

**RULES OF  
BUSHWALKING QUEENSLAND INC  
30 AUGUST 2007**

## INDEX

<b>Section</b>	<b>Rule</b>	<b>Page</b>
1	Name .....	1
2	Objects .....	1
3	Powers .....	1
4	Membership .....	1
5	Definitions .....	1
6	Qualifications and Conditions for Membership .....	2
7	Electronic Transmissions .....	3
8	Authorised Delegates .....	4
9	Fees .....	4
10	Admission and Rejection of Applications for Membership .....	5
11	Resignation, Suspension and Termination of Membership .....	5
12	Appeals .....	6
13	Register of Member Clubs and Associate Member Clubs.....	7
14	Membership of the Committee, Secretary .....	7
15	Electing the Committee .....	8
16	Resignation or Removal from Office of Committee Member or of Appointed Secretary .....	9
17	Vacancies on Committee, Office of Secretary .....	9
18	Functions of the Committee .....	10
19	Meetings of the Committee .....	10
20	Delegation of Committee Powers .....	13
21	Acts By Committee Not Affected by Defects or Disqualifications .....	13
22	Committee Meetings and Resolutions By Other Forms of Communication .....	13
23	Meetings of the Association .....	13
24	Bylaws .....	17
25	Alteration of Rules and Access to the Rules .....	17
26	Common Seal .....	17
27	Funds and Accounts .....	17
28	Documents .....	18
29	Financial Year .....	18
30	Distribution of Surplus Assets .....	18
31	First General Meeting .....	19
32	First Annual General Meeting .....	19
33	Words and Expressions to have Meaning in Act .....	19
34	Supply of Minutes and Financial Statements .....	19
Appendix 1	Proxy form to be used for general meetings or annual general meetings of Bushwalking Queensland Incorporated .....	20
Appendix 2	Absent voting form to be used for committee meetings of Bushwalking Queensland Incorporated .....	21

# **BUSHWALKING QUEENSLAND INC RULES**

## **1. NAME**

The name of the incorporated association is "Bushwalking Queensland Inc" (**the association**).

## **2. OBJECTS**

The objects of the association are:

- (a) to provide an association for Queensland bushwalking clubs;
- (b) to represent, promote and protect the interests of member clubs;
- (c) to assist member clubs in administration, training and any other matter associated with bushwalking;
- (d) to co-operate with other organisations for the protection and advancement of mutual interests;
- (e) to promote bushwalking as a not-for-profit recreational activity in Queensland;
- (f) to promote the establishment and sound management of State parks and forests, other natural areas, and reserves, for their conservation and sustainable use through access, in Queensland.

## **3. 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) publish in printed or electronic form any material that the association may think desirable for the promotion of its objects.
- (3) The association may also:
  - (a) take over the funds and other assets and the liabilities of the unincorporated association the Queensland Federation of Bushwalking Clubs; and
  - (b) administer insurance premiums on behalf of member clubs, including collecting and disbursing payment for insurance premiums on their behalf; and
  - (c) do other things necessary or convenient to carry out its affairs in line with the objects of the association.

## **4. MEMBERSHIP**

The membership of the association consists of:

- (a) ordinary member clubs; and
- (b) unincorporated member clubs; and
- (c) associate member clubs.

## **5. DEFINITIONS**

- (1) In these rules, a member club is an organisation that has been admitted as an ordinary member club or an unincorporated member club. The number of member clubs is unlimited.
- (2) In these rules, an associate member club is an organisation that has been admitted as an associate member club. The number of associate member clubs is unlimited.

- (3) In these rules, an individual member is a person who is included on the membership register of a member club or the membership register of an associate member club, or the membership register of an applicant for membership. The words “individual member” shall not be taken to mean that an individual person may be a member of the association.
- (4) In these rules, a committee member is a person who has been elected or appointed as an office-holder on the management committee (the committee) of the association, excepting that a person who has been appointed (rather than elected) as secretary, shall not be a committee member.
- (5) In these rules, an authorised delegate is an individual member who is authorised in writing by a member club to act for the member club in dealings with the association and represent the member club at meetings of the association, in accordance with these rules.
- (6) In these rules, a special resolution means a resolution passed at a general meeting of the association by the votes of 3/4 of the authorised delegates who are present and entitled to vote on the resolution.

## **6. QUALIFICATION AND CONDITIONS FOR MEMBERSHIP**

- (1) Every incorporated club that at the date of incorporation of the association was a member of the unincorporated Queensland Federation of Bushwalking Clubs (the unincorporated association) must be admitted as an ordinary member club of the association. Likewise, every unincorporated club that at the date of incorporation of the association was a member of the unincorporated association must be admitted as an unincorporated member club of the association. A member club or associate member club of the incorporated association which, before becoming a member club or associate member club, has paid the annual subscription for membership of the unincorporated association on or before a day fixed by the committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the committee as the day on which the next annual subscription is payable.
- (2) To qualify as an ordinary member club of the association, an applicant must:
  - (a) be a non-profit association incorporated under the Queensland Associations Incorporation Act 1981 (The Act) that has bushwalking as its primary activity; and
  - (b) be located in Queensland; and
  - (c) have a membership of at least 10 individual members; and
  - (d) provide the name and contact details of the secretary of the incorporated body; and
  - (e) comply with any other reasonable requirements prescribed:
    - (i) in these rules and the bylaws of the association; and
    - (ii) by the committee.
- (3) To qualify as an unincorporated member club of the association, an applicant must:
  - (a) be a non-profit organisation that has bushwalking as its primary activity; and
  - (b) be located in Queensland; and
  - (c) have had an elected management committee for at least 3 months; and
  - (d) have a register of the name and address of each individual member of the organisation; and

- (e) have a membership of at least 10 individual members; and
  - (f) provide the name and contact details of the secretary of the organisation; and
  - (g) have a constitution that is based on the Model Rules of the Associations Incorporation Act 1981 of Queensland or that is otherwise acceptable to the committee of the association; and
  - (h) comply with any other reasonable requirements prescribed:
    - (i) in these rules and the bylaws of the association; and
    - (ii) by the committee.
- (4) To qualify as an associate member club of the association, an applicant must:
- (a) be an organisation one or more of whose objects conform substantially with one or more of the objects of the association; and
  - (b) have an elected management committee; and
  - (c) provide the name and contact details of the secretary of the organisation; and
  - (d) comply with the reasonable requirements decided by the management committee of the association from time to time; and
  - (e) comply with any other reasonable requirements prescribed in these rules and the bylaws of the association; and.
  - (f) have a membership of at least 10. This requirement shall not apply to an organisation that has as its chief objective the coordination of events involving more than one member club.
- (5) To apply for membership, an organisation must:
- (a) submit a written application to the secretary of the association (the secretary); and
  - (b) state which class of membership it is applying for; and
  - (c) show in writing that the organisation qualifies under these rules and the bylaws of the association for the class of membership it is applying for; and
  - (d) submit a constitution of the organisation to the secretary.
- (6) A member club must:
- (a) take out insurance cover in respect of public liability through a group insurance policy administered by the association; and
  - (b) comply with the qualifications and conditions applicable to its class of membership; and
  - (c) independently manage its internal affairs, including collection of membership fees; and
  - (d) notify the secretary of a change of secretary of the member club within 1 month of the change; and
  - (e) comply with any other requirements prescribed by a resolution carried at a general meeting of the association.

## **7. ELECTRONIC TRANSMISSIONS**

Except where stated otherwise in these rules, an electronic transmission from the electronic mail address of the association, a committee member, a member club, an associate member club, an office-holder of a member club, an office-holder of an associate member club, an authorised delegate of a member club, or an appellant is deemed to be in writing and to have been signed by the purported originator.

## **8. AUTHORISED DELEGATES**

- (1) A member club may nominate not more than two authorised delegates.
- (2) An authorised delegate:
  - (a) must be at least 18 years of age; and
  - (b) must be an individual member of the member club which nominates the authorised delegate; and
  - (c) must not be an authorised delegate of more than one member club, and
  - (d) must immediately retire as an authorised delegate if the delegate's member club ceases to be a member club.
- (3) An authorised delegate appointed or elected to the committee must not:
  - (a) be an undischarged bankrupt or have compounded with creditors without making a final payment under the composition, or have executed a deed of arrangement under the laws of Australia or its territories or another country without fully complying with the deed of arrangement or otherwise take advantage of the laws in force for the time being relating to bankruptcy, or have executed a deed of arrangement under the Bankruptcy Act 1966 (Commonwealth); or
  - (b) have been convicted on indictment or have been convicted summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction on indictment or conviction summarily has not expired.
- (4) Before an authorised delegate can vote at a meeting of the association the member club must give the association written notice of the name, email address (if any), and postal address of its authorised delegate.
- (5) Before an authorised delegate can be elected or appointed to the committee, the authorised delegate must give the secretary written notice confirming that he or she complies with the requirements of this section.
- (6) A member club may cancel the authority of any or all of its authorised delegates by giving written notice of cancellation of authority to the secretary. A cancellation of authority under this section takes effect on:
  - (a) the day and at the time the notice is received by the secretary; or
  - (b) if a later date is stated in the notice – the later date.

## **9. FEES**

- (1) Member clubs must pay an annual fee. The association may require an associate member club to pay an annual fee.
- (2) The annual fee for member clubs is to be determined per-capita as at a date fixed by the committee.
- (3) The amount per-capita of each item included in the annual fee for a member club or the annual fee for an associate member club is the amount decided by a vote at the annual general meeting.
- (4) The annual fee for a member club and the annual fee for an associate member club is payable by the due date, in the way the committee decides.
- (5) Before admission as a member club or associate member club, an applicant for membership must pay the annual fee prescribed for a member club or associate member club pro-rata for each month remaining until the due date.
- (6) If a member club or associate member club does not pay the annual fee by the due date, the committee may suspend the member club or associate member club until the annual fee is paid.
- (7) In these rules the due date is a date decided by the committee.

## **10. ADMISSION AND REJECTION OF APPLICATIONS FOR MEMBERSHIP**

- (1) An application for membership must be tabled at the next meeting of the committee after it receives the application. The committee must decide at that meeting or a subsequent meeting whether to accept, defer or reject the application. If the majority of the committee members vote to accept the applicant as a member club or associate member club the applicant must be admitted in the class of membership applied for after payment of the required membership fee and after complying with the insurance requirements under these rules.
- (2) The Committee shall ensure that as soon as possible after the receipt of a nomination to become a member of the association and before the committee considers the application the applicant is advised:-
  - (a) whether or not the association has public liability insurance and
  - (b) if the association has public liability insurance - the amount of that insurance
- (3) The secretary must, as soon as practicable after the committee decides an application, give the applicant a written notice by postal mail of the decision, and of the applicant's right of appeal against the decision.

## **11. RESIGNATION, SUSPENSION AND TERMINATION OF MEMBERSHIP**

- (1) A member club or associate member club may resign from the association by giving a written notice of resignation to the secretary. Resignation takes effect on:
  - (a) the day and at the time the notice is received by the secretary; or
  - (b) if a later date is stated in the notice – the later date.
- (2) If a member club or associate member club fails to comply with one or more of the provisions of these rules or the bylaws of the association or a resolution decided at a general meeting or conducts itself in a manner considered to be injurious or prejudicial to the character or interests of the association, the committee may suspend or recommend termination of the member club's membership or the associate member club's membership. At least 30 days notice of any vote by the committee to suspend or recommend termination of a member club's or associate member club's membership must be given to the member club or associate member club. The notice must state which it is that is to be voted on; suspension, or recommendation for termination. If the committee suspends or recommends termination of a member club's membership or an associate member club's membership the secretary must give the member club or associate member club a written advice by postal mail detailing:
  - (a) the reason for the suspension or recommendation for termination; and
  - (b) in the case of suspension, the period of suspension and the member club's or associate member club's right of appeal against the suspension; or
  - (c) if a recommendation for termination has been made, the provisions in these rules regarding termination of membership.
- (3) Before a vote of committee members is taken about suspending or recommending termination of a member club's membership or an associate member club's membership, the member club or associate member club must be given a full and fair opportunity to show cause in writing why the membership should not be suspended or terminated.
- (4) A member of the management committee who is an authorised delegate for a member club being considered for suspension or recommendation for termination shall not take part in discussion or in voting on a motion to suspend or to

recommend termination of the member club's membership. During the discussion and voting, that committee member shall not be counted in determining if a quorum is present.

- (5) A member club's membership or an associate member club's membership may be terminated only by a special resolution carried at a general meeting and only if there has been a recommendation from the committee within the preceding 12 months for termination of the membership of that member club or associate member club. The general meeting must take place not less than 60 days after a written notice listing the time, date, and place of the general meeting, has been sent by postal mail to the member club or associate member club. No material may be introduced at the general meeting in support of the special resolution to terminate the membership other than the reasons previously forwarded to the member club or associate member club following the committee's decision to recommend termination of membership.
- (6) Before a vote is taken about terminating a member club's membership or an associate member club's membership, the member club or associate member club must be given a full and fair opportunity to show cause orally and in writing why the member club's membership or the associate member club's membership should not be terminated.
- (7) As soon as practicable after a general meeting decides to terminate a member club's membership or an associate member club's membership, the secretary is to give the terminated member club or terminated associate member club written advice by postal mail of the decision.
- (8) A terminated member club or terminated associate member club is to be refunded its membership fee pro-rata for each month remaining from the date of termination until the due date. The refund is to be paid as soon as possible after the date of termination. The association will not be liable to refund to the terminated member club or terminated associate member any insurance premium for which the club may have previously been liable.
- (9) There is no right of appeal against termination of membership.

## **12. APPEALS**

- (1) An applicant may appeal against undue delay in deciding an application or may appeal against a decision made under section 10 to reject an application for admission as a member club or associate member club.
- (2) A member club or associate member club may appeal against a decision made under section 11 to suspend its membership.
- (3) A notice of intention to appeal must be given to the secretary within 1 month after the applicant or member club or associate member club receives written notice of the decision.
- (4) An appeal must be decided by a vote at a general meeting.
- (5) If the secretary receives a notice of intention to appeal, a general meeting must hear and decide the appeal within 60 days after the day the secretary receives the notice of intention to appeal.
- (6) Before a vote is taken at a general meeting to decide the appeal, the appellant must be given a full and fair opportunity to show cause orally and in writing why the application should not be rejected or the membership should not be suspended. Also, the committee and the committee members who rejected the application or suspended the member club's membership or associate member club's membership must be given an opportunity to show cause in writing why the

application should be rejected or the member club's membership or associate member club's membership should be suspended.

- (7) An applicant or member club or associate member club whose appeal on a matter has been decided at a general meeting has no right of further appeal on the same matter under these rules.

### **13. REGISTER OF MEMBER CLUBS AND ASSOCIATE MEMBER CLUBS**

- (1) The committee must keep a register of member clubs and associate member clubs.
- (2) The register of member clubs and associate member clubs must include the following particulars of each member club and associate member club:
  - (a) the full name, office address (if any), postal address and email address (if any); and
  - (b) the date of admission; and
  - (c) the class of membership; and
  - (d) the name and contact details of the secretary of the member club or associate member club; and
  - (e) the names and contact details of authorised delegates (if any); and
  - (f) any other particulars the committee decides.
- (3) The register must be open for inspection by an authorised delegate or office-holder of a member club or associate member club at meetings of the association and must be available for inspection at any other reasonable time.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the committee may on 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 committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.
- (6) A member of the association must not:-
  - (a) use the information obtained from the registry of the association to contact or send material to other members for the purposes 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 purposes of advertising for political, religious, charitable or commercial purposes.

This subsection does not apply if the use or disclosure of the information is approved by the association.

### **14. MEMBERSHIP OF THE COMMITTEE, SECRETARY**

- (1) The committee of the association consists of a president, vice-president, elected secretary, treasurer, two assistant secretaries, and any other office-holders the members of the association elect at an annual general meeting.
- (2) A secretary elected at an annual general meeting shall become a member of the committee as a result of that election. A secretary who is appointed shall not become a member of the committee, whether the appointment is by an annual general meeting following failure to elect a secretary, or by the committee to fill a casual vacancy.
- (3) Any duties of the office of secretary prescribed in these rules or decided by the committee may be delegated to an elected assistant secretary.
- (4) At the time of election by an annual general meeting or appointment by the committee to fill a casual vacancy a committee member must be an authorised

delegate who complies with these rules. The committee must not include more than one authorised delegate of each member club except as provided for in section 15 subsection 1. No person may be appointed as a committee member if that person is an authorised delegate for the same club as any current member was at the time of their election or appointment. A person must not hold more than one position on the committee concurrently, nor may a person concurrently hold a position on the committee and be an appointed secretary. A person must not hold the same committee position for more than 3 consecutive years.

- (5) At each annual general meeting, all committee members must retire from office, but are eligible, on nomination, for re-election subject to these rules.
- (6) At each annual general meeting an appointed secretary must retire from office but is eligible for election as a committee member or re-appointment as secretary subject to these rules.
- (7) The secretary, whether elected or appointed, must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border.
- (8) An appointed secretary (as distinct from an elected secretary) must be an individual member of a member club or of an associate member club and must meet the same requirements in respect of age, freedom from bankruptcy, and expiration of rehabilitation period as apply to committee members. A committee member may not be appointed as secretary. A person must not be appointed (as distinct from elected) to the position of secretary for more than 5 consecutive years.

## **15. ELECTING THE COMMITTEE**

- (1) A committee member may only be elected as follows:
  - (a) any 2 member clubs of the association may nominate an authorised delegate of any member club of the association (the candidate) to serve as a committee member; and
  - (b) the nomination must be:
    - (i) in writing; and
    - (ii) signed by the candidate and by the president or secretary of each of the 2 member clubs who nominated him or her; and
    - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to take place; and
  - (c) the election must be conducted at the annual general meeting; and
  - (d) each member club has one vote for each vacancy, with the vote being cast by an authorised delegate for the club and in the absence of any authorised delegate for the club, by a proxy authorised by the club; and
  - (e) each member club may vote for one candidate only for each vacancy; and
  - (f) if, at the start of the meeting there are not enough candidates nominated, nominations may be taken from those authorised delegates who are present at the meeting.
  - (g) voting shall be for the position of president, then for vice president, then for secretary, then for treasurer, then for the two positions of assistant secretary, and finally for any other positions the meeting may care to fill.
  - (h) if at the end of voting as described in the previous paragraph there remains one or more positions unfilled, there shall be a second round of voting for the unfilled positions with written nominations or nominations

from the floor being accepted even where their election would mean that more than one authorised delegate from a club or clubs will be a committee member.

Nominations for a candidate and a candidate's agreement to be nominated may be submitted in writing separately.

- (2) A list of the candidates' names in alphabetical order and including the name of the member club of each candidate must be given in writing to all member clubs and authorised delegates not less than 7 days before the day of the annual general meeting.
- (3) If the number of candidates is more than the number of vacancies, a ballot must be conducted to elect the committee members. Balloting lists must contain the names of the candidates in alphabetical order and the name of the candidate's member club.

#### **16. RESIGNATION OR REMOVAL FROM OFFICE OF COMMITTEE MEMBER OR OF APPOINTED SECRETARY**

- (1) A committee member other than a secretary may resign from the committee by giving written notice of resignation to the secretary. A secretary may resign by giving written notice of resignation to at least  $\frac{3}{4}$  of the committee members. The resignation takes effect on:
  - (a) the day and at the time the notice is received by the secretary; or in the case of the resignation of the secretary, at least  $\frac{3}{4}$  of the committee members.
  - (b) if a later day is stated in the notice – the later day.
- (2) If a committee member or appointed secretary conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the association, the committee may recommend to a general meeting that the committee member or appointed secretary be removed from office.
- (3) A committee member or appointed secretary may be removed from office by a vote at a general meeting. Before a vote is taken by a general meeting about removing the committee member or appointed secretary from office, the committee member or appointed secretary must be given a full and fair opportunity to show cause in writing why he or she should not be removed from office.
- (4) A person has no right of appeal against a removal from office that occurs under this section.

#### **17. VACANCIES ON COMMITTEE, OFFICE OF SECRETARY**

- (1) If a casual vacancy happens on the committee other than in the office of secretary, the continuing committee members may appoint another authorised delegate to fill the vacancy until the next annual general meeting. The continuing committee members may act despite a casual vacancy on the committee. However, if the number of committee members is less than the number fixed under these rules as a quorum of the committee, the continuing committee members may act only to:
  - (a) increase the number of committee members to the number required for a quorum; or
  - (b) call a general meeting of the association.
- (2) If a vacancy happens in the office of secretary, the committee members must ensure a secretary is appointed or elected within 1 month after the vacancy happens.

## **18. FUNCTIONS OF THE COMMITTEE**

- (1) Subject to these rules and the bylaws of the association and any resolution decided at a general meeting, the committee has:
  - (a) the general control and management of the administration of the affairs, property and funds of the association; and
  - (b) authority to interpret the meaning of these rules and any matter relating to the association on which these rules are silent.
- (2) The committee may not:
  - (a) approve expenditure for a single item greater than an amount decided by a general meeting from time to time; or
  - (b) decide policy that requires a member club or associate member club to conform with training, administration, safety or risk management guidelines; or
  - (c) change association group insurance arrangements, except for insurance administration arrangements; or
  - (d) decide policy that requires a member club or associate member club to support activities either within or external to the association; or
  - (e) decide policy that requires a member club or associate member club to become an incorporated association; or
  - (f) decide on any matter not substantially in keeping with the objects of the association.
- (3) The committee may exercise the powers of the association:
  - (a) to borrow, raise or secure the payment of amounts as decided at a general meeting by a special resolution; and
  - (b) to secure the amounts mentioned in sub-subsection (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 charged upon the whole or part of the association's property, both present and future; and
  - (c) to borrow amounts from member clubs and pay interest on the amounts borrowed; and
  - (d) to mortgage or charge the whole or part of its property as decided at a general meeting by a special resolution ; and
  - (e) to invest in a way decided from time to time at a general meeting by a special resolution; and
  - (f) to enter into a contract decided at a general meeting by a special resolution.

For sub-subsection (c) 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 the financial institution for the association; or if there is more than one financial institution for the association, the financial institution nominated by the association.

## **19. MEETINGS OF THE COMMITTEE**

- (1) Subject to these rules, the committee may meet and conduct its proceedings as it considers appropriate.
- (2) The committee must meet at least once every 4 months to discharge its function.
- (3) Except for a special meeting, the secretary must give written notice of the time and place of a meeting to each committee member and to each member club at

least 21 days before the day of a meeting. This written notice of a meeting must call for proposed resolutions and supporting statements for items of business to be considered at the meeting.

- (4) Except for a special meeting, the secretary must issue an agenda to each committee member, to each authorised delegate, and to each member club at least 7 days before the day of the meeting. The agenda issued for committee meetings must have attached a notice of proposed resolutions and a supporting statement, if any, for each item of business except for:
- (a) accepting apologies for absence from the meeting;
  - (b) confirmation of the minutes of the previous meeting;
  - (c) receiving and endorsing correspondence;
  - (d) receiving the financial statement;
  - (e) passing accounts for payment;
  - (f) receiving reports;
  - (g) adjourning the meeting;
  - (h) deciding a vote of thanks; and
  - (i) deciding the time and place for the next meeting.

To remove any doubt it is declared that the intent of this subsection is to ensure committee members have sufficient information and timely notice to establish their position on a proposed resolution or item of business, and, if applicable, vote in absentia.

- (5) If the secretary receives a written request signed by at least 33% of the committee members, the secretary must call a special meeting of the committee. 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; and
  - (c) proposed resolutions and any explanation about the business to be considered at the meeting.
- (6) The secretary must give each committee member, each authorised delegate, and each member club at least 14 days notice of a special meeting of the committee. 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; and
  - (c) any proposed resolution and explanation about the business to be considered at the meeting.
- (7) A committee member may vote in absentia using an absent voting form as in Appendix 2. The completed form must be submitted to the secretary before the meeting and may be submitted by electronic mail. If the secretary receives an absent voting form from a committee member before the start of a meeting:
- (a) the form must be tabled by the chairman at the meeting prior to discussion on any of the resolutions listed on the form; and
  - (b) a vote entered on an absent voting form by a committee member not present at the meeting must be counted when the resolution or question is decided at the meeting, unless the resolution is amended and the meeting decides that the amended resolution does not conform substantially with the original intent of the person who signed the form; and
  - (c) the form must be attached to the minutes of the meeting and retained in committee records.

- (8) At a committee meeting, more than 50% of the authorised delegates elected or appointed to the committee as at the close of the last annual general meeting form a quorum, subject to a resolution decided at a meeting of the association. An appointed secretary shall not be counted as part of the quorum. A meeting of the association may vary the number of authorised delegates required to form a quorum for meetings of the committee if authorised delegates of member clubs elected to the committee were unable to attend committee meetings because of the time required to travel to committee meetings. A meeting of the association may decide to exclude affected authorised delegates from the sum when calculating a quorum for meetings of the committee.
- (9) Unless votes are equal, a question arising at a committee meeting is to be decided by a majority vote of the sum of:
- (a) committee members present at the meeting; and
  - (b) committee members not present at the meeting whose vote is recorded on an absent voting form held by the chairman.

If the votes on a question arising at a committee meeting are equal, the question is to be decided in the negative.

- (10) Subject to section 22, a resolution of the committee about which notice has not been given has no effect, unless the resolution is an amendment to a resolution about which notice has been given or is a resolution about an item of business listed as an exception in sub-subsection (4).
- (11) A committee member must not vote on a question about a contract or proposed contract with the association if the committee member has an interest in the contract or proposed contract, and if the committee member does vote the committee member's vote must not be counted.
- (12) The secretary must record minutes of committee meetings. The minutes must include
- (a) the names of committee members present; and
  - (b) the names of committee members who voted using a proxy form; and
  - (c) each resolution decided by the meeting.

The secretary must circulate the unconfirmed minutes of each committee meeting to each committee member and other delegates and each member club and associate member club within 14 days of the meeting and the minutes must be confirmed by a vote at the next committee meeting. The confirmed minutes must be signed by the chairman of the meeting, or the chairman of the next committee meeting, verifying their accuracy.

- (13) Minutes of committee meetings must be open for inspection at all reasonable times by an authorised delegate or office-holder of a member club or associate member club who previously applies in writing to the secretary for that inspection.
- (14) The president, or if there is no president or if the president is not present within 10 minutes after the time fixed for a committee meeting, the vice-president is to preside as chairman at the meeting. If the president and vice-president are absent from a committee meeting, the committee members present may choose 1 of their number to preside as chairman at the meeting.
- (15) If a quorum is not present within 30 minutes after the time fixed for a committee meeting called on the request of committee members, the meeting lapses. If a quorum is not present within 30 minutes after the time fixed for a committee meeting called other than on the request of committee members, the meeting is to be adjourned to:
- (a) the same day, time and place in the next week; or

(b) a day, time and place decided by the committee.  
If, at an adjourned meeting a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **20. DELEGATION OF COMMITTEE POWERS**

The committee may delegate the whole or part of its powers to a sub-committee consisting of individual members and authorised delegates of member clubs considered appropriate by the committee. The subcommittee may only exercise delegated powers in the way the committee decides. Subject to any decision by the committee, a subcommittee may meet and conduct its proceedings as it considers appropriate.

## **21. ACTS BY COMMITTEE NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

An act performed by the committee, a subcommittee or a person acting as a committee member is taken to have been performed validly, even if the act was performed when:

- (a) there was a defect in the appointment of a committee member, subcommittee or person acting as a committee member; or
- (b) a committee member, subcommittee member or person acting as a committee member was disqualified from being a committee member.

## **22. COMMITTEE MEETINGS AND RESOLUTIONS BY OTHER FORMS OF COMMUNICATIONS**

- (1) A written resolution signed by each committee member for the time being entitled to receive notice of a committee meeting is as valid and effectual as if it had been passed at a committee meeting that was properly convened and held. Such resolution may consist of several documents in like form each signed by 1 or more members of the committee. Any resolution made under this subsection is to be recorded in the minutes of the next meeting of the committee.
- (2) The management committee may hold meetings convened and recorded by minutes in accordance with Section 19, or allow committee members to take part in meetings convened and recorded by minutes in accordance with these rules, by radio, telephone, video link or another form of communication. A resolution passed at a meeting convened in accordance with these rules where one or more committee members vote by radio, telephone, video link or another form of communication shall be deemed to have been passed at a meeting of the committee held on that day and at that time.
- (3) If a matter requires urgent resolution, not less than a quorum of committee members must be contacted to decide the matter. Any decision made under this subsection must be ratified by resolution at the next meeting of the committee. No decision may be made under this provision to admit a new member club or associate member club, to change the membership status of any existing member club or associate member club, to spend money except for postal or telephone costs, or to invest money.

## **23. MEETINGS OF THE ASSOCIATION**

- (1) Association meetings may be:
  - (a) annual general meetings; or
  - (b) general meetings.

- (2) The secretary must give at least 28 days notice of a meeting of the association.  
Notice of a meeting must:
- (a) be in writing; and
  - (b) state the day, time, and place of the meeting; and
  - (c) subject to these rules, state each proposed resolution to be considered at the meeting; and
  - (d) state each other item of business to be considered at the meeting; and
- (3) The secretary must provide member clubs and authorised delegates with a supporting statement for each proposed resolution and other item of business to be considered at a meeting, except for:
- (a) accepting apologies for absence from the meeting;
  - (b) confirmation of the minutes of the previous meeting;
  - (c) receiving and endorsing correspondence;
  - (d) receiving the financial statement;
  - (e) passing accounts for payment except amounts greater than the limit imposed on committee expenditure by a general meeting;
  - (f) receiving reports;
  - (g) adjourning the meeting;
  - (h) deciding a vote of thanks; and
  - (i) deciding the time and place for the next meeting.

To remove any doubt it is declared that the intent of this subsection is to ensure members and their authorised delegates have sufficient information and timely notice to establish their position and, if required, vote in-absentia on resolutions that are not routine matters.

- (4) A resolution about which notice has not been given has no effect, unless the resolution is an amendment to a resolution about which notice has been given or is an item of business listed as an exception in sub-subsection (3).
- (5) A member club may enter a proxy direction using the form in Appendix 1 of these rules. The completed form must be received by the secretary no later than the day before the meeting if by electronic mail or two days before the meeting if by post.
- (6) If the secretary receives a completed proxy form from a member club at least one day before the meeting if by electronic mail or two days before the meeting if by post:
- (a) the proxy form must be tabled by the chairman as the first item of business at the meeting; and
  - (b) the person appointed as proxy shall exercise the authority granted to him or her by the proxy form provided no authorised delegate for the club is present at the meeting. Where a resolution nominated on the proxy form is amended and the meeting decides that the amended resolution does not conform substantially with the original intent of the person who signed the proxy form then the person nominated as proxy may not vote on that resolution on behalf of that club; and
  - (c) the proxy form must be attached to the minutes of the meeting and retained in association records .
- (7) A written notice of a meeting of the association and written notice required by these rules must be sent to all member clubs and associate member clubs and authorised delegates and committee members, unless these rules require written notice to be sent to a member club only or associate member club only or authorised delegate only or committee member only.
- (8) The annual general meeting must be held each year:

- (a) within 5 months after the end of the association's previous financial year; and
  - (b) at a time and place decided by the committee.
- (9) The business to be transacted at every annual general meeting must be:
- (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) electing members of the committee;
  - (d) appointing a secretary if one is not elected at the meeting;
  - (e) appointing an auditor or an accountant for the present financial year. The auditor or accountant must be qualified as required by section 58 of the Associations Incorporation Act 1981;
  - (f) setting fees;
  - (g) deciding any reduction (but not to below 3) in the number of clubs represented by authorised delegates that may form a quorum for meetings of the association until the next annual general meeting.

To remove any doubt it is declared that the intent of sub-subsection (g) is to enable an annual general meeting of the association to reduce the number of clubs that must be represented by authorised delegates in order to form a quorum for meetings of the association by recognising that authorised delegates of some member clubs may not be able to attend meetings of the association because of travelling time.

- (10) The secretary must call a general meeting after:
- (a) being directed to call the meeting by the committee; or
  - (b) being given a written request signed by:
    - (i) at least 33% of the authorised delegates presently on the committee; or
    - (ii) at least the number of member clubs equal to the number of authorised delegates presently on the committee plus 1.

A request mentioned in this subsection must state why the general meeting is being called.

- (11) The presence of authorised delegates for five member clubs at a meeting forms a quorum, subject to a resolution to reduce the quorum size decided at the most recent annual general meeting of the association.
- (12) No business may be conducted at a meeting of the association unless a quorum of authorised delegates is present when the meeting proceeds to business. If a quorum is not present within 30 minutes after the time fixed for a meeting called other than on the request of committee members or member clubs of the association, the meeting is to be adjourned to:
- (a) the same day, time and place in the next week; or
  - (b) a day, time and place decided by the committee. If, at an adjourned meeting, a quorum is not present within 30 minutes after the time fixed for the meeting, the authorised delegates present form a quorum. If a quorum is not present within 30 minutes after the time fixed for a meeting of the association called on the request of committee members or member clubs of the association, the meeting lapses.
- (13) The chairman may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place. If a meeting is adjourned under this subsection, only the

- business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (14) The secretary is not required to give the member clubs 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. 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.
- (15) Subject to these rules, at each meeting:
- (a) the president is to preside as chairman or, if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act as chairman, the vice-president is to preside as chairman or, if the vice-president is absent or unwilling to act as chairman, the authorised delegates present may elect 1 of their number to be chairman of the meeting; and
  - (b) the chairman must conduct the meeting in a proper and orderly way; and
  - (c) a member club is entitled to one vote, with the vote being cast by an authorised delegate for the club or in the absence of an authorised delegate, by a person appointed by the club as a proxy, subject to these rules; and
  - (d) a special resolution must be carried by at least  $\frac{3}{4}$  of the votes cast; and
  - (e) a resolution other than a special resolution must be carried by more than 50% of the votes cast; and
  - (f) the chairman has a primary vote. Except for a special resolution if the votes are equal the chairman also has a casting vote; and
  - (g) voting may be by show of hands, unless at least 20% of the authorised delegates present and entitled to vote demand a secret ballot; and
  - (h) a proxy form is taken to confer authority to demand or join in demanding a secret ballot; and
  - (i) if a secret ballot is held, the chairman must appoint 2 authorised delegates to conduct the secret ballot in the way the chairman decides; and
  - (j) the result of a secret ballot as declared by the chairman is taken to be the resolution of the meeting at which the ballot was held; and
  - (k) the secretary must record full and accurate minutes of:
    - (i) the name of each authorised delegate present; and
    - (ii) the name of each member club that voted using a proxy form; and each resolution decided by the meeting.
- (16) The secretary must circulate the unconfirmed minutes of each meeting to each member club and each associate member club and each authorised delegate within 14 days of the meeting and the minutes must be confirmed by a vote at the next meeting. The confirmed minutes of each meeting must be signed by the chairman of the meeting or the chairman of the next meeting, verifying their accuracy.
- (17) Minutes of meetings must be available for inspection by member clubs and associate member clubs at all reasonable times by any authorised delegate or office-holder of a member club or associate member club who previously applies to the secretary in writing for the inspection.
- (18) If a meeting cannot be properly convened to decide a question requiring urgent resolution, not less than 75% of the members of the association must vote to decide the question using any form of communication. A question requiring urgent resolution must be decided by a majority of the members who vote on the

question. Any decision made under this subsection must be ratified by resolution at the next general meeting.

#### **24. BY-LAWS**

- (1) The committee may make, amend or repeal bylaws, not inconsistent with these rules, for the internal management of the association. Bylaws must be decided at meetings convened in accordance with section 19. A bylaw may be set aside by a vote at a general meeting of the association.
- (2) The bylaws must be available for viewing by member clubs and associate member clubs in printed form at each meeting. A printed copy of the bylaws must be provided to a member club or associate member club or authorised delegate by the secretary upon payment of a fee decided by the committee.
- (3) The secretary must notify member clubs and associate member clubs and authorised delegates of any change to the bylaws within 30 days of the committee changing the bylaws.

#### **25. ALTERATION OF RULES AND ACCESS TO THE RULES**

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting. However, an amendment, repeal or addition is valid only if it is registered by the chief executive responsible for administering the Act.
- (2) These rules must be available for viewing by member clubs and associate member clubs on the association website and must be available for viewing in printed form at each meeting. A printed copy of the rules must be provided to a member club or associate member club or authorised delegate by the secretary after payment of a fee decided by the committee.

#### **26. COMMON SEAL**

- (1) The committee must ensure the association has a common seal. The common seal must be:
  - (a) kept securely by the committee; and
  - (b) used only under the authority of the committee.
- (2) Each instrument to which the seal is attached must be signed by a committee member and countersigned by:
  - (a) the secretary; or
  - (b) another committee member; or
  - (c) an authorised delegate appointed by the committee.

#### **27. FUNDS AND ACCOUNTS**

- (1) The funds of the association and monies collected from member clubs to pay insurance premiums must be kept in an account or accounts in the name of the association in a financial institution decided by the committee. Monies collected from member clubs to pay insurance premiums must be accounted for separately.
- (2) Records and accounts of the association must comply with the requirements of section 9 of the Associations Incorporation Regulation 1999 (the Regulation). The committee must ensure the association complies with the accounting requirements contained in Schedule 5 to the Regulation.
- (3) All amounts must be deposited in the financial institution accounts as soon as practicable after receipt.

- (4) A cheque must be drawn to pay amounts required to be paid by cheque under schedule 5 of the Regulation, and the cheque must be signed by any 2 of the following:
  - (a) the president;
  - (b) the secretary;
  - (c) the treasurer;
  - (d) another committee member authorised by the committee for the purpose.
 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed "not negotiable".
- (5) A petty cash account must be kept on the imprest system, and the committee must decide the amount of petty cash to be kept in the account. The petty cash amount decided must not exceed the amount specified for petty cash in schedule 5 of the Regulation.
- (6) Except for expenditure approved by a general meeting, all expenditure must be approved or ratified at a committee meeting and recorded in the minutes of the meeting.
- (7) The treasurer must, as soon as practicable after the end of each financial year ensure a statement containing the following particulars is prepared:
  - (a) the income and expenditure for the financial year just ended;
  - (b) the association's assets and liabilities at the close of the year;
  - (c) the mortgages, charges and securities affecting the property of the Association at the close of the year.
  - (d) to meet the requirements as provided in section 59 of the Associations Incorporation Act 1981.
- (8) The auditor or accountant appointed by the association must be qualified as required by section 58 of the Associations Incorporation Act 1981. The auditor or accountant must examine the statement prepared under this section and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- (9) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

## **28. DOCUMENTS**

- (1) The committee must ensure the safe custody of books, documents, instruments of title and securities of the association.
- (2) The association must keep its financial records:
  - (a) in Queensland; and
  - (b) for at least 7 years.

## **29. FINANCIAL YEAR**

The financial year of the association closes on 31 January in each year.

## **30. DISTRIBUTION OF SURPLUS ASSETS**

- (1) This section applies if the association:
  - (a) is wound-up under part 10 of the Act, and
  - (b) has surplus assets. In this section surplus assets has the meaning given by section 92(3) of the Act.
- (2) The surplus assets must not be distributed among member clubs. The surplus assets must be given to another entity or entities:
  - (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.
- (3) Insurance premium payments or prepayments made by member clubs and associate member clubs and held by the association are to be repaid to those member clubs and associate member clubs.

### **31. FIRST GENERAL MEETING**

- (1) The first general meeting must be held not less than 1 month, and not more than 3 months, after the day the association is incorporated.
- (2) The management committee must decide where the meeting is to be held.
- (3) The business to be conducted at the first general meeting must include the appointment of an auditor or accountant, qualified as required by section 58 of the Associations Incorporation Act 1981.

### **32. FIRST ANNUAL GENERAL MEETING**

The first annual general meeting must be held within 18 months after the day the association is incorporated.

### **33. WORDS AND EXPRESSIONS TO HAVE MEANING IN ACT**

A word or expression that is not defined in these model rules, but is defined in the *Associations Incorporation Act 1981* has, if the context permits, the meaning given by the Act.

### **34. SUPPLY OF MINUTES AND FINANCIAL REPORTS**

- (1) A copy of the minutes of the most recent annual general meeting must be supplied by the secretary within twenty-eight (28) days of a request from any member club or associate member club or from any individual member of a member club or associate member club and payment of a reasonable fee decided by the committee.
- (2) A copy of the most recent annual financial statement must be supplied by the secretary within twenty-eight (28) days of a request from a member club or associate member club or from any individual member of a member club or associate member club and payment of a reasonable fee decided by the committee.



**APPENDIX 2. ABSENT VOTING FORM TO BE USED FOR COMMITTEE MEETINGS OF BUSHWALKING QUEENSLAND INCORPORATED**

This form may **ONLY** be used by a committee member to vote for or against a resolution or resolutions at a committee meeting of Bushwalking Queensland Incorporated (BWQ inc) as described below.

I, being \* president  
          \* vice president  
          \* treasurer (\* delete where not applicable) of  
          \* elected secretary  
          \* assistant secretary

Bushwalking Queensland Incorporated, direct that the the following votes (one per resolution) be counted on my behalf at the committee meeting of Bushwalking Queensland Incorporated to be held on the .....day of.....20.... and at any adjournment of the meeting.

Insert wording of resolution(s) below. The resolution(s) must be listed on the meeting agenda already circulated by the secretary.

Yes    No

Insert further Yes/No boxes and resolutions or special resolutions as required

Signed this the .....day of.....20....

Signature.....

Name (printed).....