

Constitution of Fitzroy Basin Elders Committee Inc.

(Based on the Model Rules from the
Associations Incorporation Regulation (Qld).)

Adopted: December 5 2014

Constitution of Fitzroy Basin Elders Committee Inc

(Based on the Model Rules from the Associations Incorporation Regulation (Qld).)

1 Interpretation

(1) In these rules—

Act means the Associations Incorporation Act 1981.

Fitzroy Traditional Owner Group meeting means a meeting of those members at which 3 persons are elected as members of the management committee as required under rule 17(2).

present —

(a) at a management committee meeting, see rule 23(6); or

(b) at a general meeting, see rule 35(2).

(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

The name of the incorporated association is **Fitzroy Basin Elders Committee Inc** (the *association*).

3 Objects

The objects of the association are—

(a) To develop and maintain effective regional communication by working closely with Aboriginal organisations and government agencies in the region.

(b) To provide a forum for traditional owners to discuss natural and cultural resource issues to move towards on-ground actions.

(c) To identify and prioritise Indigenous issues in natural resource management and facilitate support for Aboriginal groups.

(d) To undertake community, social and justice activities to improve the welfare of Indigenous people in the region.

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 also issue secured and unsecured notes, debentures and debenture stock for the association.

5 Classes of members

- (1) The membership of the association shall consist of—
 - (a) Ordinary members; and
 - (b) Traditional Owner Group members;
 - (c) Associate members; and.
 - (d) Life Members
- (2) The ordinary members of the association have full voting rights and are defined as being—
 - (a) an Aboriginal person who is a member of a Traditional Owner Group whose country is located within the Fitzroy Basin or who has resided within the Fitzroy Basin for 15 years or more; and is
 - (b) over 50 years of age.
- (3) The number of ordinary members is unlimited.
- (4) A Traditional Owner Group member of the association has special voting rights as defined in rule 18(4). They are defined as —
 - (a) being an Aboriginal organisation or group which is a Traditional Owner Group whose country is located within the Fitzroy Basin Region; and
 - (b) having 'standing' in terms of:
 - (i) being a registered Cultural Heritage Body under the Aboriginal Cultural Heritage Act (2003); or
 - (ii) having a registered native title claim through the Native Title Tribunal (Cmlth); or

- (iii) moving towards registration of a native title claim through the Native Title Tribunal (Cmlth); or
 - (iv) being a trustee of Woorabinda DOGIT (Deed of Grant in Trust).
- (5) The number of Traditional Owner Group members is unlimited.
- (6) An associate member of the association has no voting rights and are defined as being—
 - (a) an Aboriginal person residing within the Fitzroy Basin; and is
 - (b) over 18 years of age.

[**Note:** An associate member over 50 years of age becomes eligible for ordinary membership after 15 years of residence in the Fitzroy Basin.]
- (7) The number of associate members is unlimited.
- (8) A life member of the association has no voting rights and is defined as being a person who has been offered a life membership by the management committee in recognition of a significant, long-term contribution to the success of the association by this person.
- (9) The number of life members is unlimited.

6 New membership

- (1) An applicant for membership of the association must be proposed by 1 member of the association (the proposer) and seconded by another member (the seconder).
- (2) 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 management committee.
- (3) An application for Traditional Owner Group membership must identify the name and contact details address of a natural person to whom a ballot paper will be sent when the organisation or group's special voting rights are to be exercised under rule 18(4).

7 Membership fees

- (1) The membership fee for each ordinary membership and for each other class of membership (if any)—

- (a) is the amount decided by the members from time to time at a general meeting;
and
- (b) is payable when, and in the way, the management committee decides.

8 Admission and rejection of new members

- (1) The management committee must consider an application for membership at the next committee meeting held after it receives—
 - (a) the application for membership; and
 - (b) the appropriate membership fee for the application, if applicable.
- (2) The management committee must ensure that, as soon as possible after the person, organisation or group applies to become a member of the association, and before the management committee considers the application, the person, organisation or group 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 management committee must decide whether the applicant meets the requirements of the class of membership to which the applicant is applying.
- (4) The management committee must decide at the meeting whether to accept or reject the application.
- (5) If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (6) The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

9 When membership ends

- (1) A member may resign from the association by giving a 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) The management committee may terminate a member's membership if the member—
 - (a) being an individual—
 - (i) is convicted of an indictable offence; or
 - (ii) does not comply with any of the provisions of these rules; or
 - (iii) has membership fees in arrears for at least 2 months; or
 - (iv) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
 - (b) being an organisation or group—
 - (i) it is dissolved or otherwise ceases to exist; or
 - (ii) it is modified to the extent that it no longer meets the criteria for its membership class.
- (4) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

10 Appeal against rejection or termination of membership

- (1) A person, organisation or group whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the written notice of the rejection or termination decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 14 days after receiving the notice, call a general meeting to decide the appeal.

11 General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held within 6 weeks after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.

- (3) Also, the management committee and the 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 the membership should be 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, organisation or group whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person, organisation or group appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee, if applicable.

12 Register of members

- (1) The management 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;
 - (b) the contact details of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or time of resignation of the member;
 - (e) details about the termination or reinstatement of membership;
 - (f) any other particulars the management committee or the members at a general meeting decide.
- (3) For Traditional Owner Group members the register must include:
 - (a) the name of the traditional owner group;
 - (b) the name of a natural person to whom a ballot paper will be sent when the organisation or group's special voting rights are to be exercised under rule 18(4);
 - (c) the contact details of the natural person named in section (b) above.
 - (d) the date of admission as a member;
 - (e) the date of termination of membership;
 - (f) details about the termination or reinstatement of membership;

- (g) any other particulars the management 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.
- (5) A member must contact the secretary to arrange an inspection of the register.
- (6) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

13 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) Subrule (1) does not apply if the use or disclosure of the information is approved by the association.

14 Appointment of secretary

- (1) The Secretary is responsible for calling meetings, maintaining a record of agendas and minutes, and maintaining a register of members. The Office of Fair Trading communicates with the Secretary when communicating with the organisation. The Secretary must be a competent person with a sound knowledge of FBEC. The Secretary is appointed by the management committee. The Secretary may appoint a Minutes Secretary, or may choose to be both Secretary and Minutes Secretary.
- (2) The Minutes Secretary is responsible for preparing meeting papers, taking minutes and recording correspondence that is of interest to the Executive Committee. The Minutes Secretary must be a competent person, but is not required to have any particular knowledge of FBEC.

- (3) If a vacancy happens in the office of secretary and/or minutes secretary, the members of the management committee must ensure a secretary and/or minutes secretary is appointed or elected for the association within 1 month after the vacancy happens.
- (4) If the management committee appoints a person mentioned in subrule (1)(a)(ii) as secretary and/or minutes secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- (5) However, if the management committee appoints a person mentioned in subrule (1)(a)(ii) as secretary and/or minutes secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.

- (6) In this rule—

casual vacancy, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

15 Removal of secretary

- (1) The management committee of the association may at any time remove a person appointed by the committee as the secretary and/or minutes secretary.
- (2) If the management committee removes a secretary and/or minutes secretary who is a person mentioned in rule 14(1)(b)(i), the person remains a member of the management committee.
- (3) If the management committee removes a secretary and/or minutes secretary who is a person mentioned in rule 14(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 14(5), the person remains a member of the management committee.

16 Functions of secretary

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.

17 Membership of management committee

- (1) The management committee of the association consists of seven (7) members.
- (2) Members of the management committee are elected at a Fitzroy Traditional Owner Group meeting, or at a general meeting in either case as conducted under rule 18.
- (3) Each member of the management committee may have a term of up to four (4) years before standing for re-election or retiring.
- (4) At the time of each annual general meeting of the association, at least half of the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
- (5) A member of the association may be appointed to a casual vacancy on the management committee under rule 20.

18 Electing the management committee

- (1) The composition of the management committee is —
 - (a) Three members who are elected [via the process in sub-rule 18(3)] by the ordinary members of the association, two of whom are members of the association, and one who is not a member of the association (called the **'independent member'**); and
 - (b) Three members who are elected [via the process in sub-rule 18(4)] by Traditional Owner Group members, two of whom are members of Traditional Owner Groups and one who is not a member of a Traditional Owner Group or otherwise a member of the association (called the **'TOG independent member'**).
 - (c) One member who is aged between sixteen (16) and twenty-five (25) years of age, cannot hold the Chairperson position and is elected [via the process in sub-rule 18(4)] by the ordinary members of the association. This person:
 - (i) Is called a Youth Member; and
 - (ii) cannot hold the Chairperson position

- (2) The secretary shall appoint by memorandum in writing a returning officer to conduct the election. The returning officer's decision shall be final and binding in respect of all matters affecting the election.
- (3) Members of the management committee elected by ordinary members may only be elected as follows—
 - (a) any 2 members of the association may nominate another person (the candidate) to serve as a member of the management committee;
 - (b) the nomination must be—
 - (i) in writing; and
 - (ii) indicate the type of membership sought, either as a management committee member, or independent member; and
 - (iii) signed by the candidate and the members who nominated him or her; and
 - (iv) given to the secretary at least 2 weeks before the annual general meeting at which the election is to be held;
 - (c) election of members of the management committee elected by ordinary members takes place at the annual general meeting with votes of ordinary members present or by proxy;
 - (d) each member of the association present and eligible to vote at the annual general meeting may vote for each vacant position on the management committee allocated to ordinary members;
 - (e) the election of members of the association will be undertaken separately to the election of the independent member using separate ballot papers;
 - (f) if, and only if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (4) Members of the management committee elected by Traditional Owner Groups may only be elected as follows—
 - (a) Each Traditional Owner Group must appoint a person as their representative (the **'TOG representative'**) for the purpose of an election to determine the management committee members under sub-rule 18(1)(b);
 - (b) any 2 TOG representatives may nominate another person (the candidate) to serve as a member of the management committee;

- (c) the nomination must be—
 - (i) in writing; and
 - (ii) indicate the type of membership sought, either as a management committee member or as the TOG independent member; and
 - (iii) signed by the candidate and the TOG representatives who nominated him or her; and
 - (iv) given to the secretary at least 2 weeks before the annual general meeting at which the election of these members will be confirmed;
 - (d) election of members of the management committee elected by Traditional Owner Groups present or by proxy must take place at least fourteen (14) days before the Annual General Meeting;
 - (e) the election process is to be carried out using technological systems and devices deemed appropriate for TOG representatives by the secretary, to vote for each vacant position on the management committee allocated to Traditional Owner Groups;
 - (f) each TOG representative is eligible to vote for each vacant position of the management committee allocated to Traditional Owner Groups;
 - (g) the election of members of Traditional Owner Groups will be counted as part of the usual process at the Annual General Meeting.
 - (h) if, and only if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (5) 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.
- (6) Five ballot papers must be prepared—
- (a) one for members of the association elected by ordinary members;
 - (b) one for independent member elected by ordinary members;

- (c) one for members of Traditional Owner Groups elected by Traditional Owner Groups; and
 - (d) one for TOG independent member elected by Traditional Owner Groups.
 - (e) one for youth member of the association elected by ordinary members;
- (7) The ballot papers must contain the names of the candidates in alphabetical order.
 - (8) In the event of a tied vote, the names of the candidates with the same number of votes will be written down and put in a hat, and a name will be drawn from the hat to decide the vote.
 - (9) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
 - (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance—the amount of the insurance.

19 Resignation, removal or vacation of office of management committee member

- (1) A member of the management 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 elected via the process in sub-rule 18(3) may be removed from office at a general meeting of the association if a majority of the ordinary members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) A member elected via the process in sub-rule 18(4) may be removed from office at a general meeting of the association if a majority of the TOG representatives present and eligible to vote at the meeting vote in favour of removing the member.
- (5) 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.
- (6) A member has no right of appeal against their removal from office under this rule.

- (7) A member -
 - (a) immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act;
 - (b) who fails to attend 3 consecutive Meetings, vacates the office of member, if the member fails to show cause before the other members of the management committee, why he or she should not be removed from office.
- (8) A member cannot be removed from office under sub-rule 19(3) and sub-rule 19(4) unless notice of the proposed motion appears on the notice paper under sub-rule 32(6).
- (9) A member cannot be removed from office under sub-rule 19(7)(b) unless given at least twenty-one (21) days written notice to show cause.

20 Vacancies on management committee

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another committee member to fill the vacancy until the next annual general meeting.
- (2) The replacement person should be appropriate to the method of election of the person they are replacing, given that at election people are elected by ordinary members or by traditional owner members and as a member of the association or as an independent member.
- (3) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (4) However, if the number of committee members is less than the number fixed under rule 24(1) as a quorum of the management committee, the continuing members may act only to—
 - (a) increase the number of management committee members to the number required for a quorum; or
 - (b) call a general meeting of the association.

21 Selection of president and treasurer

- (1) At the first management committee meeting after an annual general meeting, a president and treasurer will be selected by a simple majority vote.
- (2) If the management committee is unable to select one or both of a president and treasurer, the secretary will call a special general meeting, at which the ordinary members will select a president and/or treasurer, whichever position could not be filled by the management committee.

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 management committee has the general control and management of the administration of the affairs, property and funds of the association.
- (2) The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—

The Act prevails if the association's rules are inconsistent with the Act—see section 1B of the Act.

- (3) The management committee may exercise the powers of the association—
 - (a) to borrow, raise or secure the payment of amounts in a way the 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 sub-rule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
 - (a) the financial institution for the association; or
 - (b) if there is more than 1 financial institution for the association—the financial institution nominated by the management committee.

23 Meetings of management committee

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- (2) The management committee must meet at least once every 4 months to exercise its functions.
- (3) The management committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the management committee.
- (5) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using 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 subrule (5) is taken to be present at the meeting.
- (7) A question arising at a management 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) A member of the management committee 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.
- (9) The president is to preside as chairperson at management committee meetings.
- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

24 Quorum for, and adjournment of, management committee meeting

- (1) At a management committee meeting, more than 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 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than at the request of the members of the committee—

- (a) the meeting is to be adjourned for at least 1 day; and
 - (b) the members of the management committee who are present are to decide the day, time and place of the re-scheduled meeting.
- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 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 33% of the members of the management committee, the secretary must call a special meeting of the management committee by giving each member of the management committee notice of the meeting within 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 management committee must be held within 14 days after notice of the meeting is given to the members of the management 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 management committee meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

27 Appointment of subcommittees

- (1) The management 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 management committee is not entitled to vote at a management 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 management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- (2) Subrule (1) applies even if the act was performed when—
 - (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
 - (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

29 Resolutions of management committee without meeting

- (1) A written resolution is valid and effectual as if it had been passed at a management committee meeting that was properly called and held if the resolution has been decided by a majority of committee members indicating approval by signing the document or documents as approved.
- (2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by a member or members of the management committee.

30 Timing and notice for annual general meetings

- (1) Annual general meetings must be held—
 - (a) at least once each year; and
 - (b) within 6 months after the end date of the association’s reportable financial year.
- (2) The secretary may call an annual general meeting of the association.
- (3) The secretary must give at least 4 weeks notice of the meeting to each member of the association.
- (4) A notice of an annual general meeting must indicate which positions on the management committee are vacant or will become vacant at the annual general meeting.

31 Business to be conducted at annual general meeting

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;
- (b) presenting the financial statement and audit report to the meeting for adoption;
- (c) declaring the results of the election of Traditional Owner Group members of the management committee at the Fitzroy Traditional Owner Group meeting at least seven (7) days before the annual general meeting;
- (d) electing those members of the management committee who are required to be elected by ordinary members;
- (e) appointing an auditor or an accountant for the present financial year;

32 Notice of general meeting

- (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 member of the association.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.

- (4) The management 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 management committee’s decision—
 - (i) to reject the person’s application for membership of the association; or
 - (ii) to terminate the person’s membership of the association;
 - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

33 Quorum for, and adjournment of, general meeting

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association’s last general meeting plus 1.
- (2) However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association—
 - (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which 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 subrule (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.

34 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 subrule (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 15 minutes after the time fixed for the meeting or is unwilling to act, 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.

35 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 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 annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the management committee.

- (5) However, if at least 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.

36 Special general meeting

- (1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—
 - (a) being directed to call the meeting by the management committee; or
 - (b) being given a written request signed by—
 - (i) at least 33% of the number of members of the management committee when the request is signed; or
 - (ii) at least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus 1; or
 - (c) being given a written notice of an intention to appeal against the decision of the management committee—
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (2) A request mentioned in subrule (1)(b) must state—
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 6 weeks after the secretary—
 - (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in subrule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

37 Proxies

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form—

Fitzroy Basin Elders Committee Inc:

I, _____ of _____, being
a member of the association, appoint
_____ of _____

as my proxy to vote for me on my behalf at the (annual) general
meeting of the association, to be held on the _____ day of _____
20_____

and at any adjournment of the meeting.

Signed this _____ day of _____ 20_____ .

Signature

- (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—

Fitzroy Basin Elders Committee Inc:

I, _____ of _____, being

a member of the association, appoint

of

as my proxy to vote for me on my behalf at the (annual) general

meeting of the association, to be held on the _____ day of

20

and at any adjournment of the meeting.

Signed this _____ day of _____ 20 _____.

Signature

This form is to be used *in favour of/*against [strike out whichever is not wanted] the following resolutions—

[List relevant resolutions]

38 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 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.

39 By-laws

- (1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the association.

40 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.

41 Common seal

- (1) The management committee must ensure the association has a common seal.
- (2) The common seal must be—
 - (a) kept securely by the management committee; and
 - (b) used only under the authority of the management committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by—
 - (a) the secretary; or

- (b) another member of the management committee; or
- (c) someone authorised by the management committee.

42 Funds and accounts

- (1) A finance manual must be developed and be subject to review and approval by the management committee annually.
- (2) The finance manual will be in accordance with the requirements of the Associations Incorporation Act.
- (3) As a minimum, the finance manual will dictate:
 - (a) The financial institution at which funds of the association will be kept in an account in the name of the association.
 - (b) The payment methods required for certain amounts of money.
 - (c) The approved method of signing cheques and approving electronic funds transfer transactions.
 - (d) That all expenditure must be approved or ratified at a management committee meeting.
 - (e) That the management committee must cause the financial records of the Association to be audited in accordance with the requirements of the Associations Incorporation Act.
- (4) The management committee must cause the association to follow the finance manual.
- (5) The management committee can obtain the services of person/s with financial expertise. This may be an accountant as an independent member, or a person providing advice on a voluntary or paid basis as considered necessary by the management committee.

43 General financial matters

- (1) On behalf of the management 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.

44 Documents

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

45 Financial year

The end date of the association's financial year is 30 June in each year.

46 Distribution of surplus assets to another entity

- (1) This rule applies if the association—
 - (a) is wound-up under part 10 of the Act; and
 - (b) 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.

By-laws of Fitzroy Basin Elders Committee Inc

(These by-laws are governed by rule 39 in the Constitution of Fitzroy Basin Elders Committee Inc.)

[**Note:** By-laws are written and approved by the management committee. They do not need to be approved by the membership. However, if the membership chooses, they can have a by-law set aside by vote at a general meeting.]

By-law 1. A standing subcommittee will be established called the Elders' Group.

- (a) The purpose of the Elders' Group is to represent Fitzroy Basin Elders Committee Inc in the community and provide advice to the management committee.
- (b) The Elders' Group can engage in other activities as long as these activities are within the objects (rule 3) and powers (rule 4) of the Fitzroy Basin Elders Committee Inc.
- (c) The Elders's Group are to meet on a monthly basis and a minimum of nine (9) times per year
- (d) Selection of members of the Elders' Group will be by appointment of the management committee and with consultation of the current standing Elders' Group members.
- (e) The management committee will accept nominations for the Elders' Group from the membership and the community.
- (f) The timeframe and method of calling for nominations will be at the discretion of the management committee.
- (g) Nominees must be—
 - (i) an ordinary member of Fitzroy Basin Elders Committee Inc; and
 - (ii) seconded by a ordinary member of Fitzroy Basin Elders Committee Inc.
- (h) The term of appointment of members of the Elders' Group is open, as long as the person continues to meet the requirements for membership of the Fitzroy Basin Elders Committee Inc.