



THE RULES OF RECONCILIATION QUEENSLAND INCORPORATED

Contents

| | |
|---|---|
| 1. Interpretation | 3 |
| 2. Objects | 4 |
| 3. Powers | 5 |
| 4. Income and Property | 5 |
| 5. Membership | 5 |
| 6. Register of Members | 6 |
| 7. Cessation of Membership | 6 |
| 8. Patrons..... | 7 |
| 9. Appointment or election of secretary | 7 |
| 10. Removal of secretary | 8 |

| | |
|---|----|
| 11. Functions of secretary | 8 |
| 12. Membership of Management Committee | 8 |
| 13. Election of the Management Committee | 9 |
| 14. Vacation of office of Management Committee member | 9 |
| 15. Vacancies on Management Committee | 10 |
| 16. Functions of Management Committee | 10 |
| 17. Meetings of Management Committee | 11 |
| 18. Quorum for Management Committee meeting | 11 |
| 19. Special meeting of Management Committee | 12 |
| 20. Minutes of Management Committee meetings | 12 |
| 21. Resolutions of Management Committee without meeting | 12 |
| 22. Annual General Meeting | 13 |
| 23. Special General Meeting | 13 |
| 24. Notice of General Meetings | 14 |
| 25. Quorum for General Meeting | 14 |
| 26. Proceedings at General Meetings | 15 |
| 27. Voting | 15 |
| 28. Proxies | 15 |
| 29. Minutes of general meetings | 16 |
| 30. By-Laws | 17 |
| 31. Sub-Committees | 17 |
| 32. General Financial Matters | 17 |
| 33. Funds and Accounts | 17 |
| 34. Common Seal | 18 |
| 35. Amendment of Rules | 18 |
| 36. Dissolution | 18 |

The name of the incorporated association is Reconciliation Queensland Incorporated (“the Association”).

1. Interpretation

In the interpretation of these rules:

- 1.1. “Aborigine” or “Aboriginal” means a person who identifies as such and is non trivially of Aboriginal descent.
- 1.2. “Absolute Majority” means the Majority of the serving members of the Management Committee at the time.
- 1.3. “Act” means the *Associations Incorporation Act 1981* (Qld)

- 1.4. "First Nation" means a specific group of First Peoples including their clans who share common traditional language/s, tribal law and custom, culture and custodianship of traditional land estates.
- 1.5. "First Australians" and "First Peoples" means those persons who are an Aborigine/Aboriginal and/or Torres Strait Islander persons and generally replaces the use of these terms in all formal contexts used by the Association.
- 1.6. "Friend of the Association" means any person, including youth whose parent or guardian also consents to their being a Friend of the Association.
- 1.7. "Management Committee" means the committee formed under rule 12.
- 1.8. "Member" means a person or entity who has been accepted as a member of the Association under these rules.
- 1.9. "Officer of the Association" has the same meaning in these rules as it has in the Act.
- 1.10. "Reconciliation" means all Australians working towards a united Australia which respects this land of ours, values the heritage of our First Peoples and provides justice and equity for all.
- 1.11. "Special Resolution" is a resolution considered at a meeting of the Association, at which 28 days' notice has been given for that purpose, and which responses of at least a three quarter majority of members voting in favour to pass.
- 1.12. "Surplus Assets" means the assets after payment of the debts and liabilities remaining on a winding-up of the incorporated association and the costs, charges and expenses of the winding-up.
- 1.13. "Torres Strait Islander" means a person who identifies as such and is non trivially of Torres Strait Islander descent.
- 1.14. These rules are to be interpreted in accordance with the Act.
- 1.15. The Management Committee is responsible for the interpretation of these Rules and regulations.

2. Objects

The objects for which Reconciliation Queensland is established are:

- 2.1. To seek Reconciliation through:
 - a) Understanding and accepting the history of our shared experience between our First Peoples and the wider community;
 - b) Respecting our First Peoples' cultures and identity;
 - c) Recognising that past injustice continues to give rise present injustices for our First Australians;
 - d) Identifying what more needs to be done and making changes within Australian society;
 - e) Revaluing our citizenship to live together with unity and harmony;
- 2.2. To support the development and evaluation of reconciliation strategic and action plans which:
 - a) Make a contribution to addressing our First Peoples' disadvantage;
 - b) Promote equality and recognition of our First Peoples' rights;
 - c) Promote economic independence for our First Peoples;
 - d) Sustain the Reconciliation process;
- 2.3. To use education as a foundation for all reconciliation strategic and action plans;
- 2.4. To establish and administer a peak body ("Forum") of representatives from local community and organisational groups in Queensland established for the purpose of advancing Reconciliation;
- 2.5. To establish and support or aid in the establishment thereof and support, liaise and cooperate on an ongoing basis with any group or association in Queensland having objectives similar to the basic objects of the Association;
- 2.6. To liaise, cooperate with and participate on, as permitted, other associations established with objects consistent with those of the Association;
- 2.7. To monitor and report to the community on progress towards Reconciliation in Queensland;
- 2.8. To promote a process of reconciliation between our First Peoples and the wider Australian community;
- 2.9. To provide a state-wide focus and leadership in working towards Reconciliation;
- 2.10. To promote by leadership, education and discussion a deeper understanding and respect of the shared history of our nation;
- 2.11. To undertake initiatives to reaffirm the human rights of all Australians;
- 2.12. To promote respect and recognition for continuing customary laws, beliefs and traditions;
- 2.13. To facilitate community and business partnerships to achieve social and economic equality for Aborigine/Aboriginal and/or Torres Strait Islander persons.

3. Powers

- 3.1. The Association has the powers of an individual.
- 3.2. The Association may:
- 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.
- 3.3. The Association may take over the funds and other assets and liabilities of the present unincorporated association known as the 'State Reconciliation Committee'.
- 3.4. The Association may issue secured and unsecured notes, debentures and debenture stock.

4. Income and Property

- 4.1. The income and property of the Association however derived must be applied solely towards carrying out its objects and no portion, transferred directly, indirectly, by dividend, bonus or otherwise to any member of it (other than out of pocket expenses);
- 4.2. Nothing in rule 4.1 prevents payment in good faith to an employee of the Association as remuneration for services actually rendered to the Association by the servant, for goods supplied to the Association by the servant or a member in the ordinary course of business, interest on loans at competitive rates, and reasonable and proper rent of premises leased by a servant or member.

5. Membership

- 5.1. The membership of the Association consists of the following classes of members:
- a) Ordinary Members;
 - b) Friends of the Association;
 - c) Corporate Membership;
 - d) Group Membership;
- 5.2. Any person aged 18 years or over who supports the objects of the Association and agrees to be bound by the rules and code of conduct of the Association will be eligible to be admitted as an Ordinary Member.
- 5.3. Any person who could be admitted as an Ordinary Member in accordance with rule 5.2 may be instead admitted as a Friend of the Association.
- 5.4. Any corporation which makes a resolution through its Management Committee to support the objects of the Association and be bound by the rules and code of conduct of the Association will be eligible to be admitted as a Corporate Member.

- 5.5. Any organisation or group including incorporated and unincorporated Associations which makes a resolution through its Management Committee to support the objects of the Association and be bound by the rules and code of conduct of the Association will be eligible to be admitted as a Group Member.
- 5.6. Only Ordinary Members will be eligible to stand for election to the Management Committee.
- 5.7. Any person or entity wishing to apply for membership shall follow the following process:
 - a) Membership shall be proposed by one member and seconded by another member.
 - b) An application for membership must be in writing and signed by the applicant, member who led the proposal, and member who seconded the proposal.
 - c) The Management Committee must consider all applications for membership received and determine the admission or rejection of each applicant.
 - d) Upon acceptance of an application by the Management Committee the applicant shall be a member of the Association upon payment of the first annual subscription.
 - e) The Management Committee must determine the appropriate class of membership for the applicant.
 - f) Should an application be rejected the secretary must give the applicant notice in writing of that rejection. The notice does not need to give reasons for the rejection.

6. Register of Members

- 6.1. A register of members shall be kept to record the status of each member's subscription.
- 6.2. The subscription fees for each class of membership shall be such sum (if any) as the Management Committee shall determine from time to time;
- 6.3. The subscription fees shall be payable annually from 1 July or at such other time as the Management Committee shall determine from time to time;
- 6.4. The Management Committee must ensure that the register of members includes:
 - a) The name of each member;
 - b) The class of membership determined for the member;
 - c) The address including electronic mail addresses for notices, last given by the member;
 - d) The date of becoming a member;
 - e) Particulars of death, resignations, terminations and reinstatements of membership;
 - f) Any further particulars that the Management Committee or members of any General meeting may require from time to time.
- 6.5. A member of the Association must not use or disclose information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.

7. Cessation of Membership

- 7.1. A member may resign from membership of the Association by giving written notice thereof to the Secretary of the Association. Upon acceptance of the resignation by the Management Committee, that person or organisation shall cease to be a member.
- 7.2. The Management Committee may terminate a member's membership if the member:
- a) Is convicted of an indictable offence;
 - b) Does not comply with any of the provisions of these rules; or
 - c) Has membership fees in arrears exceeding 3 months; or
 - d) Has, in the reasonable view of the Membership Committee, conducted himself, herself or itself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 7.3. If the Management Committee decides to terminate a member's membership under rule 7.2, the Management Committee must give written notice to the member of the decision.
- 7.4. A member may give notice to the secretary within 1 month of notice being received of a termination of membership by the Membership Committee that the member intends to appeal. The secretary must call a general meeting to decide the appeal within 1 month of the notice of appeal being received.
- 7.5. A general meeting called to decide the appeal must be held within 3 months of the secretary receiving the notice of appeal and at that general meeting:
- a) 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;
 - b) The Management Committee and the members of the committee 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;
 - c) The appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

8. Patrons

- 8.1. The Management Committee may appoint (and remove) a Patron or Patrons of the Association.
- 8.2. A Patron shall have no formal standing or membership within the Association but will have their support acknowledged by the Members and the Management Committee.

9. Appointment or election of secretary

- 9.1. 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 association elected by the association as secretary; or
 - b) any of the following persons appointed by the Management Committee as secretary—
 - i. a member of the associations Management Committee; ii. another member of the association; iii. another person.
- 9.2. If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the Management Committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- 9.3. If a vacancy happens in the office of secretary, the members of the Management Committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- 9.4. If the Management Committee appoints a person mentioned in rule 9.1(b)(ii) as secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee.
- 9.5. However, if the Management Committee appoints a person mentioned in rule 9.1(b)(ii) as secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.
- 9.6. If the Management Committee appoints a person mentioned in rule 9.1(b)(iii) as secretary, the person does not become a member of the Management Committee.
- 9.7. Casual vacancy, on a Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

10. Removal of secretary

- 10.1. The Management Committee of the association may at any time remove a person appointed by the committee as the secretary.
- 10.2. If the Management Committee removes a secretary who is a person mentioned in rule 9(1)(b) (i), the person remains a member of the Management Committee.
- 10.3. If the Management Committee removes a secretary who is a person mentioned in rule 9(1)(b) (ii) and who has been appointed to a casual vacancy on the Management Committee under rule 9(5), the person remains a member of the Management Committee.

11. Functions of secretary

-
- 11.1. The secretary's functions include, but are not limited to—
- a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with both Co-Chairs of the association; and
 - b) keeping minutes of each meeting; and
 - c) keeping copies of all correspondence and other documents relating to the association; and
 - d) maintaining the register of members of the association.

12. Membership of Management Committee

- 12.1. The business and operations of the Association shall be controlled by the Management Committee.
- 12.2. The Management Committee of the association consists of the Co-Chairs, treasurer, and any other members the association members elect at a general meeting.
- 12.3. The Co-Chairs shall have the powers similar to a president of the Association as determined by these rules and may act jointly and severally in the exercise of those powers.
- 12.4. There must be (outside of casual vacancies) two Co-Chairs at all times, one of whom must be an Aboriginal or Torres Strait Islander.
- 12.5. A member of the Management Committee, other than a secretary appointed by the Management Committee under rule 6.1(b)(iii), must be a member of the association.
- 12.6. Members of the Management Committee shall retire at the Annual General Meeting two years following the Annual General Meeting of their appointment to the Management Committee.
- 12.7. Members of the Management Committee are eligible on nomination for re-election at the Annual General Meeting that they retire.
- 12.8. A member of the association may be appointed to a casual vacancy on the Management Committee under rule 15.

13. Election of the Management Committee

- 13.1. A member of the Management Committee may only be elected as follows—
- a) any 2 members of the association may nominate another member (the candidate) to serve as a member of the Management Committee;
 - 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 association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Management Committee;
 - d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

- 13.2. 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.
- 13.3. If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 13.4. The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised—
- a) whether or not the association has public liability insurance; and
 - b) if the association has public liability insurance—the amount of the insurance.

14. Vacation of office of Management Committee member

- 14.1. A member of the Management Committee may resign from the committee by giving written notice of resignation to the secretary.
- 14.2. 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.
- 14.3. A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 14.4. 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.
- 14.5. A member has no right of appeal against the member's removal from office under this rule.
- 14.6. A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

15. Vacancies on Management Committee

- 15.1. If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- 15.2. The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- 15.3. However, if the number of committee members is less than the number fixed under rule 18(1) as a quorum of the Management Committee, the continuing members may act only to—

- a) increase the number of Management Committee members to the number required for a quorum; or
- b) call a general meeting of the association.

16. Functions of Management Committee

- 16.1. Subject to these rules or a resolution of the members of the association carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the association.
- 16.2. The Management Committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- 6.3. The Management Committee may exercise the powers of the association—
 - a) to borrow, raise or secure the payment of amounts in a way the members of the association 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 association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations 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 association; and
 - g) to provide and pay off any securities issued; and
 - h) to invest in a way the members of the association may from time to time decide.
- 16.4. For rule 16.3(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 association; or
 - b) if there is more than 1 financial institution for the association—the financial institution nominated by the Management Committee.

17. Meetings of Management Committee

- 17.1. Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- 17.2. The Management Committee must meet at least once every 4 months to exercise its functions.
- 17.3. The Management Committee must decide how a meeting is to be called.
- 17.4. Notice of a meeting is to be given in the way decided by the Management Committee.

- 17.5. The Management Committee 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.
- 17.6. A committee member who participates in the meeting as mentioned in rule 17.5 is taken to be present at the meeting.
- 17.7. 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.
- 17.8. A member of the Management Committee must not vote on a question about a contract or proposed contract with the association 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.
- 17.9. One of the Co-Chairs is to preside as chairperson at a Management Committee meeting. Co-Chairs are to alternative chairing Management Committee meetings, unless decided otherwise between the Co-Chairs.
- 17.10. If there is no Co-Chair or if one of the Co-Chairs is not present within 10 minutes after the time fixed for a Management Committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

18. Quorum for Management Committee meeting

- 18.1. At a Management Committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- 18.2. If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the meeting lapses.
- 18.3. If there is no quorum within 30 minutes after the time fixed for a Management Committee 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 the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
- 18.4. If, at an adjourned meeting mentioned in rule 18.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

19. Special meeting of Management Committee

- 19.1. If the secretary receives a written request signed by at least 33% of the members of the Management Committee, 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.
- 19.2. If the secretary is unable or unwilling to call the special meeting, a Co-Chair must call the meeting.

- 19.3. 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.
- 19.4. 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.
- 19.5. A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

20. Minutes of Management Committee meetings

- 20.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.
- 20.2. To ensure the accuracy of the minutes, the minutes of each Management Committee meeting st be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

21. Resolutions of Management Committee without meeting

- 21.1. A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 21.2. Members of the Management Committee may use any technology that reasonably allows communication between the Members of the Management Committee to make decisions outside of meetings of the Management Committee.
- 21.3. Members of the Management Committee can agree to passing resolutions without meetings in accordance with rule 21.1 by signing with an electronic signature. An email known by all members of the Management Committee to be the email of that member will be accepted as an electronic signature.
- 21.4. A resolution mentioned in rule 21.1 may consist of several documents in like form, each signed by 1 or more members of the Management Committee.

22. Annual General Meeting

- 22.1. Each annual general meeting must be held at least once each year and within 6 months of the end date of the Associations financial year.
- 22.2. Business conducted at each annual general meeting shall 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 Management Committee;
- d) appointing an auditor or an accountant for the present financial year, if an auditor or accountant is required to be appointed;
- e) any general business received from the floor of the meeting, subject to the chairperson of the meeting having the right to bring general business to an end;
- f) any other business specified by the Management Committee.

23. Special General Meeting

- 23.1. The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—
- a) being directed to call the meeting by the Management Committee; or
 - b) being given a written request signed by—
 - i. at least 33% of the number of members of the Management Committee when the request is signed; or
 - ii. at least the number of ordinary members of the association equal to double the number of members of the association on the Management Committee when the request is signed plus 1; or
 - c) being given a written notice of an intention to appeal against the decision of the Management Committee—
 - i. to reject an application for membership;
 - or ii. to terminate a person's membership.
- 23.2. A request mentioned in rule 23.1(b) must state—
- a) why the special general meeting is being called; and
 - b) the business to be conducted at the meeting.
- 23.3. A special general meeting must be held within 3 months after the secretary—
- a) is directed to call the meeting by the Management Committee; or
 - b) is given the written request mentioned in rule 23.1(b); or
 - c) is given the written notice of an intention to appeal mentioned in rule 23.1(c).
- 23.4. If the secretary is unable or unwilling to call the special meeting, a Co-Chair must call the meeting.

24. Notice of General Meetings

- 24.1. The secretary may call a general meeting of the association.
- 24.2. The secretary must give at least 28 days' notice of any meeting to each member of the Association.
- 24.3. If the secretary is unable or unwilling to call the meeting, a Co-Chair must call the meeting.

- 24.4. Notices must be given in writing and must state:
- a) The place, time and date of the proposed meeting;
 - b) Any business to be conducted at the meeting;
 - c) If any candidates are being put forward for the Management Committee, 13.3. A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate;
 - d) That Corporate Members or Group Members may appoint 1 representative to attend and vote at the meeting on behalf of the Member.

25. Quorum for General Meeting

- 25.1. The quorum for a general meeting is at least the number of members elected or appointed to the Management Committee at the close of the association's last general meeting plus 1.
- 25.2. If all members of the association are members of the Management Committee, the quorum is the total number of members less 1.
- 25.3. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 25.4. If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the association, the meeting lapses.
- 25.5. 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 the Management Committee or the association: a) the meeting is to be adjourned for at least 7 days; and b) the Management Committee is to decide the day, time and place of the adjourned meeting.
- 25.6. 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.
- 25.7. If a meeting is adjourned under rule 25.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 25.8. 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.
- 25.9. 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.

26. Proceedings at General Meetings

- 26.1. 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.
- 26.2. A member who participates in a meeting as mentioned in rule 26.1 is taken to be present at the meeting.

- 26.3. At each general meeting:
- a) A Co-Chair is to preside as chairperson; and
 - b) if there is no Co-Chair or a Co-Chair is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, 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.

27. Voting

- 27.1. 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.
- 27.2. Each member present and eligible to vote is entitled to 1 vote (with the exclusion of any proxy votes cast) only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 27.3. A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 27.4. The method of voting is to be decided by the Management Committee.
- 27.5. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 27.6. If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- 27.7. 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.

28. Proxies

- 28.1. An instrument appointing a proxy must be in writing and be in the following or similar form—

Reconciliation Queensland Incorporated

I, of ,

Being a member of the Reconciliation Queensland Incorporated, appoint

of as my proxy to vote for me

**on my behalf at the (annual) general meeting of the association, to be held on the day of
20 and at any adjournment of the meeting. Signed this day of 20 .**

Signature

- 28.2. 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.
- 28.3. A proxy may be a member of the association or another person.
- 28.4. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 28.5. 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.
- 28.6. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 28.7. 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—

Reconciliation Queensland Incorporated

I, of ,

Being a member of Reconciliation Queensland Incorporated, appoint of as my proxy to vote for me

on my behalf at the (annual) general meeting of Reconciliation Queensland Incorporated, to be held on the day of 20 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 relevant resolutions]

29. Minutes of general meetings

- 29.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- 29.2. Minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy
- 29.3. If asked by a member of the association, the secretary must, within 28 days after the request is made—
- a) make the minute book 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.
- 29.4. The association may require the member to pay the reasonable costs of providing copies of the minutes.

30. By-Laws

- 30.1. The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- 30.2. A by-law may be set aside by a vote of members at a general meeting of the association.

31. Sub-Committees

- 31.1. The Management Committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the associations operations.
- 31.2. A subcommittee shall in the exercise of the powers delegated to it conform to any regulations that may be imposed by the Management Committee.
- 31.3. A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- 31.4. A subcommittee may elect a chairperson of its meetings.
- 31.5. If a chairperson is not elected, or if the chairperson is not present within 15 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 31.6. A subcommittee may meet and adjourn as it considers appropriate.
- 31.7. 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 chairperson shall have a casting vote.
- 31.8. Minutes must be kept of all subcommittee members and shall be delivered to the Management Committee by the chairperson at each meeting of the Management Committee.

32. General Financial Matters

- 32.1. The financial year of the Association is 1 July to 30 June.
- 32.2. The Management Committee 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.
- 32.3. The funds of the Association may be derived from any sources approved by the Management Committee.

- 32.4. The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

33. Funds and Accounts

- 33.1. The funds of the association must be kept in an account in the name of the association in a financial institution decided by the Management Committee.
- 33.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 33.3. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 33.4. A payment by the association of \$100.00 or more must be made by cheque or electronic funds transfer, at the discretion of the Management Committee.
- 33.5. If a payment of \$100.00 or more is made by cheque, the cheque must be signed by any 2 members of the Management Committee, one of those members being a Co-Chair, treasurer or other person authorised by the Management Committee to sign cheques for payment.
- 33.6. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 33.7. All expenditure must be approved or ratified at a Management Committee meeting.

34. Common Seal

- 34.1. The Management Committee must ensure the association has a common seal.
- 34.2. The common seal must be kept by the Management Committee and used only with the authority of the Management Committee.
- 34.3. Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by:
- a) The secretary; or
 - b) Another member of the Management Committee; or
 - c) An individual authorised by the Management Committee in accordance with rule 31.4.
- 34.4. The Management Committee may by general resolution nominate a list of individuals or positions to be signatories for the purposes of the use of the common seal.

35. Amendment of Rules

- 35.1. Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting

- 35.2. An amendment, repeal or addition to these rules will not be valid and take effect until approved and registered by the Chief Executive as defined in the Act.
- 35.3. Should the income of the Association be exempt from income tax, or should other concessions or rebates for tax be available to the Association, the Association must notify the Australian Taxation Office or any other relevant authority of changes to these Rules.
- 35.4. Should gifts and contributions to the Association be deductible for the purposes of income tax, the Association must notify the Australian Taxation Office or any other relevant authority of changes to these Rules.

36. Dissolution

- 36.1. The Association may be wound up in accordance with the Act.
- 36.2. If the Association has Surplus Assets as upon winding up, those Surplus Assets must not be distributed to members and must be distributed as per rule 34.3.
- 36.3. The Surplus Assets must be given to another entity:
- a) Having objects similar to the Associations objects;
 - b) The rules of the entity prohibit the distribution of the entity's income and assets to its members;
 - c) Which is exempt from income tax, if the Association was exempt from income tax at the time of winding up; and
 - d) To which gifts and contributions are deductible for the purposes of income tax, if gifts and contributions to the Association were deductible for the purposes of income tax at the time of winding up.