
Noosa Parks Association Inc.

Constitution and Rules

1. NAME.

The name of the incorporated association shall be Noosa Parks Association Inc.

2. OBJECTS.

The objects for which the Association is established are:

- (1) Protection of the natural environment within the greater Noosa-Cooloola region;
- (2) Encouraging sustainable human behaviour and built environments within the greater Noosa-Cooloola region; and
- (3) Establishing environment and/or information centres, and conducting direct action projects and public education forums and campaigns, to assist in the achievement of (1) and (2) above.

3. POWERS.

The powers of the Association are:

- (1) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 28(10);

- (2) In furtherance of the objects of the Association, to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
- (3) To purchase, take on lease or in exchange, hire or otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Association; Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (4) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (5) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- (6) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- (7) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, building, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;

- (8) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit, subject where applicable to Regulation 32(14) of the Collections Regulations 1975;
- (9) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (10) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts and obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- (11) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay off any such securities.
- (12) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (13) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (14) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers or others;

- (15) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (3);
- (16) To take such steps by written or personal appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (17) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (18) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 28(10);
- (19) In furtherance of the objects of the Association to purchase or otherwise acquire or undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (20) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (21) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- (22) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.
- (23) To set up a Gift Fund to be known as the Noosa Parks Association Inc Gift Fund to which members of the general public shall be invited to contribute. This

fund shall comply with Section 78 AB of the Income Tax Assessment Act 1936 and shall be used solely for purposes as expressed or implied in Section 2 OBJECTS above and any disbursements made from the fund to other organizations or individuals shall be exclusively for environmental purposes expressed or implied in that section and not be influenced by the expressed preference or interest of a particular donor to the fund.

- (24) To set up other funds for specific purposes as the Management Committee deems to be needed from time to time.

4. CLASSES OF MEMBERS.

- (1) The membership of the Association shall consist of Ordinary Members and the following other classes of members:

- (a) Associate Members;
- (b) Honorary Life Members;
- (c) One year Honorary Members.

- (2)

- (a) The number of Ordinary and Associate Members shall be unlimited;
- (b) The number of Honorary Life Members shall be limited and not more than two are to be appointed in any one calendar year.

- (3)

- (a) Any person over the age of eighteen years, having the interests and objectives of the Association at heart, and having signified in writing his or her intention to abide by these rules, is eligible and may be admitted to Ordinary Membership at a properly constituted meeting.

- (b) Any person over the age of fourteen years, but under the age of eighteen years, may be admitted to Associate Membership. Associate Members shall have all the rights of Ordinary Members barring the right to vote.
- (c) The Association may elect by way of resolution at a properly constituted meeting persons of distinction in the field of natural history and conservation or persons who have performed valuable service to the Association as Honorary Life Members who shall be entitled to all the privileges of subscribing members.
- (d) The Association may grant by way of resolution at a properly constituted meeting of the Management Committee a One Year Honorary Membership to non-members who have made a significant contribution to the Association, such members to have all rights of Ordinary Members with the exception of the right to vote. The number of One Year Honorary Memberships granted to non-members in any one year shall not exceed 10.

5. MEMBERSHIP.

- (1) Application for Ordinary or Associate membership of the Association shall be made in writing signed by the applicant, and shall be in such form as the Management Committee from time to time prescribes.

6. MEMBERSHIP FEES.

- (1) The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine.
- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

7. ADMISSION AND REJECTION OF MEMBERS.

- (1) After the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Membership Sub-Committee which shall have the delegated power to approve admission of the applicant, or by the Management Committee.
- (2) The Membership Sub-Committee shall consist of such members of the Management Committee of the Association as the Management Committee from time to time prescribes.
- (3) If the Membership Sub-Committee considers that the application should not be accepted, then the application shall be referred to the next meeting of the Management Committee for determination.
- (4) All applications approved by the Membership Sub-Committee shall be reported to the next meeting of the Management Committee.
- (5) Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

8. TERMINATION OF MEMBERSHIP.

- (1) A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on the later date.
- (2) If a member:
 - (a) is convicted of an indictable offence; or
 - (b) fails to comply with any of the provisions of these rules; or

(c) has membership fees in arrears for a period of two months or more; or

(d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association --

the Management Committee shall consider whether his or her membership shall be terminated.

- (3) The member concerned shall be given a full and fair opportunity of presenting his or her case and if the Management Committee resolves to terminate the membership it shall instruct the Secretary to advise the member in writing accordingly.

9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP.

- (1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of his or her intention to appeal against the decision of the Management Committee.

- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his or her case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership shall likewise have the opportunity of presenting his, her, or their case. The appeal shall be determined by the vote of the members present at such meeting.

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

- (4) A person whose membership has been terminated pursuant to section 8(2) (d), or whose application for membership is rejected, and who does not appeal against the decision of the Management Committee within the time prescribed, or so appeals but the appeal is unsuccessful, shall not be eligible to re-apply for membership of the Association until 2 years has elapsed from

the date of the decision of the management Committee or the date of the decision of the appeal, whichever is later.

10. REGISTER OF MEMBERS.

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

11. MEMBERSHIP OF MANAGEMENT COMMITTEE.

- (1) The Management Committee of the Association:
 - (a) shall consist of a President, 1st Vice-president, 2nd Vice-president, Secretary, Treasurer, and five ordinary committee members; all of whom shall be members of the Association.
 - (b) shall be elected by postal ballot conducted in accordance with these Rules, unless a ballot is not necessary.
- (2) At the annual general meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- (3) The election of officers and other members of the Management Committee shall take place in the following manner:

- (a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
- (b) The nomination, which shall be in writing and signed by the member and the proposer and seconder, shall be lodged with the Secretary at least twenty one days before the annual general meeting at which the election is to take place;
- (c) A list of the candidates' names in alphabetical order, with the proposers' and seconds' names shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least fourteen days immediately preceding the annual general meeting.
- (d) If only one nomination is received for the position of President, 1st Vice-president, 2nd Vice-president, Secretary, or Treasurer, then the candidate nominated is taken to be elected to that position and a ballot for that position is not necessary.
- (e) If five or less nominations are received for the positions of ordinary committee member, then those candidates are taken to be elected as ordinary committee members, and a ballot for those positions is not necessary.
- (f) At the Annual General Meeting, the chairperson shall announce the names of those members of the Management Committee taken to be elected pursuant to Rule 11(3)(d) and/or Rule 11(3)(e).
- (g) If more than one nomination is received for the position of President, 1st Vice-president, 2nd Vice-president, Secretary, or Treasurer, or if more than five nominations are received for the position of ordinary committee member, then a ballot is to be held.
- (h) If insufficient nominations are received to fill all vacancies on the Management Committee, then the remaining vacancies shall be taken to be casual vacancies.

- (4) A ballot for the election of office bearers and ordinary committee members shall be conducted in the following manner:
- (a) The Management Committee must appoint a returning officer for the ballot, and
 - (i) fix the date for forwarding ballot papers to members of the Association,
 - (ii) fix the date for closing of the ballot which shall be not less than fourteen days after the date fixed for forwarding of the ballot papers to members.
 - (b) A member of the Management Committee, or a person nominated for election to the Management Committee, or a person who proposes or seconds a nomination, may not be appointed as returning officer. The returning officer may be assisted in the performance of his or her duties by a person (who would be eligible to be a returning officer) appointed by the returning officer.
 - (c) The returning officer must prepare a roll of the full names and addresses of the members of the Association who are eligible to vote in the ballot. A person shall not be entitled to vote in the ballot if his or her annual subscription is more than one month in arrears at the date fixed for forwarding the ballots to members. Only a person whose name is on the roll is entitled to vote in the ballot.
 - (d) The returning officer must cause ballot papers to be prepared:
 - (i) in such form as the Management Committee determines, and
 - (ii) bearing a mark which identifies each ballot paper as a genuine ballot paper.
 - (e) On the date fixed for forwarding the ballots to members of the Association, the returning officer shall send by post or otherwise deliver to every member entitled to vote in the ballot the following:
 - (i) one ballot paper,
 - (ii) an outer envelope addressed to the returning officer and bearing on the reverse side the name and address of the member,
 - (iii) an inner envelope in which the completed ballot paper is to be enclosed by the member,
 - (iv) instructions for marking and return of the ballot paper, including the date and time for closing of the ballot,
 - (v) candidates profiles and supporting statements (if any), and

- (vi) the names of candidates taken to be elected (if any), pursuant to Rule 11(3)(d) and/or Rule 11(3)(e).
- (f) The returning officer may send a duplicate ballot paper to a member if the returning officer is satisfied that the member has not received a ballot paper or that the original ballot paper has been lost or destroyed. If a duplicate ballot paper is sent, the outer envelope must be marked with the word "Duplicate".
- (g) A member casts a vote in the ballot by:
 - (i) marking the ballot paper according to the instructions, and
 - (ii) sending the ballot paper, in the envelopes provided, to the returning officer.
- (h) The returning officer shall provide a ballot box that must be secured immediately prior to forwarding the ballot papers to members and which must remain secured until the close of the ballot. The returning officer must place all outer envelopes in the ballot box not later than the date and time shown on the ballot paper for the closing of the ballot.
- (i) As soon as practicable after the date and time fixed for the close of the ballot, the returning officer must, in the presence of such scrutineers as may be appointed by the Management Committee, open the ballot box and:
 - (j) Examine the outer envelopes, and
 - (ii) if a duplicate outer envelope has been issued and the original outer envelope is received, reject the original envelope and mark it "rejected", and
 - (iii) mark the voter's name on the roll by drawing a line through the name, and
 - (iv) remove the inner envelopes from the outer envelopes, and
 - (v) when all inner envelopes have been dealt with as above, open all un-rejected inner envelopes and take the ballot papers from them.
- (j) The returning officer must reject as informal any ballot paper that:
 - (i) does not bear a mark identifying it as a genuine ballot paper, or
 - (ii) is so imperfectly marked that the intention of the voter cannot be ascertained by the returning officer, or
 - (iii) has any mark that, in the opinion of the returning officer, will enable the voter to be identified, or

(iv) has not been marked as prescribed on the ballot paper.

(k) The returning officer must count all votes cast and make out and sign a statement of:

(i) the number of formal votes cast, and

(ii) the number of informal votes cast, and

(iii) the number of envelopes marked "rejected", and

(iv) the members of the Management Committee elected by the ballot.

(l) The returning officer must forward a copy of the statement to the person who will be chairperson at the next Annual General Meeting who must announce at that meeting, the names of the members of the Management Committee elected by the ballot.

(m) The returning officer must retain:

(i) all ballot papers (whether formal or otherwise),

(ii) all rejected outer envelopes, and

(iii) all rolls,

used in connection with the ballot, locked in the ballot box, for a period of not less than eight weeks after the date fixed for close of the ballot unless directed in writing by the Management Committee to retain those items for a longer period.

(5) Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary, but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date, or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present his or her case. The question of removal shall be determined by the vote of the members present at such general meeting.

12. VACANCIES ON MANAGEMENT COMMITTEE

(1) The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.

- (2) The continuing members of the Management Committee may act notwithstanding any casual vacancy on the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

13. FUNCTIONS OF THE MANAGEMENT COMMITTEE.

- (1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Management Committee:
 - (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - (b) shall have the authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- (2) The Management Committee may exercise all the powers of the Association:
 - (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charge upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
 - (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright

or as security for any debt, liability or obligation of the Association and to provide and pay off any such securities; and

- (c) to invest in such manner as the members of the Association may from time to time determine.
- (3) The Management Committee shall ensure that all property of the Association shall at all times be insured against, fire, burglary, storm, tempest and other usual risks under a policy of a reputable insurance office.
- (4) The Association shall at all times be indemnified against claims by the public for third party liability under a public risk policy of a reputable insurance office.

14. MEETINGS OF THE MANAGEMENT COMMITTEE.

- (1) The Management Committee shall meet to exercise its functions once in every two calendar months, for a minimum of six times in each calendar year.
- (2) A special meeting of the Management Committee shall be convened by the Secretary or on requisition in writing signed by not less than one third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (3) At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of members, shall constitute a quorum.
- (4) Subject as previously provided in this Rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Management Committee shall be declared by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he or she has a

material and personal interest or any matter arising thereout, and if he or she does so vote the vote shall not be counted.

- (6) Not less than fourteen days' notice shall be given by the Secretary to Members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- (7) The President shall preside as Chair at every meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the First Vice-president shall be Chair, or in his/her absence the Second Vice-president shall be Chair, but if the Second Vice-president is not present at the meeting then the members may choose one of their number to be Chair of the meeting.
- (8) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- (9) The Chair's ruling or decision is final on all questions of order and practice, except upon a motion of disagreement duly moved and carried.

15. SUB-COMMITTEE

- (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- (2) A sub-committee may elect a Chair of its meetings. If no such Chair is elected, or if at any meeting the Chair is not present within ten minutes after the time

appointed for holding the meeting, the members present may choose one of their number to be Chair of the meeting.

- (3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the questions shall be deemed to be decided in the negative.

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

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

18. ANNUAL GENERAL OR GENERAL MEETINGS.

The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Management Committee may determine.

19. The annual general meeting shall be held within four months of the close of the financial year.

20. The business to be transacted at every annual general meeting shall be:

- (1) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year.
- (2) the receiving of the auditor's report upon the books and accounts for the preceding financial year.
- (3) the election of members of the Management Committee; and
- (4) the appointment of an auditor.

21. The Secretary shall convene a special general meeting:

- (1) when directed to do so by the Management Committee. Such direction shall clearly indicate the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
- (2) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than one-tenth of the current number of ordinary members of the Association. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
- (3) on being given notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

22.

- (1) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.

- (2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.
- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee of the Association shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Management Committee shall determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (4) The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

23.

- (1) The Secretary shall convene all general meetings of the Association by giving not less than fourteen days' notice of any such meeting to the members of the Association.
- (2) The manner by which such notice shall be given shall be determined by the Management Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination or his or her membership by the Management Committee shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.
- (3) Members may at any time give the Secretary written notice of motion. Such written notice must be in the Secretary's hands at least twenty-one days before the meeting at which the motion is to be discussed.

- (4) No motion, the effect of which if carried would be to rescind any motion previously passed by the Association or by the Management Committee, shall be admitted unless twenty-one days' notice shall have been given to the Secretary in writing of the intention to move such motion.
24. Unless otherwise provided by these Rules, at every general meeting:
- (1) The President shall preside as Chair, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the First Vice-president shall be the Chair or if the First Vice-president is not present or is unwilling to act then the Second Vice-president shall be Chair or if the Second Vice-president is not present or is unwilling to act then the members present shall elect one of their number to be Chair of the meeting;
 - (2) The Chair shall maintain order and conduct the meeting in a proper and orderly manner;
 - (3) Every question, matter or resolution shall be decided by a majority of votes of the members present;
 - (4) Every member present shall be entitled to one vote and in the case of an equality of votes the Chair shall have a second or casting vote, provided that no member shall be entitled to vote at any general meeting if his or her annual subscription is more than one month in arrears at the date of the meeting;
 - (5) Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chair shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chair shall be deemed to be the resolution of the meeting at which the ballot was demanded;
 - (6) A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a

member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;

- (7) The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of his or her attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy must be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- (8) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the form attached and marked "A" or a form as near thereto as circumstances permit;
- (9) The instrument appointing a proxy shall be deposited with the Secretary at least 14 days prior to commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (10) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee shall be signed by the Chair of that meeting or the Chair of the next succeeding Management Committee meeting verifying their accuracy. Similarly the minutes of every general meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding general meeting; Provided that the minutes of any annual general meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding general meeting or annual general meeting.

25. BY-LAWS.

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

26. ALTERATION OF RULES.

Subject to the provisions of the Associations Incorporation Act 1981, these rules may be amended, repealed or added to by a special resolution carried at any general meeting. However an amendment, repeal or addition is valid only if it is registered by the chief executive.

27. COMMON SEAL.

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

28. FUNDS AND ACCOUNTS.

- (1) The funds of the Association shall be banked in the name of the Association in such bank as the Management Committee may from time to time direct.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of like nature.
- (3) All moneys shall be banked as soon as practicable after receipt thereof.
- (4) All amounts of twenty dollars or over shall be paid by cheque signed by any two of the President, Secretary, Treasurer or other member authorised from time to time by the Management Committee or by electronic funds transfer.

- (5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recouplements which may be open.
- (6) The Management Committee shall determine the amount of petty cash, which shall be kept on the impressed system.
- (7) All expenditure shall be approved or ratified at a Management Committee meeting.
- (8) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:
 - (a) The income and expenditure for the financial year just ended; and
 - (b) The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (9) All such statements shall be examined by the Auditor who shall present his report upon such audit to the Secretary prior to holding the annual general meeting next following the financial year in respect of which such audit was made.
- (10) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association: Provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association, provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses,

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

29. DOCUMENTS.

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

30. FINANCIAL YEAR.

The financial year of the Association shall close on 31 December in each year.

31. DISSOLUTION.

The organisation shall be dissolved:

- (1) if the membership is less than seven persons; or
- (2) if a resolution to that effect is carried by a vote of a three-fourths majority of the financial members in a referendum conducted to consider the question.

The property and other assets of the organisation other than the Gift Fund remaining after the payment of all expenses and other liabilities shall be handed over to some other organisation or organisations (having similar objects or in part similar objects) gifts to which are allowable deductions under the provisions of Section 78 (1) (a) of the Income Tax Assessment Act as the majority of members present at such general meeting, by resolution, may decide.

Adopted at a Special General Meeting of the Noosa Parks Association held at Tewantin on 23rd April 1988.

P Sinclair

President

Amendments registered July 12 1999 (Amendments specially resolved at Special General Meeting on 25th June 1999)

Amendments registered June 29 2010 (With amendments specially resolved at Annual General Meeting on 27th March 2010)

Amendments registered 24 September 2012 (With amendments specially resolved at Annual General Meeting on 10th March 2012)

Amendments registered 20 August 2013 (Amendments specially resolved at Special General Meeting on 13 July 2013)

Amendments registered 22 April 2015 (Amendments specially resolved at Annual General Meeting on 28th March 2015)

“A”

Noosa Parks Association Inc

I, ----- of -----

being a member of the above named Association appoint

----- of -----

or failing him/her, ----- of ----- as my proxy to

vote for me on my behalf at the (annual) general meeting of the Association, to be held on the ----- day of ----- 20 , and at any adjournment thereof.

Signed this ----- day of ----- 20 .

Signature

*In favour of

This form is to use

the resolution.

*Against

* Strike out whichever is not desired (unless otherwise instructed, the proxy may vote as he/she thinks fit):