



Constitution of the Pine Rivers Catchment Association Incorporated

As Of 06 January 2025

Revision	Description	Date Endorsed by PRCA	Date Approved by the Office of Fair Trading
0	First All Rules	4 July 1995	31 January 1996
1	All Rules	27 October 2009	2 February 2010
2	Amendment to Rules	12 September 2023	12 March 2024
3	Amendment to Rules	15 October 2024	04 November 2024
4	Amendment to Rule 42	14 January 2025	

INTERPRETATION

Rule 1

- 1) In these rules-
Act means the Associations Incorporation Act 1981.
- 2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.
- 3) **Board of Management** (the Board) is the Board of the Association under the Act.
- 4) **Chairperson** is the President of the Association under the Act.
- 5) **Natural Resources Management** means the management of natural resources. Including air, land, soil, water, plants, animals, and micro-organisms. Natural resources link together to form natural systems of varying scale such as rivers, lakes, wetlands, estuaries and coasts, forests, fields, and geological systems.

NAME

Rule 2

The name of the Incorporated Association (*the Association*) shall be: "Pine Rivers Catchment Association Incorporated."

OBJECTS

Rule 3

The objects for which the Association is established are:

- 1) to focus on the following catchments:
 - Pine Rivers
 - Hays Inlet
 - Caboolture River
 - Or other areas as agreed by the Board.
- 2) Promote community and government understanding of the interrelationships between natural resources and the value of a coordinated catchment wide approach for management.
- 6) Identify and prioritise natural resource management issues within the catchments and identify possible solutions.
- 7) Foster collaborative action between community, industry, business, and governments to mitigate adverse impacts on natural resources within the catchments.
- 8) Promote actions to the community, industry, business, and governments that are conducive to mitigating the effects of climate change within the catchments.
- 9) Support economic growth of the catchments if it is ecologically sustainable.
- 10) Provide a forum for community environment groups and interested community, business, industry and government representatives seeking to improve natural resource management activities within the catchments.
- 11) Provide natural resources management services to improve the health of natural and working landscapes located in the catchments.

POWERS

Rule 4

- 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.

CLASSES OF MEMBERSHIP

Rule 5

- 1) The membership of the Association shall consist of any of the following classes of members:
 - a. Ordinary Members
 - b. Affiliated Organisations
 - c. Corporate Members
 - d. Supporting Members
- 2) Ordinary Members: All persons who are approved of by the Board. The numbers of ordinary members shall be unlimited.
- 3) Affiliated Organisations: Any properly constituted organisation – incorporated or not incorporated - with a committee which is accepted by the Board. The number of Affiliated Organisations shall be unlimited.
- 4) Corporate Members: A Corporate Body approved by the Board to be given rights of membership. The number of Corporate Members is unlimited.
- 5) Supporting Members: All persons who are approved of by the Board. The numbers of supporting members shall be unlimited.
- 6) The following members shall have the right to vote at all General Meetings provided they are currently financial:
 - a. Ordinary Members.
 - b. Affiliated Organisations shall be entitled to one (1) vote at any General Meeting.
 - c. Corporate Members shall be entitled to one (1) vote per corporation at any General Meeting.
- 7) Affiliated Organisations and Corporations admitted as a member must appoint one person from the organisation as a representative to act on behalf of the Member in the affairs of the Incorporated Association and may nominate an alternative representative. The representative appointed shall be considered to be the Member for the purpose of voting and as a member of any Committee.

MEMBERSHIP

Rule 6

- 1) A person who, on the day the Association is incorporated, was a member of the incorporated Association and who, on or before a day fixed by the Board, agrees in writing to become a member of the incorporated Association, must be admitted by the Board to the same class of membership of the Association as the member held in the unincorporated Association.

- 2) A member of the incorporated Association who, before becoming a member, has paid the member's annual subscription for membership of the incorporated Association on or before a day fixed by the Board, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Board as the day on which the next annual subscription is payable.
- 3) An applicant for membership of the Association, other than the members of the incorporated Association mentioned in subsection (1), must be proposed by 1 member of the Association (the "**proposer**") and seconded by another member (the "**seconder**").
- 4) An application for membership must be-
 - a. in writing; and
 - b. signed by the applicant and the applicant's proposer and seconder; and
 - c. in the form decided by the Board.

MEMBERSHIP FEES

Rule 7

- 1) The membership fees for each class of membership shall be such sum, as the Board shall from time to time determine by resolution.
- 2) The membership fees for each class of membership shall be payable at such time and in such manner as the Board shall from time to time determine.

ADMISSION AND REJECTION OF MEMBERS

Rule 8

- 1) The Board must consider an application for membership at the next meeting of the committee held after it receives:
 - a. the application; and
 - b. the appropriate membership fee for the application.
- 2) The Board must decide at the meeting whether to accept or reject the application.
- 3) If a majority of the Board members present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member to the class of membership applied for.
- 4) The secretary of the association must, as soon as practicable after the Board decides to accept or reject an application, give the applicant a written notice of the decision.

WHEN MEMBERSHIP ENDS

Rule 9

- 1) A member may resign from the Association by giving a 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) The Board may terminate a member's membership if the member -
 - a. is convicted of an indictable offence; or
 - b. does not comply with any of the provisions of these rules; or
 - c. has membership fees in arrears for at least 2 months; or
 - d. conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 4) Before the Board terminates a member's membership, the Board must give the member a full and fair opportunity to show why the membership should not be terminated.

- 5) If, after considering all representations made by the member, the Board decides to terminate the membership, the secretary must give the member a written notice of the decision.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

Rule 10

- 1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- 2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- 3) If the secretary receives a notice of intention to appeal, the secretary must, within 3 months after the day of receipt, call a general meeting to decide the appeal.
- 4) 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.
- 5) Also, the Board and the Board 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.
- 6) An appeal must be decided by a vote of the members present at the meeting.
- 7) If a person whose application has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the application fee paid by the person.

REGISTER OF MEMBERS

Rule 11

- 1) The Board 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 Board or the members at a general meeting decide.
- 3) The register must be open for inspection at all reasonable times.
- 4) A member must contact the secretary to arrange an inspection of the register.
- 5) However, the Board 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 Board has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

Rule 12

- 1) A member of the Association must not—
 - a. use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable, or commercial purposes; or
 - b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of

the Association for the purpose of advertising for political, religious, charitable, or commercial purposes.

- 2) Subrule 1) does not apply if the use or disclosure of the information is approved by the Board.

SECRETARY

Rule 13

- 1) The secretary must be an adult residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
 - a. a member of the Association elected by the Association as secretary; or
 - b. any of the following persons appointed by the Board as secretary—
 - i. a member of the association's Board;
 - ii. another member of the association;
 - iii. another person.
- 2) If the Association has not elected an interim officer as secretary for the Association before its incorporation, the members of the Board must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- 3) If a vacancy happens in the office of secretary, the members of the Board must ensure a secretary is appointed or elected for the Association within 1 month after the vacancy happens.
- 4) If the Board appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the Board, the person does not become a member of the Board.
- 5) However, if the Board appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the Board, the person becomes a member of the Board.
- 6) If the Board appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the Board.
- 7) In this rule— casual vacancy, on a Board, means a vacancy that happens when an elected member of the Board resigns, dies, or otherwise stops holding office.

REMOVAL OF SECRETARY

Rule 14

- 1) The management committee of the Association may at any time remove a person appointed by the Board as the secretary.
- 2) If the Board removes a secretary who is a person mentioned in rule 13(1)(b)(i), the person remains a member of the Board.
- 3) If the Board removes a secretary who is a person mentioned in rule 13(1)(b)(ii) and who has been appointed to a casual vacancy on the Board under rule 13(5), the person remains a member of the Board.

FUNCTIONS OF SECRETARY

Rule 15

- 1) 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 president of the association; and
 - 2) keeping minutes of each meeting; and
 - 3) keeping copies of all correspondence and other documents relating to the Association; and
 - 4) maintaining the register of members of the Association.

MEMBERSHIP OF BOARD

Rule 16

- 1) The Board of the Association consists of a Chair, Deputy Chair, Treasurer, and any other members the association members elect or appoint at a general meeting.
- 2) A maximum number of 8 Board members may be elected every year.
- 3) A member of the Board, other than the secretary, must be a member of the Association.
- 4) At each annual general meeting of the Association, the members of the Board must retire from office, but are eligible, on nomination, for re-election.

ELECTING THE BOARD

Rule 17

- 1) A member of the Board may only be elected as follows-
 - a. any 2 members of the Association may nominate another member (the "**candidate**") to serve as a member of the Board;
 - b. the nomination must be-
 - i. in writing and including an expression of interest that substantiates the candidate's alignment with the Objects of this constitution included in Rule 3; and
 - ii. signed by the candidate and the members who nominated him or her; and
 - iii. given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - c. each member 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 list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Association for at least 7 days immediately preceding the annual general meeting.
- 3) If required by the Board, balloting lists must be prepared containing the names of the candidates in alphabetical order.

RESIGNATION OR REMOVAL FROM OFFICE OF BOARD MEMBER

Rule 18

- 1) A Board 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.
- 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 section.

VACANCIES ON BOARD

Rule 19

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

FUNCTIONS OF BOARD

Rule 20

- 1) Subject to these rules or a resolution of the Association members carried at a general meeting, the Board -
 - 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 Board 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 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 or pay off any securities issued; and
 - d. to borrow amounts from members and pay interest on the amounts borrowed; and
 - e. to mortgage or charge the whole or part of its property; and
 - f. to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and
 - g. to provide and pay off any securities issued; and
 - h. to invest in a way the members of the Association may from time to time decide.
- 3) For sub-section (2)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by -
 - a. the financial institution for the Association; or
 - b. if there is more than 1 financial institution for the Association - the financial institution nominated by the Board.

MEETINGS OF BOARD

Rule 21

- 1) Subject to subsections (2) to (18), the Board may meet and conduct its proceedings as it considers appropriate. (See also sections 70B and 70C of the Incorporations Act)
- 2) The Board must meet at least once every 4 months to exercise its functions.
- 3) The Board must decide how a meeting is to be called.
- 4) Notice of a meeting is to be given in the way decided by the Board.

- 5) The Board may hold meetings or permit a Board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 6) A Board member who participates in the meeting as mentioned in subrule 5) is taken to be present at the meeting for the duration attended, as recorded in minutes of the meeting.
- 7) If the secretary receives a written request signed by at least 33% of the Board members, the secretary must call a special meeting of the Board.
- 8) 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.
- 9) At a Board meeting, more than 50% of the members elected or appointed to the Board as at the close of the last general meeting of the members form a quorum.
- 10) A question arising at a Board meeting is to be decided by a majority vote of members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 11) A Board 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.
- 12) The secretary must give each Board member at least 5 working days' notice of a special meeting of the Board.
- 13) 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.
- 14) The president or, if there is no president or if the president is not present within 10 minutes after the time fixed for a Board meeting, the vice-president is to preside as chairperson at the meeting.
- 15) If the president and the vice-president are absent from a Board meeting, the members may choose 1 of their number to preside as chairperson at the meeting.
- 16) If a quorum is not present within 30 minutes after the time fixed for a Board meeting called on the request of Board members, the meeting lapses.
- 17) If a quorum is not present within 30 minutes after the time fixed for a Board meeting called other than on the request of Board 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 Board.
- 18) If, at the adjourned meeting mentioned in subsection (15), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

DELEGATION OF BOARD POWERS

Rule 22

- 1) The Board may delegate the whole or part of its powers and functions to a subcommittee, a member of the Board, an employee of the association (such as a Chief Executive Officer (CEO)) or any other person, as they consider appropriate.
- 2) A member of the subcommittee who is not a member of the Board is not entitled to vote at a Board meeting.
- 3) The delegation must be described in detail (in a document such as a Manual of Delegation) and recorded in the minutes of Board meetings.
- 4) The Board must ensure that a Manual of Delegation is reviewed and approved by the Board within the first 2 months after the appointment of the Board at the Annual General Meeting.

- 5) A subcommittee of the Board consisting of the Association members appointed by the Board may only exercise delegated powers in the way the Board decides and as detailed in a document (such as a Charter) approved by the Board.
- 6) A subcommittee may elect a chairperson of its meetings.
- 7) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 8) A subcommittee may meet and adjourn as it considers appropriate.
- 9) 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.
- 10) The Board may from time to time by resolution appoint any person as special advisers or agents:
 - a. for the purposes;
 - b. with the purposes, authorities and discretions (not exceeding those exercisable by the Board under this Constitution)
 - c. for the period; and
 - d. subject to conditions,determined by the Board.

CHIEF EXECUTIVE OFFICER

Rule 23

- 1) The Board may appoint any person to the position of CEO for the period and on the terms including as to remuneration) that the Board Members see fit.
- 2) A person cannot be both a Board Member and the CEO at the same time.

GRIEVANCE PROCEDURE

Rule 24

- 1) The rules of an Incorporated Association may set out a grievance procedure for dealing with any dispute under the rules between:
 - a. a member and another member; or
 - b. a member and the management committee; or
 - c. a member and the Association.
- 2) The grievance procedure must include mediation and may provide for a person to decide the outcome of the dispute.
- 3) The member may appoint any person to act on behalf of the member in the grievance procedure.
- 4) In applying the grievance procedure, the association must ensure that—
 - a. each party to the dispute has been given an opportunity to be heard on the matter the subject of the dispute; and
 - b. the mediator, and any person engaged under the rules to decide the outcome of the dispute, is unbiased.
- 5) If a member has initiated a grievance procedure in relation to a dispute between the member and the Association, the Association must not take disciplinary action against any of the following persons in relation to the matter the subject of the grievance procedure until the grievance procedure has been completed—
 - a. the member who initiated the grievance procedure (the ***complainant member***);

- b. a member of the Association appointed by the complainant member under subsection (3) to act on behalf of the complainant member in the grievance procedure.
- 6) If the rules of an Incorporated Association do not set out a grievance procedure that is consistent with subsections (2), (3), (4) and (5), the rules of the Association are taken to include the provisions of the model rules providing for the grievance procedure.
- 7) To remove any doubt, it is declared that subsection (6) applies even if the rules of an Incorporated Association provide, as permitted under [section 47\(3\)](#), that [section 47\(1\)](#) does not apply.

REMUNERATION DISCLOSURE

Rule 25

The Association must disclose remuneration and other benefits at its AGM in either:

- a. a document required by the Act to be presented at your AGM (e.g., your financial statements or the information you provide to the ACNC)
- b. a written remuneration statement for the financial year.

If your association did not provide remuneration or other benefits, you can state this verbally, but it must be recorded in the AGM minutes.

ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

Rule 26

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

RESOLUTIONS OF BOARD WITHOUT MEETING

Rule 27

- 1) A written resolution signed by each member of the Board for the time being entitled to receive notice of a Board meeting is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.
- 2) A resolution mentioned in subsection (1) may consist of several documents in like form, each signed by 1 or more members of the Board.

FIRST GENERAL MEETING

Rule 28

- 1) The first general meeting must be held not less than 1 month, and not more than 3 months, after the day the Association is incorporated.
- 2) The Board must decide where the meeting is to be held.
- 3) The business to be conducted at the first general meeting must include the appointment of an auditor.

FIRST ANNUAL GENERAL MEETING

Rule 29

- 1) The first annual general meeting must be held within 18 months after the day the Association is incorporated.

SUBSEQUENT ANNUAL GENERAL MEETINGS

Rule 30

- 1) Each subsequent annual general meeting must be held -
 - a. at least once each year; and
 - b. within 4 months after the end of the Association's reportable financial year.

BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING

Rule 31

The following business must be conducted at each annual general meeting of the Association—

- (a) elect the members of the Board
- (b) receive the Association's financial statement, and audit/review report, for the last reportable financial year;
- (c) present the financial statement and audit/review report to the meeting for adoption;
- (d) for a large, incorporated Association—appoint an auditor or an accountant for the present financial year;
- (e) for a medium or small incorporated Association—appoint an auditor, an accountant, or an approved person for the present financial year.
- (f) disclose any remuneration or other benefits given to Board members or Senior staff.

NOTICE OF GENERAL MEETING

Rule 32

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

QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

Rule 33

- 1) Subject to subsection (5), at a general meeting the number of members equal to double the number of members of the Association presently on the Board plus 1 form a quorum.
- 2) No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.

- 3) If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the request of members of the Board or the Association, the meeting lapses.
- 4) If a quorum is not present within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Board or the association, 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 Board.
- 5) If at an adjourned meeting, a quorum under subsection (1) is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.
- 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 subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- 10) In this rule
 "member" includes a person attending as a proxy or representing a corporation that is a member.

PROCEDURE AT GENERAL MEETING

Rule 34

- 1) Subject to these rules, at each general meeting -
 - a. the president or, 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 vice-president is to preside as chairperson; and
 - b. if the vice-president is absent or unwilling to act as chairperson, the members present must elect 1 of their number to be chairperson of the meeting; and
 - c. the chairperson must conduct the meeting in a proper and orderly way and, with the support of all Board members present, can order that any vexatious individuals be expelled from the meeting; and
 - d. each question, matter or resolution must be decided by a majority of votes of the members present; and
 - e. each member present and entitled to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote; and
 - f. 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; and
 - g. voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot; and
 - h. if a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides; and
 - i. 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; and
 - j. a member may vote in person or by proxy or by attorney and-
 - i. on a show of hands, each person present who is a member or a representative of a member has 1 vote; and

- ii. in a secret ballot, each member present in person or by proxy or by attorney or other properly authorised representative has 1 vote; and
- k. an instrument appointing a proxy must be in writing; and
 - i. if the appointor is an individual - signed by the appointor or the appointor's attorney properly authorised in writing; or
 - ii. if the appointor is a corporation - either under seal or signed by a properly authorised officer or attorney of the corporation; and
- l. a proxy may be a member of the Association or another person; and
- m. the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot; and
- n. if someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form-

[Name of association]:

I, _____ of _____, being a member of the association, appoint _____ of _____, as my proxy to vote for me on my behalf at the

(annual) general meeting of the Association, to be held on the _____ day of _____

and at any adjournment of the meeting.

Signed this _____ day of _____ 20_____.

Signature

This form is to be used _____ * in favour of _____ the resolution.
_____ *against _____

**Strike out whichever is not wanted. (Unless otherwise instructed, the proxy may vote as the proxy considers appropriate.);*

and

- o. 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; and
 - p. the secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting and general meeting are entered in a minute book; and
 - q. the secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the secretary for the inspection.
- 2) To ensure the accuracy of the minutes recorded under subsection (1)(p)-
- a. the minutes of each Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy; and
 - b. 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

- c. 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.

SPECIAL GENERAL MEETING

Rule 35

- 1) The secretary must call a special general meeting by giving each member notice of the meeting within 14 days after-
 - a. being directed to call the meeting by the Board; or
 - b. being given a written request signed by-
 - i. at least 33% of the members of the Association presently on the Board; 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 Board plus 1; or
 - c. being given a written notice of an intention to appeal against the decision of the Board-
 - i. to reject an application for membership; or
 - ii. to terminate a person's membership.
- 2) A request mentioned in subsection (1)(b) must state-
 - a. why the special general meeting is being called; and
 - b. the business to be conducted at the meeting.

BY-LAWS

Rule 36

- 1) The Board 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.

ALTERATION OF RULES

Rule 37

- 1) Subject to the *Associations Incorporation Act 1981*, 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.

FUNDS AND ACCOUNTS

Rule 38

- 1) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Board.
- 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 \$200 or more is paid by cheque, the cheque must be signed by any 2 of the following-
 - a. the chair;
 - b. the secretary;
 - c. the treasurer;

- d. another member authorised by the Board for the purpose.
- 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 Board must decide the amount of petty cash to be kept in the account.
- 7) All expenditure must be approved or ratified at a Board meeting.
- 8) 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;
 - 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.
- 9) If the Association is incorporated within 3 months before the end of the Association's financial year, subsection (8) does not apply for the financial year in which the Association is incorporated.
- 10) The auditor must examine the statement prepared under subsection (8) and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- 11) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

DOCUMENTS

Rule 39

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

FINANCIAL YEAR

Rule 40

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

DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

Rule 41

- 1) This section 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) If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
 - a) gifts of money or property for the principal purpose of the organisation
 - b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
 - c) money received by the organisation because of such gifts and contributions.
- 3) In this section
"surplus assets" has the meaning given by section 92(3)¹¹ of the Act.

GIFT FUND RULES

Rule 42

The Association will maintain a Gift Fund called “Pine Rivers Catchment Environment Fund”.

- 1) Which will be used only for the principal purpose of the Association;
- 2) All gifts and deductible contributions of money or property for that purpose are made to it;
- 3) Any money received because of such gifts or deductible contributions is credited to it:
and
- 4) It does not receive any other money or property.

REPRESENTATION ON BOARD BY EXTERNAL PARTIES

Rule 43

- 1) Seqwater or any subsequent entity responsible for the operation and maintenance of the catchments shall be entitled to be represented on the Board.
- 2) City of Moreton Bay or subsequent entity responsible for the delivery of local government services in the catchments shall be entitled to be represented on the Board.