## Queensland Rogaine Association Inc.

## Constitution

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## 1. Interpretation

1) In these rules:

Act: means the Associations Incorporation Act 1981.
Annual General Meeting: means a meeting convened under rule 31.
Committee: means the management committee of the association.
Committee Meeting: means a meeting of the management committee at a venue chosen by the committee or by any technology that allows the member to hear and take part in discussions as they happen.
Communication: means
a. 'in writing' and 'sending' includes electronic communication; or
b. 'written notices' and 'noticeboards' includes electronic means of distributing or publishing information.
c. "signed" includes electronic signature or typed name e.g. at the end of an email

General meeting: means a meeting to which all members are invited.
Minute Book: means a book in which written minutes or records are entered. This can be a physical book or electronic file.
Present: means:
a. at a management committee meeting, see rule 23 (6); or
b. at a general meeting, see rule 37 (2).

Special Resolution: means a resolution that requires not less than three quarters (3/4) of the members voting in a general meeting, whether in person or by proxy, to vote in favour of the resolution.
Large Incorporated Association: means an association with current assets of more than \$1 million or total revenue of more than \$500 000.
Medium Incorporated Association: means an association with current assets of more than $\$ 300000$ and less than $\$ 1$ million or total revenue of more than $\$ 150000$ and less than \$500 000.
Small Incorporated Association: means an association with current assets of more than $\$ 300000$ and total revenue of less than $\$ 150000$.
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.

## 2. Name

1) The name of the incorporated association is Queensland Rogaine Association Incorporated (the association).

## 3. Objects

1) The objects of the association are to:
a. promote interest in the sport of Rogaining in Queensland.
b. conduct events for those interested in the sport of Rogaining.
c. educate, train, coach and encourage members in the sport of Rogaining.
d. promote and encourage co-operation between the association, other State and National Rogaining Organisations and other bodies sharing similar interests.
e. foster good relations with, and respect for the interest of, landowners and land management agencies whose land is used for the sport of Rogaining.
f. do all such things as are incidental or conducive to the obtainment of the above objects or any one of them.

## 4. 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 enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the association.
4) The association may obtain from any such Government or Authority any rights, privileges, and concessions which the association may think is desirable to obtain; and to carry out, exercise and comply with any such arrangements rights, privileges, and concessions.
5) The association may also issue secured and unsecured notes, debentures, and debenture stock for the association.
6) The association to invest and deal with the money of the association not immediately required in such a manner as may from time to time be thought fit.
7) The association may appoint, employ, remove, or suspend such managers, secretaries, employees, and other persons as may be necessary or convenient for the purpose of the association.
8) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the association.

## 5. Classes Of Members

1) The membership of the association consists of the following classes:
a. ordinary
i. a person whose application and payment for an event registration has been accepted by the Committee or delegated authority.
ii. any volunteer who has undertaken service as outlined and published by the Committee.
b. honorary life
i. a member of the association appointed by the committee as an honorary life member in recognition of that person's outstanding service to the association and ratified by two thirds $\left(2 / 3^{\text {rd }}\right)$ of the members present at a general meeting; and
ii. is not transferable to another person and ceases upon the death of the honorary member; and
iii. are not required to register for an event or volunteer to maintain their membership and retain voting rights as an ordinary member.
2) The number of members in each classification is unlimited.

## 5A. Membership Rights

1) All members of the association have the right to access to a copy of the rules.
2) A member of the association who is entitled to vote has the right:
a. to receive notice of general meetings and proposed special resolutions in the manner and time set out in these rules; and
b. to submit items for general business at a general meeting; and
c. to attend, be heard and vote at a general meeting; and
d. to have access to the minutes of general meetings
3) All rights, privileges, and obligations that a member holds are not transferable to another person and ends when a member's membership ceases except:
a. if the member is under the age of 18 years, delegating their right to vote to a parent or guardian.
4) To participate in Rogaining events.
6. Omitted
7. New Membership
1) Membership shall:
a. commence when condition of rule 5.1.a.i or rule 5.1.a.ii is satisfied; and
b. extend and be recognised from commencement of event registration or volunteer work until the end of the following AGM.

## 8. Membership Fees

1) The membership fee for ordinary membership and for each other class of membership (if any):
a. is the amount decided by committee and presented to the members from time to time at a general meeting; and
b. is payable when, and in the way, the management committee decides.

## 9. Admission and Rejection of New Members

1) A delegated authority for event entries must consider an application after it receives:
a. an application to enter into an event; and
b. the appropriate entry fees.
2) The committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the committee considers the person's application, the person is advised:
a. whether or not the association has public liability insurance; and
b. if the association has public liability insurance - the amount of the insurance.
3) The delegated authority on admission to an event must decide whether:
a. to accept - the applicant becomes an ordinary member; or
b. to reject the application - then it is referred back to the committee to accept or reject the application.
4) If a majority of the members of the committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as an ordinary member.
5) The secretary of the association must, as soon as practicable after the committee decides to reject an application, give the applicant a written notice of the decision.
6) In this section:

A delegated authority, means the event organiser and/or the controller of the entry system.

## 10. When Membership Ends

1) A membership ceases on resignation, termination, death or twelve (12) months after last event the member entered.
2) A member may resign from the association by giving a 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.
3) The 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. conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the association.
4) Before the committee terminates membership as per rule 10 (3),
a. the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
b. If, after considering all representations made by the member, the committee decides to terminate, punish, or otherwise penalise the membership, the secretary of the committee must give the member a written notice of the decision.

## 11. Appeal Against Rejection or Termination of Membership

1) A person whose application for membership has been rejected or 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) week after receiving the notice, call a general meeting to decide the appeal.

## 12. General Meeting to Decide Appeal

1) The general meeting to decide an appeal must be held within one (1) month 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 committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or a membership terminated.
4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
5) If a person whose application for membership has been rejected or terminated 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,
a. notifying the delegate responsible for future event entries to ensure the members are not permitted to enter any events.

## 12A. Grievance Procedure

1) This rule deals with any dispute under the rules between:
a. a member and another member; or
b. a member and the committee; or
c. a member and the association.
2) This rule cannot be used by a member whose membership has been terminated as rule 11 provides an appeal process against.
3) A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a written notice of the dispute:
a. To the other party; and
b. If the other party is not the committee, to the committee.
4) If two (2) or more members initiate a grievance procedure in relation to the same subject matter, the committee may deal with the disputes as a single process and the members must choose one (1) member (also the aggrieved party) to represent the members in the grievance procedure.
5) Subject to rule 12B, the parties to the dispute must, in good faith, attempt to resolve the dispute.
6) If the parties to the dispute cannot resolve the dispute within fourteen (14) days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further twenty-one (21) days, ask the association's secretary to refer the dispute to mediation.
7) Subject to rule 12B, if the aggrieved party asks the association's secretary to refer the dispute to mediation under subsection 6, the committee must refer the dispute within fourteen (14) days after the request.

## 12B. Grievance Procedure not Continued in Particular Circumstances

1) This rule applied if:
a. a member initiates a grievance procedure in relation to a dispute and the association or association's committee is the other party to the dispute; or
b. the aggrieved party asks the association's secretary to refer the dispute to mediation under rule 12A (6).
2) The committee does not have to act under rule 12A (5) or 12A (7) if:
a. the aggrieved party has, within twenty-one (21) days before initiating the grievance procedure, behaved in a way that would give the committee grounds for taking disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure; or
b. before the grievance procedure was initiated, a process had started to take action under the rules against the aggrieved party or terminate the aggrieved party's membership, as provided for under rule 6, and the dispute relates to that process; or
c. the dispute could reasonably be considered frivolous, vexatious, misconceived, or lacking in substance or the dispute relates to a matter that has already been subject of the grievance procedure.

## 12C. Appointment of Mediator

1) If a dispute under rule 12 A is referred to mediation:
a. the parties to the dispute must choose a mediator to conduct the mediation; or
b. if the parties are unable to agree on the appointment of a mediator within fourteen (14) days after the dispute is referred to mediation, the mediator must be:
i. for a dispute between a member and another member - a person appointed by the committee; or
ii. for a dispute between a member and the committee or the association - an accredited mediator or a mediator appointed by the director of the dispute resolution centre.
2) An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.
3) If subsection (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## 12D. Conduct of Mediation

1) If a mediator is appointed under rule 12A, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within twenty-eight (28) days after the appointment.
2) Subsection (1) does not apply if the mediator is director of a dispute resolution centre.
3) The mediator:
a. must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
b. must comply with natural justice; and
c. must not act as an adjudicator or arbitrator; and
d. during mediation, may see the parties, with or without their representatives, together or separately.
4) The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the time required under subsection (1).
5) The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
6) If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## 12E. Representation for Grievance Procedure

1) A party to a dispute may appoint any person to act on the behalf of the party in the grievance procedure.
2) If a party appoints a person under subsection (1) to be the party's representative, the party must give written notice of the appointment to the following entities:
a. the other party to the dispute; and
b. the committee; and
c. if a mediator has been appointed before the party appoints the presentative - the mediator.
3) A representative who acts for a party at mediation must:
a. have sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
b. be authorized to negotiate an agreement for the party.

## 12F. Electronic Communication for Grievance Procedure

1) Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for mediation, the mediator agrees.

## 13. Register of Members

1) The committee must keep a register of members of the association.
2) The register must include the following particulars for each member:
a. the full name of the member; and
b. the email address; and
c. the date of admission as a member; and
d. the membership classification; and
e. any other particulars the committee or members at a general meeting decide.
3) If the membership ceases the register must include the following particulars
a. the date of death or time of resignation of the member; and
b. details about the termination or reinstatement of membership; and
c. any other particulars the committee or the members at a general meeting decide.
4) The register must be open for inspection by members of the association at all reasonable times, however only:
a. to the full name of the members; and
b. to the classification of membership; and
c. all other details are to remain confidential.
5) A member must contact the secretary to arrange an inspection of the register.

## 14. 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) Subsection (1) does not apply if the use or disclosure of the information is approved by the association.

## 15. Appointment or Election of Secretary

1) The secretary must be an adult residing in Queensland, or in another State but not more than 65 km 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 committee as secretary:
i. a member of the association's committee; or
ii. another member of the association; or
iii. another person.
2) If a vacancy happens in the office of secretary, the members of the committee must ensure a secretary is appointed or elected for the association within (one) 1 month after the vacancy happens.
3) If the committee appoints a person mentioned in subsection (1bii) as secretary, other than to fill a casual vacancy on the committee, the person does not become a member of the committee.
4) However, if the committee appoints a person mentioned in subsection (1bii) as secretary to fill a casual vacancy on the committee, the person becomes a member of the committee.
5) If the committee appoints a person mentioned in subsection (1biii) as secretary, the person does not become a member of the committee.
6) In this rule - casual vacancy, on a committee, means a vacancy that happens when an elected member of the committee resigns, dies, or otherwise stops holding office.

## 16. Removal of Secretary

1) The committee of the association may at any time remove a person appointed by the committee as the secretary.
2) If the committee removes a secretary who is a person mentioned in rule 15 (1bi), the person remains a member of the committee.
3) If the committee removes a secretary who is a person mentioned in rule 15 (1bii) and who has been appointed to a casual vacancy on the committee under rule 15 (4), the person remains a member of the committee.

## 17. Functions of Secretary

1) The secretary's functions include, but are not limited to:
a. calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
b. keeping minutes of each meeting; and
c. keeping copies of all correspondence and other documents relating to the association; and
d. maintaining the register of members of the association.

## 18. Membership of Management Committee

1) The committee of the association consists of a president, vice president, treasurer, secretary (office bearers) and any other members the association members elect at a general meeting.
2) A member of the committee, other than a secretary appointed by the committee under rule 15 (1biii), must be a member of the association.
3) At each annual general meeting of the association, the members of the committee must retire from office, but are eligible, on nomination, for re-election.
4) Office bearers are only permitted to hold the position for two (2) consecutive terms.
5) However, if an office bearers' position is not filled at an annual general meeting, it can be appointed from the committee members elected, irrespective of whether they have held the position for two (2) consecutive terms.
6) A member of the association may be appointed to a casual vacancy on the committee under rule 21.

## 19. Electing The Management Committee

1) A member of the committee may only be elected as follows:
a. any 2 members of the association may nominate another member (the candidate) to serve as a member of the committee; and
b. the nomination must be:
i. in writing; and
ii. signed by the candidate and the members who nominated them; and
iii. given to the secretary at least fourteen (14) days before the annual general meeting at which the election is to be held; and
c. each member of the association present and eligible to vote at the annual general meeting may vote for one (1) candidate for each vacant position on the committee; or
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 or on the association's website for at least seven (7) days immediately preceding the annual general meeting.
4) If required by the committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
5) The committee must ensure that, before a candidate is elected as a member of the 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.
20. Resignation, Removal or Vacation of Office of Management Committee Member
1) A member of the committee may resign from the committee by giving written notice of resignation to the secretary.
2) The resignation takes effect at:
a. the time the notice is received by the secretary; or
b. if a later time is stated in the notice-the later time.
3) A member may be removed from office at a general meeting of the association if a majority of the members present, and eligible to vote at the meeting, votes are 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 they 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.

## 21. Vacancies on Management Committee

1) If a casual vacancy happens on the committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
2) The continuing members of the committee may act despite a casual vacancy on the committee.
3) However, if the number of committee members is less than the number fixed under rule $24(1)$ as a quorum of the committee, the continuing members may act only to:
a. increase the number of the committee members to the number required for a quorum; or
b. call a general meeting of the association.

## 22. Functions of Management Committee

1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the committee has the general control and management of the administration of the affairs, property, and funds of the association.
2) The committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
Note: The Act prevails if the association's rules are inconsistent with the Act—see section 1B of the Act.
3) The committee may exercise the powers of the association:
a. to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
b. to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee, or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the 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.
4) For subsection (3d), 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 committee.

## 22A. Duty of Care and Diligence

1) A member of the committee must exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise if that person:
a. were a member of the committee in the association's circumstances; and
b. occupied the position held by and had the same responsibilities within the association as a committee member.
2) A member of the committee who makes a business judgment is taken to meet the requirements of subsection (1), and their position's equivalent duties at common law and in equity, in relation to the judgment if the committee member:
a. makes the judgment in good faith for a proper purpose; and
b. does not have a material personal interest in the subject matter of the judgment; and
c. is informed about the subject matter of the judgment to the extent the committee member reasonably believes to be appropriate; and
d. reasonably believes the judgment is in the best interests of the association.
3) In this rule - business judgment means any decision to take or not to take action in relation to a matter relevant to the operations of the incorporated association.

## 22B. Duty of Good Faith

1) A member of the committee must exercise their powers and discharge their duties:
a. in good faith in the best interests of the association; and
b. for a proper purpose.

## 22C. Use of Position

1) A member of the committee must not improperly use their position to:
a. gain, directly or indirectly, a pecuniary benefit or material advantage for themselves or another person; or
b. cause detriment to the association.

## 22D. Use of Information

1) A member who obtains information because the member is, or has been, a member of the committee must not improperly use the information to:
a. gain, directly or indirectly, a pecuniary benefit or material advantage for themselves or another person; or
b. cause detriment to the association.

## 22F. Duty to Prevent Insolvent Trading

1) A member of the committee, or took part in a committee of the association, at the time the association incurred a debt commits an offence if:
a. the association was insolvent at the time the debt was incurred or becomes insolvent by incurring that debt, or by incurring at that time debts including that debt; and
b. immediately before the debt was incurred:
i. there were reasonable grounds to expect that the association was insolvent; or
ii. there were reasonable grounds to expect that, if the association incurred the debt, the association would become insolvent.
2) In any proceedings against a person under subsection (1) it is a defence if the accused proves that:
a. the debt was incurred without the accused's express or implied authority or consent; or
b. at the time the debt was incurred, because of illness or for some other good reason, the accused did not take part in the management of the association; or
c. at the time the debt was incurred, the accused had reasonable grounds to expect, and did expect, that the association was solvent at that time and would remain solvent even if it incurred that debt and any other debts that it incurred at that time.

## 23. Meetings of Management Committee

1) Subject to this rule, the committee may meet and conduct its proceedings as it considers appropriate.
2) The committee must meet either once every six (6) weeks or a minimum of six (6) times per year to exercise its functions.
3) The 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 committee.
5) The committee may hold meetings or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
6) A committee member who participates in the meeting as mentioned in subsection (5) is taken to be present at the meeting.
7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
8) The president is to preside as chairperson at a committee meeting unless rule 23 B or 23 C applies.
9) If there is no president or if the president is not present within 10 minutes after the time fixed for a committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

## 23B. Disclosure of Material Personal Interest

1) A member of the committee who has a material personal interest in a matter being considered at a committee meeting must, as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the committee.
2) A member of the committee who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of the interest at the next general meeting.
3) Subsection (1) and (2) do not apply in relation to a material personal interest:
a. that exists only because the member:
i. is an employee of the association; or
ii. is a member of a class of persons for whose benefit the association is established; or
b. that the member has in common with all, or a substantial proportion of, the members of the association.
4) If a member of the committee discloses a material personal interest in a contract or proposed contract under this section, and the member has complied with rule 23 C (1) or the member's interest is not required to be disclosed because of subsection (3):
a. the contract is not liable to be avoided by the association on any ground arising from the fiduciary relationship between the member and the association; and
b. the member is not liable to account for profits derived from the contract.
5) A disclosure of a material personal interest required under subsection (1) or (2) must give details of:
a. the nature and extent of the interest; and
b. how the interest is related to the activities of the association.
6) The members of the committee must ensure the details mentioned in subsection (5) are:
a. recorded in the minutes of the meeting of the committee at which the disclosure is made; and
b. if a member of the association asks for the details, given to the member.

## 23C. Voting on a Matter in Which a Committee Member has a Material Personal Interest

1) A member of the committee who has a material personal interest in a matter being considered at a meeting of the committee must not:
a. be present while the matter is being considered at the meeting; or
b. vote on the matter.
2) Subsection (1) does not apply in relation to a material personal interest:
a. that exists only because the member belongs to a class of person for whose benefit the association is established; or
b. that the member has in common with all, or a substantial proportion of, the members of the association.
3) Subsection (1) does not apply if the committee, other than the members who have a material personal interest in the matter, decide the member who has a material personal interest in the matter may:
a. be present while the matter is being considered at the meeting; or
b. vote on the matter.
4) If the committee decides under subsection (3) that a member of the committee who has a material personal interest in a matter may be present at a meeting while the matter is being considered, or may vote on the matter, the committee must ensure that:
a. the committee's decision is recorded in the minutes of the meeting and disclosed at the next general meeting of the association; and
b. details of the committee's decision are given to a member of the association, if requested by the member.
5) If there are not enough committee members to form a quorum to consider a matter because of subsection (1):
a. 1 or more committee members, including the members who have a material personal interest in the matter, may call a general meeting; and
b. the general meeting may pass a resolution to deal with the matter.

## 24. Quorum for, and Adjournment of, Management Committee Meeting

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

## 25. Special Meeting of Management Committee

1) If the secretary receives a written request signed by at least thirty-three percent (33\%) of the members of the committee, the secretary 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) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
3) A request for a special meeting must state:
a. why the special meeting is called; and
b. the business to be conducted at the meeting.
4) A notice of a special meeting must state:
a. the day, time, and place of the meeting; and
b. the business to be conducted at the meeting.
5) A special meeting of the committee must be held within fourteen (14) days after notice of the meeting is given to the members of the committee.
26. Minutes of Management Committee Meetings
1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each committee meeting are entered in a minute book.
2) To ensure the accuracy of the minutes, the minutes of each committee meeting must be signed by the chairperson of the meeting, or the two (2) members of the committee of the next committee meeting, must verify their accuracy.

## 27. Appointment of Subcommittees

1) The committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the association's operations.
2) A member of the subcommittee who is not a member of the committee is not entitled to vote at a committee meeting.
3) A subcommittee may elect a chairperson of its meetings.
4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
5) A subcommittee may meet and adjourn as it considers appropriate.
6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## 28. Acts Not Affected by Defects or Disqualifications

1) An act performed by the committee, a subcommittee or a person acting as a member of the committee 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 committee, subcommittee or person acting as a member of the committee; or
b. a committee member, subcommittee member or person acting as a member of the committee was disqualified from being a member.

## 29. Resolutions of Management Committee Without Meeting

1) A written resolution signed by each member of the committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
2) A resolution mentioned in subsection (1) may consist of several documents in like form, each signed by one (1) or more members of the committee.
30. Omitted
31. Subsequent Annual General Meetings
1) Each subsequent annual general meeting must be held:
a. at least once each year; and
b. within three (3) months after the end date of the association's reportable financial year.

31A. Management Committee Members to be Elected at Annual General Meeting

1) The association must elect the office bearers and members of the committee at each annual general meeting of the association.
32. Other Business for Annual General Meeting of Large Incorporated Associations and Particular Medium and Small Incorporated Associations
1) This rule applies if the association is:
a. a large, incorporated association to which sections 59A and 59AA of the Act apply; or
b. a medium incorporated association to which sections 59A and 59AA of the Act apply; or
c. a small incorporated association to which sections 59A and 59AA of the Act apply.
2) The following business must be conducted at each annual general meeting of the association:
a. receiving the association's financial statement, and audit report, for the last reportable financial year; and
b. presenting the financial statement and audit report to the meeting for adoption; and
c. for a large incorporated association-appointing an auditor or an accountant for the present financial year; or
d. for a medium or small incorporated association-appointing an auditor, an accountant, or an approved person for the present financial year.
3) The members of the committee must ensure the details of the remuneration paid or other benefits given for the financial year to the following persons, if any, is presented to the association's annual general meeting:
a. each member of the committee; and
b. each senior staff member; and
c. each relative of a person mentioned in subsection (1a) or (1b).
4) In this section:
relative of a person, means a spouse, parent, sibling, child, grandparent or grandchild of the person.
remuneration:
a. includes salary, allowances, and other entitlements; and
b. does not include reimbursement of out of pocket expenses.
senior staff member, of an incorporated association, means a person who:
a. makes, or participates in making, decisions that affect the whole, or a substantial part, of the activities of the association; or
b. has the capacity to affect significantly the association's financial standing.
33. Other Business for Annual General Meeting of Other Medium Incorporated Associations
1) This rule applies if the association is a medium incorporated association to which section 59A and 59B of the Act apply.
2) The following business must be conducted at each annual general meeting of the association:
a. receiving the association's financial statement, and verification statement, for the last reportable financial year; and
b. presenting the financial statement and verification statement to the meeting for adoption; and
c. appointing an auditor, an accountant, or an approved person for the present financial year.
3) The members of the committee must ensure the details of the remuneration paid or other benefits given for the financial year to the following persons, if any, is presented to the association's annual general meeting:
a. each member of the committee; and
b. each senior staff member; and
c. each relative of a person mentioned in subsection (1a) or (1b).
4) In this section:
relative of a person, means a spouse, parent, sibling, child, grandparent or grandchild of the person.
remuneration:
a. includes salary, allowances, and other entitlements; and
b. does not include reimbursement of out of pocket expenses.
senior staff member, of an incorporated association, means a person who:
a. makes, or participates in making, decisions that affect the whole, or a substantial part, of the activities of the association; or
b. has the capacity to affect significantly the association's financial standing.

## 34. Other Business for Annual General Meeting of Other Small Incorporated Associations

1) This rule applies if the association is a small incorporated association to which sections 59A and 59B of the Act apply.
2) The following business must be conducted at each annual general meeting of the association:
a. receiving the association's financial statement, and verification statement, for the last reportable financial year; and
b. presenting the financial statement and verification statement to the meeting for adoption; and
c. appointing an auditor, an accountant, or an approved person for the present financial year.
3) All financial statements shall be examined by the auditor who shall provide a report to the treasurer prior to the holding of the annual general meeting.
4) The members of the committee must ensure the details of the remuneration paid or other benefits given for the financial year to the following persons, if any, is presented to the association's annual general meeting:
a. each member of the committee; and
b. each senior staff member; and
c. each relative of a person mentioned in subsection (1a) or (1b).
5) In this section:
relative of a person, means a spouse, parent, sibling, child, grandparent or grandchild of the person.
remuneration:
a. includes salary, allowances, and other entitlements; and
b. does not include reimbursement of out of pocket expenses.
senior staff member, of an incorporated association, means a person who:
a. makes, or participates in making, decisions that affect the whole, or a substantial part, of the activities of the association; or
b. has the capacity to affect significantly the association's financial standing.

## 35. 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 member of the association.
3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
4) The committee may decide the way in which the notice must be given.
5) However, notice of the following meetings must be given in writing:
a. a meeting called to hear and decide the appeal of a person against the committee's decision:
i. to reject a person's application for membership of the association; or
ii. to terminate a member's membership of the association; or
iii. to punish a member; or
iv. to otherwise penalise a member's membership
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.

## 36. 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 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 committee, the quorum is the total number of members less 1.
3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
4) If there is no quorum within thirty (30) minutes after the time fixed for a general meeting called on the request of members of the committee or the association, the meeting lapses.
5) If there is no quorum within thirty (30) minutes after the time fixed for a general meeting called other than on the request of members of the committee or the association:
a. the meeting is to be adjourned for at least seven (7) days; and
b. the 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 there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
7) If a meeting is adjourned under 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 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.

## 37. Procedure at General Meeting

1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
2) A member who participates in a meeting as mentioned in subsection (1) is taken to be present at the meeting.
3) At each general meeting:
a. the president is to preside as chairperson; and
b. if there is no president or if the president is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one (1) of their number to be chairperson of the meeting; and
c. the chairperson must conduct the meeting in a proper and orderly way.

## 38. Voting at General Meeting

1) At a general meeting, each question, matter, or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
2) Each member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
3) A member is not entitled to vote at a general meeting if the member's membership has ceased as per rule 10(1).
4) The method of voting is to be decided by the 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 2 members to conduct the secret ballot in the way the chairperson decides.
7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

## 39. Special General Meeting

1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within fourteen (14) days after:
a. being directed to call the meeting by the committee; or
b. being given a written request signed by:
i. at least thirty-three percent ( $33 \%$ ) of the number of members of the 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 committee when the request is signed plus 1 ; or
c. being given a written notice of an intention to appeal against the decision of the committee:
i. to reject an application for membership; or
ii. to terminate a member's membership; or
iii. to punish a member; or
iv. to otherwise penalise a member.
2) A request mentioned in subsection (1b) 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 one (1) month after the secretary:
a. is directed to call the meeting by the committee; or
b. is given the written request mentioned in subsection (1b); or
c. is given the written notice of an intention to appeal mentioned in subsection (1c).
4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

## 40. Proxies

1) An instrument appointing a proxy must be in writing and be in the following or similar form:
[Name of association]:
I, of, being
a member of the association, appoint of
as my proxy to vote for me on my behalf at the (annual) general meeting of the
association, to be held on the and at any adjournment of the meeting.
Signed this day of 20 Signature
2) The instrument appointing a proxy must:
a. if the appointor is an individual-be signed by the appointor or the appointor's attorney properly authorised in writing; or
b. if the appointor is a corporation:
i. be under seal; or
ii. be signed by a properly authorised officer or attorney of the corporation.
3) A proxy may be a member of the association or another person.
4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:
[Name of association]:
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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]
```


## 41. 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.
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.

## 42. By-Laws

1) The 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.

## 43. 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.

## 44. Omitted

## 45. Funds and Accounts

1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
4) A payment by the association of $\$ 100$ or more must be made by electronic funds transfer (EFT).
5) All EFT payments must be authorised by any 2 of the following:
a. the president;
b. the secretary;
c. the treasurer;
d. any 1 of 3 other members of the association who have been approved by the committee to authorise EFT for the association.
6) However, one (1) of the persons who authorises the EFT must be the president, the secretary or the treasurer.
7) A petty cash account must be kept on the imprest system, and the committee must decide the amount of petty cash to be kept in the account.
8) All expenditure must be approved or ratified at a committee meeting.

## 46. General Financial Matters

1) On behalf of the committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.
47. Documents
1) The committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

## 48. Financial Year

1) The end date of the association's financial year is $31^{\text {st }}$ December in each year.
49. 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. has surplus assets.
2) The surplus assets must not be distributed among the members of the association.
3) The surplus assets must be given to another entity:
a. having objects similar to the association's objects; 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 see section 92(3) of the Act.
