



## QUEENSLAND ENVIRONMENTAL LAW ASSOCIATION INC. RULES

### NAME

1. The name of the incorporated Association shall be “Queensland Environmental Law Association Inc.” (In these rules called “**the Association**”)

### OBJECTS

2. The objects for which the Association is established are:
  - (a) To convene and hold seminars, lectures and conferences for discussion, consideration & advancement of Environmental Law;
  - (b) To produce, publish and distribute reports, journals, books, papers and other informative material in relation to Environmental Law;
  - (c) To provide a forum for the education on all aspects of Environmental Law of the legal profession and the community at large in Australia and abroad;
  - (d) To promote the understanding of the role of Environmental Law in regulating and managing the conservation of and usage of the environment;
  - (e) To gather information and consider and make recommendations and submissions concerning any environmental law enacted or proposed to be enacted by the parliaments of the Commonwealth of Australia or it's several States and Territories.

### POWERS

3. The powers of the Association are:
  - (1) To take over the funds and other assets and the liabilities of the present unincorporated association known as “Queensland Environmental Law Foundation”;
  - (2) To subscribe to, become a member of and co-operate with any other association, club, or organisation, whether incorporated or not 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 club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 28(10);

- (3) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
- (4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings or property, real and personal, and any rights and privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (5) To 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 it desirable to obtain, and carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (6) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- (7) To remunerate any person or body corporate for service rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- (8) To construct, improve, maintain develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences, which may seem calculated directly or indirectly to advance the Association's interest and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management carry out, alteration or control thereof;
- (9) To invest and deal with the money of the Association not immediately required in such manner as may be from time to time be thought fit;
- (10) No provision;
- (11) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts of obligations by any person or body corporate, and otherwise assist any person or body corporate;
- (12) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper whether upon fluctuating advance account or overdraft to otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the

incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;

- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (14) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (15) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association, or any money due to the Association from purchasers and others;
- (16) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Associations but subject always to the provision in sub-rule (4);
- (17) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (18) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (19) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 28(10);
- (20) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (21) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagement to which any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (22) To make donations for patriotic, charitable or community purposes;
- (23) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

#### **CLASSES OF MEMBERS**

4. (1) The membership of the Association shall consist of the following classes:
  - (a) Ordinary Members: The number of ordinary members shall be unlimited and shall be open to any person who accepts the objects of the Association.

- (b) Student Members: the number of any student members shall be unlimited and shall be open to:
- (i) any bona fide full-time student at any School, University, College of Advanced Education, Institute of Technology or similar educational institution; and
  - (ii) who will remain a full-time student for the entire membership year concerned; and
  - (iii) who is not gainfully employed in the development/environment/planning or other industry related to the Association for any more than the equivalent of 3 full and complete days per business week; and
  - (iv) who accept the objects of the Association.
- (c) Corporate Members:- The number of corporate members shall be unlimited and shall be open to:-
- i) any corporation, group, organisation or association;
  - ii) any professional, commercial or industrial body;
  - iii) any Government Department or Local Authority with an interest in environmental law;
  - iv) any tertiary education body;
  - v) any school.
- All corporate members shall accept the objects of the Association.
- (d) Honorary Life Members:- The numbers of Honorary Life Members shall be limited and may be awarded to any member of the Association who in the opinion of the Management Committee has made an outstanding contribution to the work of the Association. Honorary Life Membership may be awarded at an Annual General Meeting provided that:
- i) The Management Committee has recommended the awarding of such Honorary Life Membership;
  - ii) At least one (1) months notice of the intention to grant Honorary Life Membership is given to all members before the date of the Annual General Meeting.
- Honorary Life Membership shall carry with it all rights and privileges of membership.

## **MEMBERSHIP**

### **5.**

- (1) Every person who at the date of the incorporation of the Association was a member of the unincorporated association becomes a member of the new association. A member of the Association shall be admitted by the Management Committee to the same class of membership of the Association as that member held in the unincorporated association. Every member of the Association who has paid a subscription due on or before the date of incorporation, as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to the Association until the expiration of the period for which that subscription was paid.

- (2) Every applicant for any class of membership of the Association (other than the members of the unincorporated association referred to in sub-rule (1)) shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder, and shall be in such form as the Management Committee from time to time subscribes.
- (3) The Management Committee may establish Branches of the Association in any part of Queensland under such conditions as it sees fit. Members of a Branch shall be registered as members of the Association.

### **MEMBERSHIP FEES**

6. (1) The membership fees shall be payable in such amount, at such time and in such manner as the Management Committee shall from time to time determine.

### **ADMISSION AND REJECTION OF MEMBERS**

7.
  - (1) At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine the admission or rejection of the applicant.
  - (2) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
  - (3) Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.
  - (4) Should an application for membership be refused the Applicant shall, with as little delay as possible, receive written notification and a refund of the membership fee.

### **TERMINATION OF MEMBERSHIP**

8.
  - (1) A member may resign from the Association at any time by giving notice of writing to the Secretary. 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 the later date.
  - (2) Any such member shall remain liable for a membership fee and all arrears due and paid at the date when the membership ceases.
  - (3) Upon receipt of a notice under Rule 8(1), the Secretary shall remove the name of the member from the register of members, whereupon that member ceases to be a member of the Division.

- (4) If a member:-
- i) is convicted of an indictable offence; or
  - ii) fails to comply with any of the provisions of the Rules; or
  - iii) has membership fees in arrears for a period of two months or more; or
  - iv) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association,
- the Management Committee shall consider whether his membership shall be terminated.
- The member concerned shall be given a full and fair opportunity of presenting a case and if the Management Committee resolves to terminate the membership it shall instruct the Secretary to advise the member in writing accordingly.
- (5) The termination of membership pursuant to Rule 8(4) of these Rules does not take effect:-
- (a) until the expiration of one month after the receipt by the member of a notice under Rule 8(6) of these Rules; or
  - (b) If the member exercises his right of appeal under this Rule, until the conclusion of the special general meeting convened to hear the appeal whichever is the later date.
- (6) Where the Management Committee terminates a membership of the Association, the Secretary shall, without undue delay, cause to be served, by certified mail on the member a notice in writing -
- (a) stating that the Management Committee has terminated membership;
  - (b) specifying the grounds for the termination; and
  - (c) informing the member of the right of appeal, within one month after the receipt of the notice, against the termination as provided in this Rule.

#### **APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

9.

- (1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notice of the intention to appeal against the decision of the Management Committee.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present a case and the Management Committee 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. The appeal shall be determined by the vote of the members present at such meeting.

- (3) Where a person whose application is rejected does not appeal against the decision of the Management Committee within the time prescribed by these Rules or appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

## **REGISTER OF MEMBERS**

10.

- (1) The Management Committee shall cause a Register to be kept in which shall be entered the names and addresses of all persons admitted to membership of the Association and the dates of their admission.
- (2) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars the Management Committee or the members at any general meeting may require from time to time.
- (3) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

## **MEMBERSHIP OF THE MANAGEMENT COMMITTEE**

11.

- (1) The Management Committee of the Association shall consist of a President, two Vice-Presidents, Secretary, Treasurer and Immediate Past President, all of whom shall be members of the Association, together with five other members as the members of the Association at any general meeting, from time to time, elect or appoint.
- (2) At the Annual General Meeting of the Association, all the members of the Management Committee for the time being shall retire from the office (other than the retiring President who shall remain as Immediate Past President), but shall remain eligible for nomination upon election.
- (3) The President shall hold office for not more than two (2) consecutive terms, but shall be eligible upon nomination for further office after a period of not less than one year.
- (4) When the date of the Annual General Meeting of the Association has been fixed, and not less than eight (8) weeks before such date, the Committee, by forwarding papers to members, shall invite nominations for the Management Committee.
- (5) Only a member of the Association can be nominated for election as a member of the Management Committee of the Association.
- (6) No member shall be liable for office if any payment due by him to the Association be six months in arrears.
- (7) Nominations of candidates for election as officers of the Association or as ordinary members of the Management Committee:-
  - (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

- (b) shall be delivered by post or facsimile to reach the Secretary of the Association on or before a date four (4) weeks prior to the Annual General Meeting at which the election is to take place.
- (8) If insufficient nominations are received to fill all vacancies on the committee:-
- (i) the candidates nominated shall be deemed to be elected; and
  - (ii) the Committee at a duly convened meeting held subsequent to the closing date provided above may make such further nominations for any position or category of committee as may be necessary to ensure that the Committee shall be constituted in accordance with clause 11(1).
- (9) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (10) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (11) Where a ballot is necessary a postal ballot shall be conducted in the following manner:
- (a) The Management Committee shall cause to be posted or delivered to each member of the Association eligible to vote, ballot papers containing the names and brief particulars of the candidates for the Management Committee, at least two (2) weeks prior to the Annual General Meeting at which the election is to take place;
  - (b) The ballot envelopes shall be endorsed "ballot paper only";
  - (c) To vote, the member shall place a cross opposite the name of any number of such candidates not exceeding the number of vacancies;
  - (d) The outer envelope shall be addressed to the Secretary and shall contain a space for the signature of the member and his name in block capitals;
  - (e) When returning his vote to the Secretary, a member shall enclose the ballot paper in the ballot envelope, shall enclose these in the outer envelope, and shall place his signature and name on the outer envelope and return it to the Secretary;
  - (f) The closing date for return of the ballot papers shall be the date one day prior to the Annual General Meeting;
  - (g) After the ballot is closed, the Secretary shall check the outer envelopes against the division register and shall reject those:-
    - (i) which arrive after the closing date of the ballot;
    - (ii) which are not signed or are signed by a member not entitled to vote;
    - (iii) which are not contained in the prescribed outer envelope.
  - (h) After checking the signatures the Secretary shall collect all voting papers and hand them to the scrutineers for opening and counting of the votes on the ballot papers at the Annual General Meeting.

- (i) The election of a member to the Committee shall not be affected by reason of:
  - (i) error as to the residence of any member;
  - (ii) the accidental omission to send a ballot paper, or the non-receipt of a ballot paper, to any member entitled to receive a ballot paper;
  - (iii) the number of candidates for election being less than the number specified in clause 11(2) of these articles.

(12)

- (a) When under this clause a ballot is to be held, the meeting shall appoint two scrutineers;
- (b) The scrutineers shall count all votes cast by the ballot and report the results to the Chairman of the Annual General Meeting.

12. Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary but 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 later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present a case. The question of removal shall be determined by the vote of the members present at such a general meeting.

#### **VACANCIES ON THE MANAGEMENT COMMITTEE**

13.

- (1) The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next Annual General Meeting.
- (2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

#### **FUNCTIONS OF THE MANAGEMENT COMMITTEE**

14.

- (1) Except as otherwise provided by these Rules and subject to the resolution of the members of the Association carried out at any general meeting the Management Committee –
  - (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.

- (2) The Management Committee may exercise all the powers of the Association
  - (a) To borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment 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;
  - (b) To borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, 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 an pay off any such securities; and
  - (c) To invest in such manner as the members of the Association may from time to time determine.

#### **MEETINGS OF THE MANAGEMENT COMMITTEE**

15.

- (1) The Management Committee shall meet at regular intervals of not less than 2 calendar months throughout the year to exercise its functions.
- (2) A special meeting of the Management Committee shall be convened by the Secretary of the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat,
- (3) At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
- (4) Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which the member is interested, or any matter arising thereat, and if the member does so vote, his vote shall not be counted
- (6) Not less than fourteen days notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.

- (7) The President shall preside as Chairman at every meeting of the Board of Directors, or if there is no President, or if at any meeting the President is not present within ten minutes after the time appointed for holding the meeting, the Vice-President whose surname is alphabetically first shall be Chairman or if that Vice-President is not present at the meeting then the other Vice-President shall be the Chairman or if that Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
- (8) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. If 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 Management Committee 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 meeting shall lapse.

16.

- (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit, and shall appoint the Chairman of such sub-committee. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- (2) A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- (3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- (4) The Management Committee may appoint such Standing Committee as it may deem necessary to further the objects of the Association and to facilitate its work. Such committees may include persons who are not members of the Association. The officers of the Association shall be ex-officio members of each such committee.

17. All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or any person acting as aforesaid, or that the members of the Management Committee 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 Management Committee.

18. A resolution in writing signed by all members if the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several document in like form, each signed by one or more members of the Management Committee.

#### **ANNUAL GENERAL OR GENERAL MEETINGS**

19. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Management Committee may determine.
- 20.
- (1) The Annual General Meeting shall be held within three months of the close of the financial year.
  - (2) The business to be transacted at every Annual General Meeting shall be –
    - (a) The receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
    - (b) The receiving of an auditor's report upon the books and accounts for the preceding financial year;
    - (c) The election of members of the Management Committee; and
    - (d) The appointment of an auditor.
21. The Secretary shall convene a special general meeting –
- (a) When directed to do so by the Management Committee; or
  - (b) On the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted at thereat; or
  - (c) On being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.
- 22.
- (1) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
  - (2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule 'member' includes a person attending as a proxy or representing a corporation which is a member.

- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members of the Management Committee or the Association, shall lapse. 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 such other time and place as the Management Committee 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.
- (4) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so desired 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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as is the case of an original meeting, Save as aforesaid it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.

23.

- (1) The Secretary shall convene all general meetings of the Association by giving not less than 14 days notice of any such meeting to the members of the Association.
- (2) The manner by which such notice shall be given shall be determined by the Management Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

24. Unless otherwise provided by these Rules, at every general meeting –

- (1) The President shall preside as Chairman, or if there is no President, or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President whose surname alphabetically first shall be the Chairman\_or if that Vice-President is not present or is unwilling to act then the other Vice-President shall be the Chairman\_or if that Vice-President is not present at the meeting then the members present shall elect one of their number to be Chairman\_of the meeting;
- (2) the Chairman\_shall maintain order and conduct the meeting in a proper and orderly manner;
- (3) every question, matter or resolution shall be decided by a majority of votes of the members present;
- (4) every member present shall be entitled to one vote and in the case of an equality of votes the Chairman\_shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting;

- (5) voting shall be by show of hands of 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. The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- (6) 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;
- (7) the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy must 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;
- (8) where it is desired to afford members an opportunity for voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

QUEENSLAND ENVIRONMENTAL LAW ASSOCIATION INC.

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the above named Association hereby 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 \_\_\_\_\_, 19\_\_\_\_ and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

Signature

This form to be used \*in favour of/\*against the resolution

Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit)."

- (9) the instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person names in the instrument proposed to vote; and
- (10) the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and 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 that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next

succeeding Management Committee verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

#### **BY LAWS**

25. The Management Committee 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 a general meeting of members.

#### **ALTERATION OF RULES**

26. Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting: Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Under Secretary Department of Justice.

#### **COMMON SEAL**

27. The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

#### **FUNDS AND ACCOUNTS**

- 28.
- (1) The funds of the Association shall be banked in the name of the Association in such a bank as the Management Committee may from time to time direct.
  - (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
  - (3) All moneys shall be banked as soon as practicable after receipt thereof.

- (4) A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
  - (4A) If a payment of \$100 or more is made by cheque, the cheque must be signed by any two of the following:
    - (a) The President;
    - (b) A Vice President;
    - (c) The Treasurer;
    - (d) The Executive Officer;
    - (e) Any one of three other members of the Association who have been authorised by the Management Committee to sign cheques issued by the Association.
  - (4B) If a payment of \$100 or more is made by electronic funds transfer, the relevant invoice must be authorised by any two of the following prior to the payment being made:
    - (a) The President;
    - (b) A Vice-President;
    - (c) The Treasurer;
    - (d) The Executive Officer;
    - (e) Any one of three other members of the Association who have been authorised by the Management Committee.
- (5) Cheques shall be crossed 'not negotiable' except those in payment of wages, allowances or petty cash recoupments which may be open.
- (6) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a Management Committee meeting.
- (8) 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.
- (9) All such statements shall be examined by the Auditor who shall present his report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- (10) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided that nothing further herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket

expenses, money lent, reasonable and proper charges for good hired by the Association or reasonable and proper rent for premises demised or let to the Association.

#### **DOCUMENTS**

29. The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

#### **FINANCIAL YEAR**

30. The financial year of the Association is the period beginning on 1 July in each year and ending on 30 June the next following.

#### **DISTRIBUTION OF SURPLUS ASSETS**

31. If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the association under or by virtue of rule 28(10) such institution or institutions to be determined by the members of the Association.

#### **AUTHORITY TO USE THE NAME OF THE ASSOCIATION**

32. No member or employee or consultant or agent of the Association shall:-
- i) Use or support to authorise the use of the name of the Association in making statements without the authority of the Management Committee.
  - ii) Use or purport to authorise the use of the name of the Association on any publication without the authority of the Management Committee.
  - iii) No member shall represent or purport to represent the Association without the authorisation of the Management Committee.

#### **PATRON**

- 33.
- i) There may be such Patron whose acceptance of the Management Committee's invitation to such patronage is confirmed by the Association at an Annual General Meeting.
  - ii) There may be such Vice-Patrons whose acceptance of the Management Committee's invitation to such patronage is confirmed by the Association at an Annual General Meeting.
  - iii) Not less than 30 days prior to each Annual General Meeting members may make recommendations in writing to the Management Committee of persons to whom the Committee should consider extending invitation for acceptance of the position of Patron or Vice-Patrons (where applicable).