

CONSTITUTION
QUEENSLAND NATURALISTS' CLUB INC

IA 01330

ABN 22 586 275 203

1 Interpretation

(1) In these rules: -

Act means the Associations Incorporation Act 1981.

present: -

(a) at a Council meeting, see rule 22(6); or

(b) at a general meeting, see rule 33(2).

(2) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2 Name

The name of the Club is the Queensland Naturalists' Club Inc (hereinafter referred to as "the Club").

3 Objects

The objects of the Club are: -

(1) To study all branches of natural history;

(2) To promote, foster, develop and assist

i. the study of the natural environment and the native fauna and flora;

ii. the protection and enhancement of the natural environment;

iii. the dissemination and application of knowledge and information in relation to native fauna and flora;

(3) To keep and preserve records of Club excursions and other casual observations on natural history;

(4) To hold meetings for the sharing of information and the benefit of members and visitors;

(5) To participate in joint projects and activities with other compatible groups for the better attainment of the objects;

- (6) To print and publish the journal titled “The Queensland Naturalist”, a Club newsletter titled “QNC News” and such occasional publications as the Club may think desirable for the furtherance of its objects.

4 Powers

- (1) The Club has the powers of an individual.
- (2) The Club may, for example: -
 - (a) enter into contracts; and
 - (b) acquire, hold, deal with and dispose of property; and
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The Club has taken over the funds and other assets and liabilities of the previously unincorporated association known as the Queensland Naturalists’ Club, and continues to be entitled to take over any existing or future assets of the former unincorporated association.
- (4) The Club may also issue secured and unsecured notes, debentures and debenture stock for the Club.

5 Classes of membership

Membership of the Club is limited to natural persons 18 years of age and over.

- (1) The classes of membership of the Club shall be: -
 - (a) Ordinary
 - (b) Life
 - (c) Special Life
 - (d) Guest

- (2) Description of classes of Membership

- (a) Ordinary members;

The number of ordinary members is unlimited.

- (b) Special Life Members

All Special Life Members at the date of commencement of this amended constitution shall continue to enjoy the same rights and privileges as provided under the previous constitution being the rights of an ordinary member but exempt from the payment of membership fees during the continuance of their membership.

After the date of commencement of this amended constitution no person may be granted Special Life Membership.

(c) Life Members.

By recommendation of the Council, endorsed at a general meeting, any Member who has rendered notable contribution to knowledge of natural history, or service to the Club, and in the opinion of the Council is worthy of the honour, may be elected a Life Member of the Club.

The spouse of a Life Member may, at the discretion of Council, be offered life membership of the Club without any other qualification.

The number of Life Members may be limited as determined from time to time by Council.

A Life Member has the rights of an ordinary member but shall be exempt from the payment of membership fees.

(d) Guest members.

Guest membership may, upon request, be granted to a person by Council, by the Excursion Secretary or a delegate of the Excursion Secretary. Every excursion leader shall for this rule be a delegate of the Excursion Secretary. Guest membership may continue only for the specified term for which it is granted and shall end at the expiration of the term unless sooner terminated. Guest membership may be withdrawn should the Excursion secretary form the view that the Guest is acting in breach of any law; in a way inconsistent with the Clubs rules and by-laws or in a way that may cause the Club to be brought into disrepute. No appeal shall lie from a decision to terminate the membership of a Guest member.

A Guest member shall: -

- i. Not be liable to pay any membership fees;
- ii. Not be entitled to receive notice of meetings;
- iii. Not be entitled to attend or be heard at any general meeting or annual general meeting unless invited by Council;
- iv. Not be entitled to vote at any general meeting or annual general meeting; but
- v. May attend Club excursions or functions and may use and enjoy Club facilities.

On matters concerning Guest membership this rule 5(2)(d) shall prevail over the provisions of rules 8, 9, 10 and 11 in relation to the admission of, the ending of or appeals about Guest memberships.

6 New membership

- (1) An application for membership must be: -
 - (a) in writing;
 - (b) signed by the applicant; and
 - (c) in the form decided by the Council.

7 Membership Fees

- (1) Membership fees are payable annually.
- (2) The annual membership fee for each ordinary membership and for each other class of membership (if any): -
 - (a) is the amount decided by Council from time to time; and
 - (b) is payable when, and in the way Council decides.
- (3) Council may, by a by-law, prescribe concessional fee rates for ordinary membership where Council considers it appropriate to do so having regard to hardship, disability, spouse relationships or other special circumstances.
- (4) Members shall be notified of the membership fees for the following year not less than 21 days prior to the due date.
- (5) All membership fees shall become due and payable in advance on the first day of July in every year.
- (6) A member shall be unfinancial if his/her membership fee is not paid by the last day of December in the same year; and

8 Admission and rejection of new members

- (1) The secretary must consider an application for membership after receipt of: -
 - (a) the application for membership; and
 - (b) the appropriate membership fee for the application.
- (2) The application shall be in the form prescribed by Council from time to time and must include: -
 - (a) a notice to the Applicant stating whether or not the Club has public liability insurance; and
 - (b) if the Club has public liability insurance - the amount of the insurance;
 - (c) a notice to the Applicant indicating where copies of the constitution and by-laws may be located;
 - (d) the applicant's agreement to be bound by the constitution and by-laws .

- (3) The applicant must be accepted as a member for the class of membership applied for where the secretary is satisfied the applicant has duly executed the application for membership and is eligible for the class of membership applied for.
- (4) The secretary of the Club must, as soon as practicable after the secretary decides to accept or reject an application, give the applicant a written notice of the decision.
- (5) Names of new members will be published in the Club's newsletter "QNC News" following their admission.
- (6) This rule 8 does not apply to a request or application for Guest membership.

9 When membership ends

- (1) A member may resign from the Club by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect at: -
 - (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice - the later time.
- (3) The Council may terminate a member's membership if the member: -
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for at least 6 months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Club.
- (4) Before the Council terminates a member's membership, Council must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the Council decides to terminate the membership, the secretary of the Council must give the member a written notice of the decision.

10 Appeal against rejection or termination of membership

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

- (4) This rule does not apply to the rejection or termination of Guest membership.

11 General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held within 2 months after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) Also, the Council and the members of Council who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

12 Register of members

- (1) The Council must keep a register of members of the Club.
- (2) The register must include the following particulars for each member: -
 - (a) the full name of the member;
 - (b) the postal or residential address of the member;
 - (c) if the member has an email address the email address of the member;
 - (d) the date of admission as a member;
 - (e) the date the member's membership ended;
 - (f) details about the termination or reinstatement of membership;
 - (g) any other particulars Council or the members at a general meeting decide.
- (3) The register must be available for inspection by members of the Club upon prior notice to the secretary and at reasonable times.
- (4) A member must contact the secretary to arrange the time and date for the inspection of the register and the means by which the register will be presented. The secretary may decide to present the register in electronic form.
- (5) However, the Council may, on the application of a member of the Club, withhold information about the member (other than the members full name) from the register if the Council has reasonable grounds for believing the disclosure of the information may put the member at risk of harm.

13 Prohibition on use of information on register of members

- (1) A member of the Club must not:
 - (a) use information obtained from the register of members of the Club to contact, or send material to, another member of the Club for the purpose of advertising generally and in particular 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 Club for the purpose of advertising for political, religious, charitable or commercial purposes.
 - (c) use information obtained from the register of members of the Club in circumstances where a reasonable person would consider that the information is likely to be used in a manner that is injurious to the interests of the Club or any member of the Club.
- (2) Subrule (1) does not apply if the use or disclosure of the information is approved by the Club or required by law.

14 Appointment or election of secretary

- (1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
 - (a) a member of the Club elected by the Club as secretary; or
 - (b) any of the following persons appointed by the Council as secretary-
 - (i) a member of the Club's Council;
 - (ii) another member of the Club;
 - (iii) another person.
- (2) If a vacancy happens in the office of secretary, the members of the Council must ensure a secretary is appointed or elected for the Club within 1 month after the vacancy happens.
- (3) If Council appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on Council, the person does not become a member of Council.
- (4) However, if Council appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on Council, the person becomes a member of Council.
- (5) If Council appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of Council.
- (6) In this rule - **casual vacancy**, on Council, means a vacancy that happens when an elected member of Council resigns, dies or otherwise stops holding office.

15 Removal of secretary

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

16 Functions of secretary

The secretary's functions include, but are not limited to: -

- (a) calling meetings of the Club, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Club; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the Club; and
- (d) ensuring that the register of members of the Club is maintained.

17 Membership of Council

- (1) The Council of the Club consists of a President, Vice President, Secretary, Treasurer, Excursion Secretary, Editor, Newsletter Editor, Librarian (with facebook responsibilities), Lanternist (audio visual co-ordinator), Webmaster, Immediate Past President and up to four additional councillors.
- (2) A member of the Council, other than a secretary appointed by the Council under rule 15(1)(b)(iii), must be a member of the Club.
- (3) At each annual general meeting of the Club, the members of the Council must retire from office, but are eligible, on nomination, for re-election.
- (4) A member of the Club may be appointed to a casual vacancy on Council under rule 21.

18 Electing the Council

- (1) A member of Council may only be elected as follows: -
 - (a) any 2 members of the Club may nominate another member (the candidate) to serve as a member of Council;
 - (b) the nomination must be: -
 - (i) in writing; and

- (ii) signed by the candidate and the members 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 be held;
 - (c) each member of the Club present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on Council;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person: -
- (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (3) The Secretary must make available to any member upon request a list of the candidates names with the names of the members who nominated each candidate.
- (4) If required by Council, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) Council must ensure that, before a candidate is elected as a member of Council, the candidate is advised: -
- (a) whether or not the Club has public liability insurance; and
 - (b) if the Club has public liability insurance - the amount of the insurance.

19 Resignation, removal or vacation of office of Council member

- (1) A member of Council may resign from the Council by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at: -
 - (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice - the later time.
- (3) A member may be removed from office at a general meeting of the Club if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the members removal from office under this rule.

- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

20 Vacancies on Council

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

21 Functions of Council

- (1) Subject to these rules or a resolution of the members of the Club carried at a general meeting, Council has the general control and management of the administration of the affairs, property and funds of the Club.
- (2) The Council has authority to interpret the meaning of these rules and any matter relating to the Club on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- (3) The Council may exercise the powers of the Club: -
- (a) to borrow, raise or secure the payment of amounts in a way the members of the Club decide; and
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Clubs property, both present and future; and
 - (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Club; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the Club may from time to time decide.

- (4) For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by: -
 - (a) the financial institution for the Club; or
 - (b) if there is more than 1 financial institution for the Club - the financial institution nominated by Council.

22 Meetings of Council

- (1) Subject to this rule, Council may meet and conduct its proceedings as it considers appropriate.
- (2) Council must meet at least once every 2 months to exercise its functions.
- (3) Council must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by Council.
- (5) Council may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of Council must not vote on a question about a contract or proposed contract with the Club if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (9) The president is to preside as chairperson at a Council meeting.
- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for a Council meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

23 Quorum for, and adjournment of, Council meeting

- (1) At a Council meeting, more than 50% of the members of Council holding office at the time of the meeting form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a Council meeting called on the request of members of the committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a Council meeting called other than on the request of the members of the committee: -
 - (a) the meeting is to be adjourned for at least 1 day; and

- (b) the members of Council who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

24 Special meeting of Council

- (1) If the secretary receives a written request signed by at least 33% of the members of the Council, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) A request for a special meeting must state: -
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state: -
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (5) A special meeting of Council must be held within 14 days after notice of the meeting is given to the members of Council.

25 Minutes of Council meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Council meeting are made and retained.
- (2) To ensure the accuracy of the minutes, the minutes of each Council meeting may be signed by the chairperson of the meeting and shall be submitted for verification of their accuracy to the next Council meeting.

26 Appointment of subcommittees

- (1) Council may appoint a subcommittee consisting of members of the Club considered appropriate by Council to help with the conduct of the Clubs operations.
- (2) A member of the subcommittee who is not a member of Council is not entitled to vote at a Council meeting.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.

- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (7) The president shall be an ex-officio member of every subcommittee.

27 Acts not affected by defects or disqualifications

- (1) An act performed by Council, a subcommittee or a person acting as a member of Council is taken to have been validly performed.
- (2) Subrule (1) applies even if the act was performed when: -
 - (a) there was a defect in the appointment of a member of Council, subcommittee or person acting as a member of Council; or
 - (b) a Council member, subcommittee member or person acting as a member of Council was disqualified from being a member.

28 Resolutions of Council without meeting

- (1) A written resolution signed by not less than half the number of Councillors holding office is as valid and effectual as if it had been passed at a Council meeting that was properly called and held.
- (2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

29 Annual general meetings

Each annual general meeting must be held: -

- (a) at least once each year; and
- (b) within 6 months after the end date of the Club's reportable financial year.

30 Business to be conducted at annual general meeting of other level 2 incorporated associations

- (1) This rule applies only if the Club is a level 2 incorporated association to which section 59A of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the Club: -
 - (a) receiving the Club's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption;

- (c) electing members of Council;
- (d) appointing an auditor, an accountant or an approved person for the present financial year.

31 Notice of general meeting

- (1) The secretary may call a general meeting of the Club.
- (2) The secretary must give at least 14 days notice of the meeting to each member of the Club.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) Council may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing: -
 - (a) a meeting called to hear and decide the appeal of a person against Council's decision: -
 - (i) to reject the person's application for membership of the Club; or
 - (ii) to terminate the person's membership of the Club;
 - (b) a meeting called to hear and decide a proposed special resolution of the Club.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

32 Quorum for, and adjournment of, general meeting

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

- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

33 Procedure at general meeting

- (1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- (3) At each general meeting: -
 - (a) the president is to preside as chairperson or in the absence of the president the vice president; and
 - (b) if there is no president or vice president present and willing to act within 15 minutes after the time fixed for the meeting, the members present must elect 1 of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

34 Voting at general meeting

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member is unfinancial.
- (4) The method of voting is to be decided by Council.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.

- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

35 Special general meeting

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

36 Proxies

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

Queensland Naturalists' Club Inc:

I, of, being a member of the Club,
appoint of as my proxy to vote for me on my

behalf at the (annual) general meeting of the Club, to be held on the.....day of.....20..... and at any adjournment of the meeting.

Signed this day of 20 .

Signature

- (2) The instrument appointing a proxy must: -
 - (a) if the appointor is an individual - be signed by the appointor or the appointor's attorney properly authorised in writing; or
 - (b) if the appointor is a corporation -
 - (i) be under seal; or
 - (ii) be signed by a properly authorised officer or attorney of the corporation.
- (3) A proxy may be a member of the Club or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form: -

Queensland Naturalists' Club Inc:

I,of....., being a member of the Club, appoint of..... as my proxy to vote for me on my behalf at the (annual) general meeting of the Club, to be held on the.....day.....of..... and at any adjournment of the meeting.

Signed this day of 20 .

Signature

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

[list the relevant resolutions]

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are made and retained.
- (2) To ensure the accuracy of the minutes: -
 - (a) the minutes of each general meeting may be signed by the chairperson of the meeting, and shall be submitted for verification of their accuracy to the next general meeting; and
 - (b) the minutes of each annual general meeting may be signed by the chairperson of the meeting, and shall be submitted for verification of their accuracy to the next general meeting or annual general meeting.
- (3) If asked by a member of the Club, the secretary must, within 28 days after the request is made: -
 - (a) make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- (4) The Club may require the member to pay the reasonable costs of providing copies of the minutes.

38 By-laws

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

39 Alteration of rules

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

40 Common seal

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

- (b) another member of Council; or
- (c) someone authorised by Council.

40 Funds and accounts

- (1) The funds of the Club must be kept in an account in the name of the Club in a financial institution decided by Council. The Club may operate more than one account and may open accounts with more than one financial institution.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the Club of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following: -
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) any 1 of 3 other members of the Club who have been authorised by Council to sign cheques issued by the Club.
- (6) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- (8) A petty cash account must be kept on the ordinary system, and Council must decide the amount of petty cash to be kept in the account.
- (9) All expenditure must be approved or ratified at a Council meeting.

42 General financial matters

- (1) On behalf of Council, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the Club must be used solely in promoting the Club's objects and exercising the Club's powers.

43 Documents

- (1) Council must ensure the safe custody of books, documents, instruments of title and securities of the Club.

44 Financial year

- (1) The end date of the Club's financial year is 30 November in each year.

45 Distribution of surplus assets to another entity

- (1) This rule applies if the Club: -
 - (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the Club.
- (3) The surplus assets must be given to another entity: -
 - (a) having objects similar to the Club's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) For the meaning of **surplus assets** in this rule see section 92(3) of the Act.