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.

42. 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 appointed by the management committee.

43. 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) If an amount of \$100 or more is paid by cheque, the cheque must be signed by any two (2) of the five (5) ordinary members approved from time to time by the management committee as signatories for the accounts of the Association.
- (5) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed "not negotiable".
- (6) 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.
- (7) The Association may pay accounts by way of electronic transfers.
- (8) All expenditure must be approved or ratified at a management committee meeting.
- (9) The management committee must approve the annual budget for the Association on an annual basis. If at anytime expenditure exceeds five percent (5%) of the total of the approved budget the management committee must review the budget at the next meeting and approve a new budget as may be necessary.
- (10) The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared: –
 - (a) the income and expenditure for the financial year just ended;

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- (b) the association's assets and liabilities at the close of the year;
 - (c) the mortgages, charges and securities affecting the property of the Association at the close of the year.
- (11) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

44. DOCUMENTS

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

45. FINANCIAL YEAR

The financial year of the Association closes on 30 June in each year.

46. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- (1) This rule applies if the Association:
- (a) is wound-up under part 10 of the Act; and
 - (b) it has surplus assets.
- (2) The surplus assets must not be distributed among the association members.
- (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.
- (4) In this rule - "**surplus assets**" has the meaning given by section 92(3) of the Act.