

# NATIONAL PARKS ASSOCIATION OF QUEENSLAND INCORPORATED

## RULES

### Name

1. The name of the Association shall be National Parks Association of Queensland Incorporated (in these rules called 'the Association')

### Mission Statement

2. The Association will promote the preservation, expansion, good management and presentation of National Parks in Queensland.

### Objects

3. The objects for which the Association is established are -
  - (1) To preserve intact in their natural condition, to the greatest possible extent, the existing National Parks of Queensland, and endeavour to ensure the reservation and preservation of other areas thought to be suitable as National Parks.
  - (2) To educate its members and the public to a fuller appreciation of the necessity for and value of National Parks.
  - (3) To promote the development and implementation of appropriate management plans for National Parks, and appropriate management of environmental factors which may affect existing and potential National Parks.
  - (4) To promote effective legislation in respect of National Parks and to ensure the enforcement of provisions for the protection of National Parks.
  - (5) To promote measures to allow visitors to have access for the purpose of experiencing National Parks in appropriate ways.
  - (6) To arrange and conduct field outings to allow members and guests to visit National Parks and areas which may be suitable for reservation as such.
  - (7) To keep members and the public informed on matters affecting National Parks.
  - (8) To form a link between the public and Government Agencies responsible for National Parks and other areas being considered for National Park status.
  - (9) To co-operate with persons or bodies having the same or similar objects.
  - (10) To raise and administer funds for furthering the objects of the Association, and to take all other steps necessary thereto.

The expression 'National Parks' shall include other protected areas and related reserves, both terrestrial and marine.

### Powers

4.
  - (1) The Association has, in the exercise of its affairs, all the powers of an individual.
  - (2) The Association may, for example, -
    - (a) subscribe to, become a member of and co-operate with any other organisation whose objects are altogether or in part similar to those of the Association, provided that the Association shall not subscribe to or support with its funds any organisation which does not prohibit the distribution of its income and property among its members; and
    - (b) enter into contracts; and
    - (c) acquire, hold, lease, deal with and dispose of property; and
    - (d) make charges for services and facilities it supplies; and
    - (e) purchase and sell, and act as agent, with or without a charge for commission, for the sale of publications and all kinds of articles, to its members and other persons; and
    - (f) 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; to obtain from any such Government or Authority any rights,

- privileges and concessions which the Association may think desirable; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions; and
- (g) appoint, employ, remove or suspend such persons as may be necessary or convenient for the purposes of the Association; and
  - (h) remunerate any person or body corporate for services rendered, or to be rendered: and
  - (i) invest and deal with the money of the Association in such manner as may be thought fit, including the acquisition of shares, debentures and other securities; and
  - (j) lend and borrow money and issue secured and unsecured notes, debentures and debenture stock for the Association; and
  - (k) take steps by personal or written appeals, public meetings or otherwise, to procure contributions to the funds of the Association, by donations, annual subscriptions or otherwise; and
  - (l) print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects; and
  - (m) amalgamate with an incorporated Association which has objects wholly or in part similar to those of the Association and which prohibits the distribution of its income and property among its members, and in the event of such amalgamation may
    - (i) acquire the assets and liabilities of such other Association; and
    - (ii) transfer the assets and liabilities of the Association to such other Association; and
  - (n) admit to affiliation with the Association, organisations the objects of which are compatible with the objects of the Association; and
  - (o) make donations to government and other organisations for purposes consistent with the objects of the Association; and
  - (p) do other things necessary or convenient to be done in carrying out its affairs.

### **Classes of Membership**

5. (1) The membership of the Association shall consist of:
- (a) ordinary members, who shall be individual members, and any of the following classes of members -
  - (b)(i) household members, not more than two adults living at the same address and any dependant children under 18 years of age who shall be called junior members.
  - (b)(ii) junior members, who reach the age of 18 years while still residing at the household address, shall no longer be considered members but are eligible to apply for membership of the Association.
  - (c) life members.
  - (d) honorary life members.
- (2) The number of members in any class shall be unlimited.

### **Membership**

6. (1) Membership shall be available to persons who subscribe to the objects of the Association.
- (2) Applications for ordinary, household and student membership shall be made in writing in such form as the Council from time to time prescribes. Each application shall be signed by the applicant.
- (3) Ordinary members and household members who have been financial members for not less than three years shall be eligible for life membership, ordinary and household respectively, on application and payment of the prescribed fee.

- (4) (a) The privilege of an honorary life membership may be granted to a person by a resolution of the members of the Association in an annual or a special general meeting of which due notice has been given, but only pursuant to a recommendation by the Council to the members that such privilege be granted for exceptional services rendered to the work of the Association or its objects.
- (b) For all purposes, an honorary life member shall be considered a financial member of the Association.
- (5) The Council shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
- (6) Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and such further particulars as may be required by the Council.
- (7) The register shall be open for inspection at all reasonable times by any member who previously applies in writing to the secretary for such inspection.
- (8) Members who agree to make a monthly payment to NPAQ and who authorise NPAQ to direct charge them accordingly, and members who make a comparable annual payment on a full payment upfront basis, shall be known as National Park Conservation Partners in addition to their membership category.

### **Membership Fees**

- 7. (1) The Council shall determine an entrance fee which shall be payable by each applicant whose application for membership is accepted.
- (2) (a) The Council shall determine the membership fee for each class of membership. Such fee shall be payable by cash, cheque or approved credit card on admission to the relevant class of membership and subsequently, except in the case of life membership, on the day following the end of a twelve month period of membership.
- (b) The Council may determine a reduced membership fee for members who, at their request, are supplied documents in electronic form rather than hard copy.
- (3) The partner of a life member or of an honorary life member may pay an annual fee, as determined by the Council, in lieu of the individual annual fee, and the partners will then be regarded as household members.
- (4) The partner of a life member who in turn transfers to life membership shall be required to pay only such fee as the Council may determine.
- (5) Members whose fees remain unpaid 3 months after the due date shall be deemed to be unfinancial. Membership benefits shall cease after that 3 month period. While remaining unfinancial they shall not be capable of holding office, nominating a member for office, voting or joining in a requisition for a special meeting or, at the discretion of the Council, participating in a field outing.
- (6) The Council shall determine the fee payable for transfer to life membership in respect of applicants aged sixty-five years or more, which fee shall be reduced below that payable by other applicants.
- (7) The Council may by adoption of a by-law determine reduced membership fees for members who reside outside the city of Brisbane and other specified Local Government areas.
- (8) The Council shall have power to vary from time to time any of the foregoing fees or the manner of payment thereof.

### **Entitlements of Members**

- 8. (1) Financial members are entitled to participate in all activities of the Association except that junior members shall not be entitled to vote.
- (2) Each adult household member shall have one vote.
- (3) Household members are entitled to receive only one copy per household of publications that the Association distributes to members.

- (4) Financial members, with the exception of junior members, and employees of the Association, shall be eligible for election and appointment to the Council and to the various offices therein.
- (5) Entitlements of a member are not capable of being transferred to another person and terminate upon cessation of membership.

#### **Admission and Rejection of Members**

9. (1) At the next meeting of the Council after the receipt of an application, such application shall be considered by the Council, which shall thereupon make a determination upon the admission or rejection of the applicant.
- (2) Upon the admission or rejection of an application for any class of membership the secretary shall cause notice in writing of such admission or rejection to be given to the applicant.

#### **Termination of Membership**

10. (1) A member may resign from the Association at any time by giving notice in writing to the secretary.
- (2) Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that date.
- (3) If a member -
  - (a) is convicted of an indictable offence; or
  - (b) fails to comply with any of the provisions of these rules; or
  - (c) has membership fees in arrears for a period of 3 months or more; or
  - (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association;the Council shall consider whether the member's membership shall be terminated.
- (4) The member concerned shall be given a full and fair opportunity of presenting the member's case and if the Council resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly.

#### **Appeal against Rejection or Termination of Membership**

11. (1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of the person's intention to appeal against the decision of the Council.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within 3 months of the date of receipt by the secretary of such notice, a special general meeting to determine the appeal.
- (3) At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Council or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.
- (4) The appeal shall be determined by the vote of the members present at such meeting.
- (5) Where a person whose application is rejected, does not appeal against the decision of the Council within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

#### **Secretary**

12. (1) The secretary shall be an individual residing in the State who is -
  - (a) a member of the Association elected by the Association as secretary, or, in the absence of any such election,
  - (b) a member of the Association appointed by the Council as secretary.
- (2) If a vacancy occurs in the office of secretary, the members of the Council shall appoint or elect a secretary within 14 days after the vacancy occurs.

- (3) The Council may appoint and remove the secretary at any time.

### **Membership of Council**

13. (1) The business and operations of the Association shall be controlled by a management committee as required by the Queensland *Associations Incorporation Act 1981* and such committee shall be known and referred to as 'the Council'. The minimum management committee required by the Act is president, treasurer and one other. The other person in this Association shall be the secretary. This committee shall be known as 'the Executive'.
- (2) The Council of the Association shall consist of the following officers -
- (a) a president
  - (b) two vice-presidents
  - (c) a secretary
  - (d) a treasurer
  - (e) an assistant secretary
  - (f) the immediate past president, (ex officio), subject to 13(3) below, and
  - (g) 6 other councillors
- all of whom shall be adults and members of the Association.
- (3) The immediate past president shall be an ex officio member of Council for a period of 12 months from the date on which the person ceased to be president, except where the immediate past president is elected to the Council in some other capacity. Such Council membership is in an advisory capacity only without voting rights.
- (4) At a Council meeting, more than 50% of the members elected to the Council as at the close of the last special or annual general meeting form a quorum.
- (5) At the annual general meeting of the Association, the members of the Council for the time being, except three of the six councillors, shall retire from office, but shall be eligible upon nomination for re-election, provided that a person elected as president shall be eligible to serve in that office for a maximum of 5 consecutive years, subject to standing for election to that office each year.
- (6) The 6 other councillors referred to in 13(2)(g) above shall each be elected for a term of 2 years. Three shall retire each year after serving the term of 2 years. These councillors shall retire from office at the annual general meeting but shall be eligible upon nomination for re-election. The term of a councillor who was appointed to fill a casual vacancy will expire at the time when the term of the person replaced would have expired.
- (7) The election of officers shall take place in the following manner -
- (a) any financial member of the Association shall be at liberty to nominate any other financial member to serve as an officer of the Association.
  - (b) the nomination, which shall be in writing and signed by the member, except as provided hereunder, and the member's proposer and seconder, shall be lodged with the secretary at least 28 days before the annual general meeting at which the election is to take place.
  - (c) the names of members proposed for election for the year shall be set out in a list which shall be sent by the secretary to all members by post or electronic means at least 7 days prior to the annual general meeting.
  - (d) balloting lists shall be prepared (if necessary) containing the names of candidates, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies. Such votes shall be in writing on voting slips provided; such slips shall be counted by two scrutineers appointed by the meeting and shall be destroyed after the announcement of the results.
  - (e) should there be an insufficient number of candidates nominated before the specified date, the nominated candidates shall be deemed to be elected, and nominations for the remaining vacancies shall be taken from the floor of the meeting.
14. Any member of the Council may resign by giving written notice to the secretary.

15. The position of any member of the Council absent without leave from 3 consecutive meetings of the Council shall become vacant if the Council so determines. Such determination shall be final but the member may seek re-election at the next annual general meeting.
16.
  - (a) Any member of the Council may be removed from office at a special or annual general meeting of the Association where that member shall be given the opportunity to fully present the member's case.
  - (b) The question of such removal shall be determined by the vote of the members present and entitled to vote at such meeting.
  - (c) There is no right of appeal against a member's removal from office under this rule.
  - (d) The position of any member of the Council who resigns from the Association or whose membership is terminated shall become vacant upon such resignation or termination.

#### **Vacancies on the Council**

17.
  - (1) The Council shall have the power at any time to appoint an adult member of the Association to fill any casual vacancy on the Council until the next annual general meeting.
  - (2) If and so long as the number of the continuing members of the Council is reduced below the number fixed by these rules as the necessary quorum of the Council, the continuing member or members may act for the purpose of increasing the number of members of the Council to that number or of summoning a special general meeting of the Association, but for no other purpose.

#### **Functions of the Council**

18.
  - (1) Except as otherwise provided by these rules and subject to good Corporate Governance and to resolutions of the members of the Association carried at any special general meeting the Council -
    - (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
    - (b) shall have authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent.
    - (c) In the absence of the person elected as president, secretary or treasurer, the Council shall nominate from Council members a person or persons to act in the positions of acting president, acting secretary, acting treasurer for the duration of the absence of the relevant person.
  - (2) The Council may exercise all the powers of the Association -
    - (a) to borrow or raise or secure the payment of money in such manner as the Council may think fit and secure the same 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 and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities; and
    - (b) to borrow amounts from members and to pay interest on the amounts borrowed, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
    - (c) to invest in such manner as the Council may from time to time determine.
  - (3) For amounts borrowed from members, the rate of interest must not be more than the rate for the time being charged for overdrawn accounts on money lent (whatever the term of the loan) by -
    - (a) the financial institution for the Association; or
    - (b) if there is more than one financial institution for the Association - the financial institution nominated by the Association.

## **Meetings of Council**

19. (1) The Council shall hold regular meetings monthly to exercise its functions, or as otherwise determined by the Council, but a meeting shall be held at least once every two calendar months.
- (2) The Council must decide how a meeting is to be called.
- (3) Notice of a meeting is to be given in the way decided by the Council.
- (4) A special meeting of the Council shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the Council, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (5) Subject to the above provisions, the Council may meet and regulate its proceedings as it sees fit, including use of 'Committee of the Whole'.
- (6) However, questions arising at any meeting of the Council shall be decided by a majority of votes. Every member present shall be entitled to one vote and in the case of an equality of votes, the chairperson shall have a second or casting vote.
- (7) A member of the Council shall not vote in respect of any contract or proposed contract with the Association in which the member is interested, or any matter arising therefrom, and if the member does so vote the member's vote shall not be counted.
- (8) Not less than 7 days notice shall be given by the secretary to members of the Council of any special meeting of the Council but subsequent meetings, if required by the Executive or determined by the Council with respect to the same matter, may be convened by the secretary at an agreed time.
- (9) Such notice shall clearly state the nature of the business to be discussed thereat.
- (10) The president or person appointed to act in the position shall chair meetings of the Council, or if there is no president, or if at any meeting the president is not present within 10 minutes of the time appointed for holding the meeting, or is unwilling to act, one of the vice-presidents, or in the absence of both vice-presidents, a member of the Council, shall be chosen by the members to chair the meeting.
- (11) If within half an hour from the time appointed for the commencement of a Council meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Council, shall lapse.
- (12) In any other case, the meeting shall stand adjourned until such time and place as the Executive may determine.
- (13) (a) The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Council meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for such inspection.
- (b) The secretary may call a Special Council meeting to discuss the actions or performance of an employee or company engaged by the Association and shall cause to be documented the matter before the Special Council meeting and any resolution passed by the majority of councillors at that Special Council meeting.
- (14) For the purpose of ensuring the accuracy of such minutes, the minutes of every Council meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Council meeting verifying their accuracy.

## **Executive**

20. The president, secretary and treasurer or person(s) appointed to act in the position(s) shall form the Executive that may deal with matters that are deemed by the Executive to require expeditious action. In the event of absence or unavailability of any one of these, the assistant secretary shall, during that absence, be a member of the Executive. Actions taken by the Executive shall be reported to the next meeting of the Council.

## **Committees**

21. (1) The Council may from time to time nominate for particular purposes committees consisting of members of the Association and may delegate powers to such committees. Such delegation shall be in writing.
- (2) A committee so formed shall in the exercise of the powers so delegated conform to any requirements that may be imposed on it by the Council, which will include verified minutes of any committee meeting.
- (3) The Council may appoint the convenor of a committee, or failing such appointment, the members of the committee may nominate one of their number as convenor. The Council shall endorse or reject such nomination. The convenor, when present, shall chair meetings of the committee.
- (4) If no such convenor is appointed or elected, or if at any meeting the convenor is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose one of their number to chair the meeting.
- (5) A committee may meet and adjourn as it considers appropriate.
- (6) Questions arising at any meeting shall be determined in accordance with the provisions applicable to determinations at a meeting of the Council.
- (7) A committee may establish sub-committees, which may include committee members and other persons, to facilitate the work of the committee. The committee shall remain responsible to the Council for the activities of sub-committees.

## **Validity of Acts**

22. All acts done by any meeting of the Council or of a committee acting within the delegation of powers by the Council or by any person acting as a member of the Council shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid, or that the members of the Council or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

## **Resolution in Writing**

23. (1) A resolution in writing signed by not less than two-thirds of the members of the Council for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.
- (2) Any such resolution may consist of several documents in like form, each signed by one or more members of the Council.

## **Meetings of Members**

24. (1) Meetings of the membership at large may be
- (a) ordinary general meetings; or
  - (b) annual general meetings; or
  - (c) special general meetings.
- (2) Ordinary general meetings shall be held monthly or otherwise as determined by the Council or as directed by the members meeting in a special or annual general meeting.
- (3) Annual general meetings shall be held one per year as provided hereunder.
- (4) Special general meetings shall be held as provided hereunder for the consideration of specified matters or the transaction of specified business.

## **Ordinary General Meetings**

25. (1) Ordinary general meetings shall be held to provide lectures and other presentations for members, guests of members and the public, to provide information to members on activities of the Association and other activities, to enable members to discuss matters of interest and to convey views to the Council, and to encourage the development of acquaintance and friendship among members.
- (2) Members at ordinary general meetings may express views on matters affecting the Association and its members and may request the Council to consider such matters and to take any action deemed by the Council to be appropriate.



- (3) No resolution purporting to be adopted at an ordinary general meeting shall be binding on the Council.

### **Annual General Meetings**

26. (1) An annual general meeting shall be held within 3 months after the end of the Association's previous financial year.
- (2) The following business must be transacted at every annual general meeting -
  - (a) confirmation of the minutes of the previous annual general meeting, amended if necessary;
  - (b) the receiving of the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the last financial year;
  - (c) the receiving of the auditor's report on the financial affairs of the Association for the last financial year;
  - (d) the receiving of the annual report of the Association;
  - (e) the presenting of the annual report and the audited statement to the meeting for adoption;
  - (f) the election of members of the Council.
  - (g) the appointment of an auditor.

### **Special General Meeting**

27. (1) The secretary shall convene a special general meeting by sending out notice of the meeting within 14 days of -
  - (a) being directed to do so by the Council; or
  - (b) being given a requisition in writing signed by not less than one-third of the members presently on the Council or not less than 20 members of the Association; or
  - (c) being given a notice in writing of an intention to appeal against the decision of the Council to reject an application for membership or to terminate the membership of any person.
- (2) A requisition as referred to above shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

### **Quorum at Annual and Special General Meetings**

28. (1) At any annual or special general meeting, the number of members required to constitute a quorum shall be equal to double the number of members of the Association presently on the management committee plus one.
- (2) No business shall be transacted at any annual or special general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (3) For the purposes of this rule -  
'member' includes a person attending as a proxy.
- (4) If within half an hour from the time appointed for the commencement of an annual or special general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Council or of the Association, shall lapse.
- (5) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (6) The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (7) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (8) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **Notice of General Meetings**

29. (1) The secretary shall take reasonable steps to advise members of the time and place of ordinary general meetings.
- (2) The secretary shall convene all annual and special general meetings of the Association by giving not less than 14 days notice of any such meeting to the members of the Association.
- (3) The manner by which such notice shall be given shall be determined by the Council.
- (4) However, notice of any meeting convened for the purpose of hearing and determining an appeal against rejection or termination of membership by the Council, shall be given in writing.

### **Procedure at Annual and Special General Meetings**

30. (1) Unless otherwise provided by these rules, at every annual and special general meeting -
  - (a) the president shall preside as chairperson, or if there is no president, or if the president is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, one of the vice-presidents shall be the chairperson or if neither of the vice-presidents is present and willing to act, then the members present shall elect one of their number to be chairperson of the meeting; and
  - (b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and
  - (c) every question, matter or resolution shall be decided by a majority of votes of the members present; and
  - (d) every member present shall be entitled to one vote and in the case of an equality of votes the chairperson shall have a second or casting vote; and
  - (e) however, no member shall be entitled to vote at an annual or special general meeting if the member's annual subscription is more than three months in arrears at the date of the meeting; and
  - (f) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot; and
  - (g) the chairperson shall appoint two members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
  - (h) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote; and
  - (i) The instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of the appointor's attorney duly authorised in writing. The instrument shall be deposited with the secretary prior to the commencement of a meeting or adjourned meeting at which the person named in the instrument proposes to vote. A proxy shall be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- (2) The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every annual and special general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for such inspection.

- (3) For the purpose of ensuring the accuracy of such minutes, the minutes of every annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding annual general meeting verifying their accuracy.
- (4) The minutes of every special general meeting shall similarly be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting other than an ordinary general meeting.
- (5) The minutes of every annual general meeting and special general meeting shall be tabled and considered at the next following meeting of the Council, and subject to any corrections deemed necessary by the Council, shall be initialled as provisionally correct by the chairperson of the Council meeting.
- (6) The secretary shall not be required to prepare minutes of ordinary general meetings but may make such records as the secretary deems desirable of any proceedings at such meetings.

#### **By-laws**

31. The Council may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association and any by-law may be set aside by an annual or special general meeting of members.

#### **Alteration of Rules**

32. (1) Subject to the provisions of the *Queensland Associations Incorporation Act 1981*, these rules may be amended, rescinded or added to from time to time by a special resolution carried at a special general meeting.
- (2) However an amendment, rescission or addition is valid only if it is registered by the chief executive as provided by the Act.

#### **Common Seal**

33. (1) The Council shall provide for a common seal which must legibly display the name of the Association and for its safe custody.
- (2) The common seal shall be used only by the authority of the Council and the affixing of the common seal shall be attested by the signatures of two members of the Council.

#### **Funds and Accounts**

34. (1) The funds of the Association shall be kept in the name of the Association in accounts in financial institutions as determined by the Council.
- (2) All negotiable instruments issued by the Association shall be signed by any two of the following persons:-
  - (a) the president;
  - (b) the secretary;
  - (c) the treasurer;
  - (d) another person approved by the Association's Council.

Any officer may endorse cheques for payments to the Association's bank accounts.

- (3) (a) The Council at its discretion may open separate accounts or maintain book records of separate portions of its general account for specific purposes. Signing and endorsing for any such accounts shall be in accordance with the provisions of Rule 34(2) above.
- (b) The Council may enter into such electronic debit/credit accounting procedures that are deemed viable for the requirements of the Association.
- (c) The Association's expenditure shall be supported by adequate documentation filed in chronological order and kept at a place decided by the Association's Executive.
- (4) Notwithstanding the preceding provisions of this Rule 34, the Council may open and may authorise a committee established by the Council to operate bank accounts to be used for the activities of that committee. The signatories for an account authorised under this provision shall be determined by the Council after consideration of a recommendation from the relevant committee. Moneys held in any account authorised under this provision or held otherwise shall be the property of the Association.

- (5) Proper books and accounts shall be kept and maintained in either written or printed form showing correctly the financial affairs of the Association, including the affairs of any committee which operates a separate bank account, and the particulars usually shown in books of a like nature.
- (6) All moneys shall be deposited as soon as practicable after receipt thereof.
- (7) Cheques shall be crossed "not negotiable".
- (8) The Council shall determine the amount of petty cash which shall be kept on the imprest system.
- (9) All expenditure shall be approved or ratified at a Council meeting.
- (10) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of -
  - (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (11) The auditor must examine the statement prepared under Rule 34(10) and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- (12) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers, and no part of the Association's income or property is to be distributed, paid or transferred by way of bonus, dividend or other similar payment to its members, provided that this shall not prevent the payment in good faith of remuneration to any officer or member of the Association for any services actually rendered to the Association.

#### **Custody of Documents**

35. The treasurer shall have custody of all books of account and the secretary shall have custody of all other documents, instruments of title and securities of the Association and they shall respectively be responsible for the safe keeping thereof.

#### **Financial Year**

36. The financial year of the Association shall close on 30 June in each year.

#### **Association not Profit-Making**

37. The Association is not carried on for the purpose of profit or gain to its individual members. All profits, assets and income shall remain the property of the Association and shall not be capable of distribution to members.

#### **Nature of Members' Interests**

38. No member shall, by reason of his being such, have any transmissible or assignable interest, by operation of law, or otherwise, in any of the assets of the Association. On any member ceasing by death, resignation or otherwise, to be a member, all his interest shall survive, accrue and belong to the other members for the time being.

#### **Distribution of Surplus Assets to Another Entity**

39. (1) This section applies if the Association is wound-up under part 7 of the Queensland *Associations Incorporation Act 1981* and there are surplus assets.
- (2) The surplus assets must not be paid to or distributed among the members but shall be given, at the discretion of the Council to -
  - (a) another entity -
    - (i) that has objects similar to the Association's objects, and
    - (ii) the rules of which prohibit the distribution of the entity's income and assets to its members, or
  - (b) the Government of Queensland to be used for National Park purposes by the authority administering National Parks.
- (3) In this section - 'surplus assets' has the meaning given by section 47(3) of the Act.

### **Indemnity for Council and Officers**

40. (1) **Indemnity**  
The Council and any other officers of the Association for the time being, and each of their heirs, executors and administrators (collectively known as "their successors"), shall be indemnified and held harmless from the assets and profits of the Association from and against all actions, costs, charges, losses, damages and expenses which they or their successors incur or sustain by, or by reason of, any act which is done, concurred in or omitted in relation to the execution of the duties (whether expressed or implied) of their respective office.
- (2) **No indemnity for Wilful Acts**  
The indemnity provided by this clause does not extend to any actions, costs, charges, losses, damages or expenses incurred by or through the wilful negligence or default in or relating to the execution of the duties (whether actual or implied) of their respective office.

### **Branches**

41. The Council may establish branches of the Association in any place in Queensland. Such branches shall be for all purposes and in all respects integral parts of the Association, being merely a convenient means to enable members to meet and further the objects of the Association. The Council may make by-laws under these rules relating to the establishment, management, performance and general running of any such branch which shall for all purposes be under the control of and subject to the direction of the Council.

### **Affiliated Organisations**

42. (a) The Council shall have power to consider and if thought fit from time to time approve and accept applications from any other organisations, whether incorporated or not, for affiliation with the Association, provided always that the objects of such organisations are altogether or in part similar to those of the Association.
- (b) Applications for affiliation shall be communicated in writing to the secretary and shall be signed by an appropriate office-bearer of the applicant organisation, and shall contain a statement of the objects of the organisation. The Council shall then consider and decide upon the desirability of the affiliation of the applicant organisation. The decision of the Council shall be final with no appeal.
- (c) Upon approval of the application and payment of such affiliation fees as Council may from time to time determine, the organisation shall become an affiliated organisation of the Association.
- (d) The Council may, from time to time, review the affiliation of any affiliated organisation and may in its sole discretion and for any reason deemed sufficient, terminate the affiliation of the affiliated organisation, whereupon the affiliation of the organisation with the Association shall cease.
- (e) Each affiliated organisation shall be entitled to nominate a representative who shall be entitled to vote on behalf of the organisation at meetings of the Association.
- (f) Members in good standing of an affiliated organisation shall have the same rights in respect of attendance at meetings, outings and other activities as do ordinary members of the Association provided that except under the provision of (e) above, they shall not be entitled to vote at meetings nor to nominate for a position of officer or member of the Council, unless such members are also financial members of the Association.

### **Visitors and Non-Members**

43. The Council may permit, prohibit or limit the participation of visitors and non-members in any of the activities of the Association.

### **Suggestions and Complaints**

44. Suggestions and complaints must be made in writing to either the Council or the secretary.

### **Notices**

45. Save as otherwise provided in these rules, any notice to members shall be sufficiently given if published in a regular publication of the Association and shall be deemed to have been received, if posted, on the second day after the day of posting, but without prejudice to any other method of giving notice.

**Badge or Logo**

46. There shall be a badge or logo of the Association as approved by the Council.

**Corporate Supporters**

47. (a) Organisations or companies who support the work of the Association and subscribe to the objects of the Association shall be known as corporate supporters.
- (b) Corporate supporters may be invited to participate in the activities of the Association and to receive one copy of publications that the Association distributes to members. Corporate supporters are not eligible to hold office on any committee and cannot vote at any Association meetings.

**Association's Own Rules**

48. Clause 47(1) of the *Queensland Associations Incorporation Act 1981* does not apply to this Association.

**Note:**

Pursuant to Rule 7(8), the NPAQ Council deems that the phrase in Rule 7(2)(a) which states that fees shall be payable by "cash, cheque or approved credit card" is taken to include transfer of funds into NPAQ's accounts by electronic transfer between financial institutions in accordance with Australian banking processes, and has always had that meaning.