

FRIENDS OF THE MAROOCHY REGIONAL BUSHLAND BOTANIC GARDENS INC.

RULES

As at 09 January 2004

NAME

The name of the Incorporated association is the Friends of the Maroochy Regional Bushland Botanic Gardens Inc. ("the association").

2 OBJECTS

THE OBJECTS FOR WHICH THE ASSOCIATION IS ESTABLISHED ARE:

- 2.1 to assist in the establishment and management of the Maroochy Regional Bushland Botanic Gardens (the Gardens).
- 2.2 to promote the continued development of the Gardens;
- 2.3 to increase community awareness of the functions of the Gardens, including the environmental, educational, recreational, horticultural, scientific, cultural and therapeutic aspects;
- 2.4 to serve as a link between the Gardens and the community;
- 2.5 to encourage the use and enjoyment of the Gardens;
- 2.6 to establish and maintain association with organisations having compatible aims;

3. POWERS

- 3.1 The association has, in the exercise of its affairs, all the powers of an individual.
- 3.2 The association may, for example -
 - 3.2.1 enter into contracts, and
 - 3.2.2 acquire, hold, deal with and dispose of property; and
 - 3.2.3 make charges for services and facilities it supplies; and
 - 3.2.4 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 Friends of the Maroochy Botanic Gardens.
- 3.4. The association may also issue secured and unsecured notes, debentures and debenture stock for the association

4. CLASSES OF MEMBERSHIP

- 4.1 The membership of the Association consists of ordinary members and any of the following classes of members:
 - 4.1.1. Honorary Life Members;

4.1.2. Life Members:

4.1.3. Corporate Members.

4.2 The number of ordinary members is unlimited.

5. MEMBERSHIP

5.1. Every person who:

5.1.1. at the date of incorporation of the association was a member of the unincorporated association, and

5.1.2. who, on or before a date fixed by the management committee for the purpose, agrees in writing to become a member of the association, must be admitted by the management committee to the same class of membership of the association as that member held in the unincorporated association.

5.2. Every member of the unincorporated association who is a financial member at the date of incorporation is not liable to pay another annual subscription for the period before the date fixed by the management committee as the date the next annual subscription becomes due.

5.3. every applicant for any class of membership of the association (other than the members of the unincorporated association referred to in sub- rule 5.1) must be proposed by 1 member of the Association and seconded by another member.

5.4. The application for membership must be:

5.4.1. in writing, signed by the applicant and the applicant's proposer and seconder and,

5.4.2. in a form prescribed by the Management Committee from time to time.

6. MEMBERSHIP FEES

6.1. The membership fees for each class of membership are such sum as the members determine from time to time at any general meeting.

6.2. The membership fees for each class of membership are payable at such time and in such manner as the management committee determines from time to time

7. ADMISSION AND REJECTION OF MEMBERS.

7.1. At the next meeting of the management committee after the receipt of the application and membership fee, an application must be considered by the Management Committee to decide whether to accept or reject the applicant as a member.

7.2. Any applicant who receives a majority of the votes of the members of the management committee present at the meeting at which such application is being considered must be accepted as a member to the class of membership applied for.

7.3. Upon the acceptance or rejection of an application for any class of membership the Secretary must immediately give the applicant written notice of such acceptance or rejection.

8. TERMINATION OF MEMBERSHIP.

8.1. A member may resign from the association at any time by giving notice in writing to the secretary.

8.2. A member's resignation takes effect at the time the notice is received by the secretary, unless a later date is specified in the notice, when it must take effect on that later date.

8.3. If a member -

8.3.1. is convicted of an indictable offence, or

8.3.2. fails to comply with any of the provisions of these rules,

or

8.3.3. has membership fees in arrears for a period of 2 months or more, or

8.3.4. conducts itself, himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the association the management committee must consider whether the member's membership is to be terminated

8.4. The member concerned must be given a full and fair opportunity of presenting the member's case, and if the management committee resolves to terminate the membership it must instruct the secretary to advise the member in writing.

9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP.

9.1. A person:

9.1.1. whose application for membership has been rejected, or

9.1.2. whose membership has been terminated may, within 1 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.

9.2. Within 3 months of the date of receipt by the secretary of such notice, the secretary must convene a general meeting to determine the appeal.

9.3. At that meeting:

9.3.1. the applicant must be given the opportunity to fully present his or her case, and

9.3.2. the management committee, or those members thereof who rejected the application for membership or terminated the membership subsequently, must likewise have the opportunity of presenting its or their case.

9.4 The appeal must be determined by the vote of the members present at that meeting.

9.5. Where a person or corporation whose application is rejected:

9.5.1. does not appeal against the decision of the management committee within the time prescribed by these rules, or

9.5.2. so appeals but the appeal is unsuccessful, then the secretary must immediately refund the amount of any fees paid.

10. REGISTER OF MEMBERS.

10.1. The management committee must cause a Register to be kept of the names and residential addresses of all members and the dates of their admission to membership.

10.2. Particulars must also be entered into the register of deaths, resignations, termination's and reinstatement's of membership and any further particulars as the management committee or the members at any general meeting may require from time to time.

10.3. The register must be open for inspection at all reasonable times by any member who has applied to the secretary for such inspection

11. SECRETARY

11.1. If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must appoint or elect a secretary for the association within one month after incorporation.

11.2 If a vacancy happens in the office of secretary, the members of the management committee must appoint or elect a secretary within one month after the vacancy happens.

11.3. The secretary must be an individual residing in the State who is:-

11.3.1. a member of the association elected by the association as secretary; or

11.3.2. a member of the association's management committee appointed by the committee as secretary; or

11.3.3 appointed by the management committee as secretary (whether or not the individual is a member of the association).

11.4. The management committee may appoint and remove the secretary at any time.

12. MEMBERSHIP OF MANAGEMENT COMMITTEE.

12.1. The management committee of the association consists of a president, vice-president, treasurer, all of whom must be members of the association, and such number of other members as the members of the association at any general meeting may from time to time elect or appoint.

12.2. At the annual general meeting of the association, all the members of the management committee for the time being must retire from office, but (subject to clause 12.3.) are eligible upon nomination for re-election.

12.4. The election of officers and other members of the management committee must take place in the following manner -

12.4.1. any 2 members of the association are at liberty to nominate any other member to serve as an officer or other member of the management committee.

12.4.2. the nomination, which must be in writing and signed by the member and the member's proposer and seconder, must be lodged with the secretary at least 14 days before the annual general meeting at which the election is to take place.

12.4.3. a list of the candidates' names in alphabetical order, with the proposers' and seconds' names must be either:

12.4.3.1. posted in a conspicuous place in the office or usual place of meeting of the association, or

12.4.3.2. circulated to the members at least 7 days before the annual general meeting.

12.4.4. balloting lists must be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting is entitled to vote for any number of candidates not exceeding the number of vacancies:

12.4.5. at the commencement of such meeting, should there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

13. RESIGNATION OR REMOVAL FROM OFFICE OF MEMBER OF MANAGEMENT COMMITTEE.

13.1. Any member of the Management Committee may resign from membership of the Management Committee by giving written notice to the Secretary at any time.

13.2. Such resignation must take effect at the time such notice is received by the Secretary unless a later date is specified in the notice, when it must take effect on that later date.

13.3. Any member of the management committee may be removed from office at a general meeting of the Association. At that meeting the member must be given the opportunity to fully present his or her case.

13.4. The question of removal must be determined by the vote of the vote of the members present at that general meeting.

13.5. There is no right of appeal against a member's removal from office under this section.

14. VACANCIES ON MANAGEMENT COMMITTEE

14.1. The management committee has power to appoint any member of the association to fill a casual vacancy on the management committee until the next annual general meeting.

14.2 The continuing members of the management committee may act notwithstanding any casual vacancy in the management committee.

14.3. If the number of members of the management committee is less than a quorum the continuing member or members may only:

14.3.1. increase the number of members of that committee to the number specified as a quorum under these rules, or

14.3.2. summon a general meeting of the Association.

15. FUNCTIONS OF THE MANAGEMENT COMMITTEE

15.1. 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 has:-

15.1.1. the general control and management of the administration of the affairs, property and funds of the Association, and

15.1.2. the authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.

15.2. The management committee may exercise all the powers of the association:-

15.2.1. to borrow or raise or secure the payment of money in such manner as the members of the association may think fit:

15.2.2. to give security for the performance of any debt, liability contract or guarantee incurred or to be entered into by the association, including the issue of debentures, charged upon the association's property, and to purchase, redeem or pay off any such securities.

15.2.3. to borrow amounts from members and to pay interest on the amounts borrowed;

15.2.4. 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

15.2.5. to invest in such manner as the members of the association may from time to time determine.

15.3. For sub-section 15.2.3. the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent without security (whatever the term of the loan) by:-

15.3.1. the financial institution for the association ; or

15.3.2 if there is more than 1 financial institution for the association - the financial institution nominated by the association.

16. MEETINGS OF MANAGEMENT COMMITTEE

16.1. The management committee must meet at least once every 2 calendar months to exercise its functions.

16.2. The management committee decides how a meeting is to be called.

16.3. Notice of a meeting is to be given in the way decided by the management committee.

16.4. If not less than one-third of the members of the management committee make a written request of the secretary to convene a special meeting of the management committee, the secretary must comply with that request.

16.5. The request must clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted.

16.6. A quorum of the management committee is a simple majority of the number of members elected and appointed to the management committee as at the close of the last general meeting of the members

16.7. The management committee may meet together and regulate its proceedings as it thinks fit, subject to compliance with these rules.

16.8 Questions arising at any meeting of the management committee must be decided by a majority of votes. In the case of equality of votes, the question must be treated as decided in the negative.

16.9. a member of the management committee must not vote in respect of any contract or proposed contract with the association, or any matter arising from that contract in which the member holds a benefit. If the member does vote then that vote must not be counted

16.10. The secretary must give members of the management committee not less than 14 days notice of any special meeting of that committee.

16.11. The notice of special meeting must clearly state the nature of the business to be discussed.

16.12 The president is chairperson of the management committee's meetings.

16.13 If there is no president, or if at any meeting the president is not present within 10 minutes after the time appointed for commencement of the meeting, the vice president is chairperson.

16.14 If the vice president is not present at the meeting then the members may choose 1 of their number to be chairperson of the meeting.

16.15 If within half an hour from the time appointed for the commencement of a management committee meeting, a quorum is

not present:

16.15.1. if convened upon the requisition of members of the management committee, the meeting must lapse: and

16.15.2. in any other case, the meeting must stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the management committee may determine.

16.16 At the adjourned meeting, if a quorum is not present within half an hour from the time appointed for the commencement of the meeting, the meeting must lapse.

17. DELEGATION OF POWERS OF MANAGEMENT COMMITTEE

17.1 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.

17.2 Any sub-committee, in exercising delegated powers, must conform to any regulations imposed on it by the management committee.

17.3 A sub-committee may elect a chairperson of its meetings.

17.4 If ;

17.4.1. no chairperson is elected, or

17.4.2 the chairperson is not present within 10 minutes after the time appointed for the commencement of the meeting, the members present may choose 1 of their number to be chairperson of the meeting.

17.5 A sub-committee may meet and adjourn as it thinks proper.

17.6 Questions arising at any meeting must be determined by a majority of votes of the members present and, in the case of an equality of votes, the question is treated as to be decided in the negative.

18. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS.

18.1 All acts done by:

18.1.1. any meeting of the management committee, or

18.1.2. a sub-committee, or

18.1.3. any person acting as a member of the management committee are valid, even though it is afterwards discovered that:

18.1.4. there was some defect in the appointment of any such member of the management committee or person acting as a member, or

18.1.5. that the members of the management committee or any of them were disqualified.

19. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING.

19.1. A written resolution signed by all the members of the management committee entitled to receive a notice of a meeting of the management committee is as valid and effectual as if it had been passed at a meeting of the management committee duly convened and held.

19.2. Any written resolution referred to in clause 19.1 may consist of several documents in like form, each signed by 1 or more members of the management committee

20. FIRST GENERAL MEETING.

20.1. The first general meeting must be held not less than 1 month, and not more than 3 months, after the date of incorporation of the association.

20.2 The management committee decides where the first general meeting is to be held.

20.3. The business to be transacted at the first general meeting must include the appointment of an auditor.

21. FIRST ANNUAL GENERAL MEETING.

21.1. The first annual general meeting must be held within 18 months after the date of incorporation of the association.

22. SUBSEQUENT ANNUAL GENERAL MEETINGS.

22.1. Each subsequent annual general meeting must be held –

22.1.1. at least once each year; and

22.1.2. within 3 months after the end of the association's previous financial year.

23. BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETINGS.

23.1. The following business must be transacted at every annual general meeting -

23.1.1. the receipt of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the association for the last financial year.

23.1.2. the receipt of the auditor's report on the financial affairs of the association for the last financial year.

23.1.3. the presentation of the audited statement to the meeting for adoption.

23.1.4. the election of members of the management committee.

23.1.5. the appointment of an auditor.

24. SPECIAL GENERAL MEETING.

24.1. The secretary must convene a special general meeting by sending out notice of the meeting within 14 days of:-

24.1.1. being directed to do so by the management committee:

or

24.1.2. being given a written requisition signed by not less than:

24.1.2.1. one-third of the members presently on the management committee: or

24.1.2.2. the number of ordinary members of the association which equals double the number of members presently on the management committee plus one:

24.1.3. being given a written notice 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.

24.2 A requisition mentioned in clause 24.1.2. must clearly state:

24.2.1. the reasons why such special general meeting is being convened and

24.2.2. the nature of the business to be transacted

25. QUORUM AT GENERAL MEETING.

25.1 At any general meeting the number of members required to constitute a quorum must be double the number of members presently on the management committee plus 1.

25.2. No business may be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

25.3. For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.

25.4. If, within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting

25.4.1 if convened upon the requisition of members of the management committee or the association must lapse; and

25.4.2. in any other case, must stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the management committee may determine.

25.5. If at an adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present are deemed to be a quorum.

25.6. The chairperson may, with the consent of any meeting at which

a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.

25.7. No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

25.8. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

25.9. Except as set out in clause 25.8 it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting

26. NOTICE OF GENERAL MEETING.

26.1. The secretary must convene all general meetings of the association by giving not less than 14 days notice of any such meeting to the members of the association.

26.2. Except as set out in clause 26.3. the manner by which such notice is given is to be determined by the management committee.

26.3. Written notice must be given of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his, her or its membership by the management committee.

26.4. Notice of a general meeting must clearly state the nature of the business to be discussed.

27. PROCEDURE AT GENERAL MEETING.

27.1. Unless otherwise provided by these rules, at every general meeting:-

27.1.1. the president must preside as chairman, or

27.1.2. if there is no president, or

27.1.3. if the president is not present within 15 minutes after the time appointed for the holding of the meeting, or

27.1.4. the president is unwilling to act, the vice president must be the chairperson, or

27.1.5. if the vice president is not present or is unwilling to act then the members present must elect one of their number to be chairperson of the meeting.

27.2. The chairperson must maintain order and conduct the meeting in a proper and orderly manner.

27.3. Every question, matter or resolution must be decided by a majority of votes of the members present.

27.4. Every member present is entitled to 1 vote and in the case of an equality of votes the chairperson shall have a second or casting vote:

27.5. No member is entitled to vote at any general meeting if the members annual subscription is more than 1 month in arrears at the date of the meeting.

27.6 Voting is to be by a show of hands or a division of members, unless at least one-fifth of the members present demand a ballot, in which event there must be a secret ballot.

27.7. The chairperson must appoint 2 members to conduct the secret ballot in such manner as the chairperson must determine and the result of the ballot as declared by the chairperson must be deemed to be the resolution of the meeting at which the ballot was demanded.

27.8. 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 has 1 vote.

27.9. In a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative has 1 vote.

27.10. A form of proxy must be:

27.10.1. written in the common or usual form,

27.10.2. signed by the appointor or by the appointor's attorney authorised in writing, or

27.10.3. if the appointor is a corporation, either under seal or signed by an officer or authorised attorney.

27.11. A proxy may be, but need not be a member of the association.

27.12. The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a secret ballot.

27.13. Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy must be in the following form or a form as near thereto as circumstances permit:

Friends of the Maroochy Regional Bushland Botanic Gardens Inc.,

I _____ of _____
being a member of the above Association, hereby appoint
_____ of _____
or failing that, member,
_____ of _____,
as my proxy to vote for me on my behalf at (Annual) general meeting
of the Association, to be held on the ____ day of _____
2. _____ ,
and at adjournment thereof.

Signed this ____ day of _____, 2____
Signature. _____

This form is to be used * in favour of
* against

the resolution.

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

27.14. The instrument appointing a proxy must be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.

27.15. The secretary must 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. That book is to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.

27.16. To verify the accuracy of proceedings, the minutes of every management committee meeting must be signed by the chairperson of that meeting or the chairperson of the next succeeding management committee meeting.

27.17. The minutes of every general meeting must be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting:

27.18 The minutes of any annual general meeting must be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

28. BY-LAWS.

28.1. 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.

28.2. Any by-law may be set aside by a general meeting of the members.

29. ALTERATION OF RULES.

29.1. Subject to the provisions of the "Associations Incorporation Act 1981", (the Act), or any amendment or replacement of that Act, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting

29.2. An amendment, rescission or addition is valid only if it is registered by the chief executive.

30. COMMON SEAL.

30.1. The management committee must provide for a common seal and for its safe custody.

30.2. The common seal must only be used by the authority of the management committee. Every document to which the seal is affixed must:

30.2.1. be signed by a member of the Management Committee, and

30.2.2. be countersigned by the secretary or by a second member of the management committee, or by some other person appointed by the Management Committee for the purpose.

31. FUNDS AND ACCOUNTS

31.1. The funds of the Association must be kept in its name in a financial institution decided by the Management Committee.

31.2 Proper books and accounts must be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the association and the particulars usually shown in books of a like nature.

31.3 All monies must be deposited as soon as practicable after receipt.

31.4 All amounts of \$100 or over must be paid by cheque signed by any 2 of the president, secretary, treasurer or other member authorised from time to time by the management committee.

31.5 Cheques must be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.

31.6 The management committee determines the amount of petty cash which must be kept on the imprest system.

31.7 All expenditure must be approved or ratified at a Management Committee meeting.

31.8 As soon as practicable after the end of each financial year the treasurer must cause the preparation of a statement containing the

particulars of :-

31.8.1. the income and expenditure for the financial year just ended; and

31.8.2. the assets and liabilities and of all mortgages, charges and securities affecting the property of the association at the close of that year.

31.9. If the association is incorporated within 3 months of the end of the association's financial year, clause 31.8. does not apply for the financial year the association is incorporated.

31.10. The auditor must examine the statement prepared under clause 31.8 and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.

31.11 The income and property of the association must be used solely in promoting the association's objects and to exercise its powers.

32. DOCUMENTS.

32.1 The management committee must provide for the safe custody of books, documents, instruments of title and securities of the association.

33. FINANCIAL YEAR

33.1. The financial year of the association must close on 31st March in each year.

34. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY.

34.1. This section applies if the association is wound-up under part 10 of the Act and there are surplus assets.

34.2. The surplus assets must not be distributed among the members but must be given or transferred to another entity:

34.2.1. that has objects similar to the Association's objects; and

34.2.2. the rules of which prohibit the distribution of the entity's income and assets to its members, and

34.2.3. is an entity approved by the Commissioner of Taxation as a fund, authority or institution under paragraph 23 of the Income Tax Assessment Act 1936 (as amended).

34.3. In this section:- "surplus assets" has the meaning given by section 92(3) of the Act.

35. DEFINITIONS.

35.1. In these rules, "person" shall include a corporation.