

Wildlife Preservation Society of Queensland Fraser Coast Branch Inc.

Constitution

Final

Approved by Wildlife Fraser Coast at General meeting on 15 July 2014

1 Interpretation

(1) In these rules:

(a) **Act** means the *Associations Incorporation Act 1981*.

(b) **Branch** means the Wildlife Preservation Society of Queensland (WPSQ) Fraser Coast Branch Incorporated, also known informally as Wildlife Fraser Coast.

(c) **Council** means the management committee of the Wildlife Preservation Society of Queensland Incorporated.

(d) **Executive** means the management committee for the Fraser Coast Branch of WPSQ.

(e) **Society** means the Wildlife Preservation Society of Queensland Incorporated, also known informally as Wildlife Queensland

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

2 Name

The name of the incorporated association is the Wildlife Preservation Society of Queensland Fraser Coast Branch Inc. [the Branch].

3 Objects

The objects of the Branch are:

(1) to preserve the fauna and flora of Australia by all lawful means;

(2) to educate by all means possible all sections of the community, particularly the young, in understanding the principles of conservation and preservation of the natural environment;

(3) to discourage by all legal means possible the destruction, exploitation or unnecessary development of any part of the natural environment;

(4) to encourage rational land use and proper planning of development and use of the natural environment and management thereof.

4 Powers

(1) The Branch has the powers of an individual.

(2) The Branch may, for example:

(a) enter into contracts;

(b) acquire, hold, deal with or dispose of property;

(c) make charges for services or facilities it supplies;

(d) do other things necessary or convenient to carrying out its affairs.

(3) The Branch may also issue secured notes, unsecured notes, debentures or debenture stock for the Branch.

5 Members

(1) The membership of the association consists of ordinary members in any of the following classes of members—

Ref	Category	Definition	Voting Rights
a.	Ordinary Members	who shall be admitted to membership by payment of the fee determined under rule 8.1(a);	1 Vote
b.	Family Members	which includes up to two adults and all children up to 13 years of age under their care, who shall be admitted to membership by payment of the fee determined under rule 8.1(a);	2 Votes
c.	Life Members	who shall be admitted to membership as a Life Member on payment of a fee not less than (20) times the ordinary membership fee or ten (10) times the ordinary membership fee if paid after 10 years of ordinary membership;	1 Vote
d.	Corporate Members	in the case of non-profit making Societies and Associations, Municipal, Shire and other public bodies, schools, colleges and universities, on payment of the ordinary membership fee; in the case of private and public corporations, on the payment of the fee determined under rule 8.1(a);	1 Vote
e.	Honorary Members	who shall be admitted by decision of the Council either for special services rendered to the Society or the Branch for outstanding services in the cause of wildlife preservation generally;	1 Vote
f.	Youth Members	who shall be up to 18 years of age and shall be admitted to membership by payment of the fee determined under rule 8.1(a);	No Votes

(2) The number of ordinary members is unlimited.

6 Membership eligibility

(1) All persons interested in the furtherance of the Branch's objects are eligible for membership;

(2) Membership fees shall be due every 12 months on the anniversary of joining;

- (3) A financial member of the Branch is a person not indebted to it in respect of any annual payment, levy or other payment whatsoever;
- (4) Only financial members may speak or vote on a motion at a meeting of the Branch.

7 New members

- (1) Membership application processes shall be determined by the Council in consultation with the Branch.
- (2) An application for membership must be:
 - (a) in writing; and
 - (b) on the approved application form

8 Membership fees

- (1) The membership fee for each class of membership shall be such a sum as the Council determines from time to time by resolution and confirmed by the next general meeting of the Society.
- (2) Such fees will take effect 90 days after confirmation by the general meeting called for that purpose
- (3) Membership fees shall be payable when, and in the way the Council decides. Membership fees are currently due every 12 months on the anniversary of joining.

9 Admission and rejection of new members

- (1) The Society must consider an application for membership after it receives:
 - (a) the application for membership; and
 - (b) the appropriate membership fee for the application.
- (2) The Society must ensure that, as soon as possible after a person applies to join the Branch, and before the application is considered, the person is advised:
 - (a) whether or not the Branch has public liability insurance; and
 - (b) if the Branch does have public liability insurance, the amount of the insurance.
- (3) The Society must decide whether to accept or reject the application.
- (4) The Society must, as soon as practicable after deciding to accept or reject an application, give the applicant written notice of the decision.

10 When membership ends

- (1) A member may resign from the Branch by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect:
 - (a) when the secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that time.
- (3) The Executive may terminate a membership if the member:
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for at least two months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Branch.

(4) Before the Executive terminates a membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.

(5) If, after considering all representations made by the member, the Executive decides to terminate the membership, the secretary of the committee must give the member written notice of the decision.

11 Appeal against rejection or termination of membership

(1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of intention to appeal against the decision.

(2) A notice of intention to appeal must be given to the secretary within one month after the person receives written notice of the decision.

(3) If the secretary receives a notice of intention to appeal, the secretary must, within one month after receiving the notice, call a general meeting to decide the appeal.

12 General meeting to decide appeal

(1) The general meeting to decide an appeal must be held within three months after the secretary received the notice of intention to appeal.

(2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.

(3) The Executive 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.

(4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

(5) If a person whose application for membership has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Society must, as soon as is practicable, refund the membership fee paid by the person.

13 Register of members

(1) The Council must keep a register of members of the Branch.

(2) The register must include the following particulars for each member:

(a) full name.

(b) postal or residential address.

(c) date of admission as a member.

(d) time of resignation or date of death of the member.

(e) details about termination or reinstatement of membership.

(f) any other particulars the Council, the Executive or the members at a general meeting decide.

(3) The register must be open for inspection by members of the Branch at all reasonable times.

(a) A member must contact the secretary to arrange an inspection of the register.

(b) However, the Executive may, on the application of a member of the Branch, withhold information about the member (other than the member's

full name) from the register available for inspection if the Executive has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

14 Prohibition on use of information on register of members

- (1) A member of the Branch must not:
- (a) use information obtained from the register of members of the Branch to contact, or send material to, another member of the Branch for the purpose of advertising for political, religious, charitable, personal or commercial purposes;
 - or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Branch for the purpose of advertising for political, religious, charitable or commercial purposes.
 - (c) Rule 14 (1) (b) does not apply if the use or disclosure of the information is approved by the Branch.

15 Appointment or election of secretary

- (1) The secretary must be an individual residing in Queensland, or in another state but not more than 65 km from the Queensland border, who is:
- (a) a member of the Branch elected by the Branch as secretary; or
 - (b) any of the following persons appointed by the Executive as secretary:
 - (i) a member of the Branch's Executive;
 - (ii) another member of the Branch;
 - (iii) another person.
- (2) If the office of secretary becomes vacant, the members of the Executive must ensure a secretary is appointed or elected for the Branch within one month after the vacancy occurs.
- (3) If the Executive appoints a person mentioned in rule 15 (1)(b)(iii) as secretary that person does not become a member of the Executive.
- (4) However, if the Executive appoints a person mentioned in rule 15 (1)(b)(ii) as secretary to fill a casual vacancy on the Executive, that person becomes a member of the Executive.
- (5) In this rule, casual vacancy on the Executive means a vacancy that happens when an elected member of the Executive resigns, dies or otherwise stops holding office.

16 Removal of secretary

- (1) The Executive of the Branch may at any time remove a person appointed by the committee as the secretary.
- (2) If the Executive removes a secretary who is a person mentioned in rule 15 (1)(b) (i), that person remains a member of the Executive.
- (3) If the Executive removes a secretary who is a person mentioned in rule 15 (1)(b) (ii), that person does not remain a member of the Executive.

17 Functions of secretary

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

- (1) calling meetings of the Branch, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Branch; and
- (2) keeping minutes of each meeting; and
- (3) keeping copies of all correspondence and other documents relating to the Branch

18 Membership of the Executive

- (1) The Executive of the Branch consists of a president, secretary, treasurer, and any other members the Branch members elect at a general meeting.
- (2) A member of the Executive must be a member of the Branch.
- (3) At each annual general meeting of the Branch, the members of the Executive must retire from office, but are eligible, on nomination, for re-election.
- (4) A maximum of two members of the same family may serve on the Executive at one time.

19 Electing the Executive

- (1) A member of the Executive may only be elected as follows:
 - (a) any two members of the Branch may nominate another member [the candidate] to serve as a member of the Executive;
 - (b) the nomination must be:
 - (i) in writing; and
 - (ii) signed by the candidate and the nominators; 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 Branch present and eligible to vote at the annual general meeting may vote for one candidate for each vacant position on the Executive;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person:
 - (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (3) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be circulated to members by email or post at least seven days immediately preceding the annual general meeting.
- (4) If required by the Executive, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The Executive must ensure that, before a candidate is elected as a member of the Executive, the candidate is advised:
 - (a) whether or not the Branch has public liability insurance; and
 - (b) if the Branch does have public liability insurance, the amount of the insurance.

20 Resignation, removal or vacation of office of Executive member

- (1) A member of the Executive may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect:

- (a) when the notice is received by the secretary; or
 - (b) if a later time is stated in the notice, at that time.
- (3) A member may be removed from office at a general meeting of the Branch if a majority of the members present and eligible to vote at the meeting vote in favour of removing that member.
- (4) Before members vote about removing a member from office, that member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against removal from office.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64 (2) of the Act.

21 Vacancies on the Executive

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

22 Functions of the Executive

- (1) Subject to these rules or a resolution of the members of the Branch carried at a general meeting or any by-law, the Executive has the general control and management of the administration of the affairs, property and funds of the Branch.
- (2) The Executive has authority to interpret the meaning of these rules and any matter relating to the Branch on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

[Note: The Act prevails if the Branch's rules are inconsistent with the Act—see section 1B of the Act].

- (3) The Executive may exercise the powers of the Branch:
- (a) to borrow, raise or secure the payment of amounts in a way the members of the Branch decide; and
 - (b) to secure the amounts mentioned in rule 22 (1)(a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Branch in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Branch's 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 Branch; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the Branch may from time to time decide.
- (4) For rule 22 (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 Branch; or
 - (b) if there is more than one financial institution for the Branch, the financial institution nominated by the Executive.

23 Meetings of the Executive

- (1) The Executive may meet and conduct its proceedings as it considers appropriate.
- (2) The Executive must meet at least once every four months to exercise its functions.
- (3) The Executive must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Executive.
- (5) The Executive may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in rule 23 (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of the committee members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of the Executive must not vote on a question about a contract or proposed contract with the Branch if that member has an interest in the contract or proposed contract and, if the member does vote, that vote must not be counted.
- (9) The president is to preside as chairperson at an Executive meeting.
- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for an Executive meeting, the members may choose one of their number to preside as chairperson at the meeting.

24 Quorum for, and adjournment of, Executive meeting

- (1) At an Executive 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.
- (2) If there is no quorum within 30 minutes after the time fixed for an Executive meeting called at the request of members of the committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for an Executive meeting called other than at the request of the members of the committee:
 - (a) the meeting is to be adjourned for at least one day; and
 - (b) the members of the Executive who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in rule 24 (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

25 Special meeting of the Executive

- (1) If the secretary receives a written request signed by at least 33% of the members of the Executive, 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 receipt of the request.

(2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

(3) A request for a special meeting must state:

(a) why the special meeting is called; and

(b) the business to be conducted at the meeting.

(4) A notice of a special meeting must state:

(a) the day, time and place of the meeting; and

(b) the business to be conducted at the meeting.

(5) A special meeting of the Executive must be held within 14 days after notice of the meeting is given to the members of the Executive.

26 Minutes of Executive meetings

(1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Executive meeting are entered in a minute book.

(2) To ensure the accuracy of the minutes, the minutes of each Executive meeting must be signed by the chairperson of the meeting, or the chairperson of the next Executive meeting, verifying their accuracy.

27 Appointment of subcommittees

(1) The Executive may appoint a subcommittee consisting of members of the Branch considered appropriate by the committee to help with the conduct of the Branch's operations.

(2) A member of the subcommittee who is not a member of the Executive is not entitled to vote at an Executive meeting.

(3) A subcommittee may elect a chairperson of its meetings.

(4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.

(5) A subcommittee may meet and adjourn as it considers appropriate.

(6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

(7) Sub-committees are responsible to the Executive.

28 Acts not affected by defects or disqualifications

(1) An act performed by the Executive, a subcommittee or a person acting as a member of the Executive is taken to have been validly performed.

(2) Rule 28 (1) applies even if the act was performed when:

(a) there was a defect in the appointment of a member of the Executive, subcommittee or person acting as a member of the Executive; or

(b) an Executive member, subcommittee member or person acting as a member of the Executive was disqualified from being a member.

29 Resolutions of the Executive without meeting

(1) A written resolution signed by each member of the Executive is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

(2) A resolution mentioned in rule 29 (1) may consist of several documents in like form, each signed by one or more members of the committee.

30 First annual general meeting

The first annual general meeting must be held within six months after the end date of the Branch's first reportable financial year.

31 Subsequent annual general meetings

Each subsequent annual general meeting must be held:

- (1) at least once each year; and
- (2) within six months after the end date of the Branch's reportable financial year.

32 Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations

(1) This rule applies only if the Branch is:

- (a) a level 1 incorporated association; or
- (b) a level 2 incorporated association to which section 59 of the Act applies; or
- (c) a level 3 incorporated association to which section 59 of the Act applies.

(2) The following business must be conducted at each annual general meeting of the Branch:

- (a) receiving the Branch'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 Executive;
- (d) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
- (e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

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

(1) This rule applies only if the Branch is a level 2 incorporated association to which section 59A of the Act applies.

(2) The following business must be conducted at each annual general meeting of the Branch:

- (a) receiving the Branch's financial statement, and signed statement, for the last reportable financial year;

- (b) presenting the financial statement and signed statement to the meeting for adoption;
- (c) electing members of the Executive;
- (d) appointing an auditor, an accountant or an approved person for the present financial year.

34 Business to be conducted at annual general meeting of other level 3 incorporated associations

- (1) This rule applies only if the Branch is a level 3 incorporated association to which section 59B of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the Branch:
 - (a) receiving the Branch's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption;
 - (c) electing members of the Executive.

35 Notice of general meeting

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

36 Quorum for, and adjournment of, general meeting

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

- (b) the Executive is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under rule 36 (6) only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

37 Procedure at general meeting

- (1) A member may take part and vote in a general meeting in person or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in rule 37 (1) is taken to be present at the meeting.
- (3) At each general meeting:
 - (a) the president is to preside as chairperson; and
 - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

38 Voting at general meeting

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

39 Special general meeting

- (1) The secretary must call a special general meeting by giving each member of the Branch notice of the meeting within 14 days after:
 - (a) being directed to call the meeting by the Executive; or
 - (b) being given a written request signed by:

- (i) at least 33% of the number of members of the Executive when the request is signed; or
 - (ii) at least the number of ordinary members of the Branch equal to double the number of members on the Executive when the request is signed, plus one; or
 - (c) being given written notice of an intention to appeal against the decision of the Executive:
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (2) A request mentioned in rule 39 (1) must state:
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within three months after the secretary:
 - (a) is directed to call the meeting by the Executive; or
 - (b) is given the written request mentioned in rule 39 (1)(b) or 39 (1)(c); or
 - (c) is given the written notice of an intention to appeal mentioned in rule 39 (1)(c).
 - (d) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

40 Proxies

The Branch does not allow proxy voting.

41 Minutes of general meetings

- (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.
- (2) To ensure the accuracy of the minutes:
 - (a) the 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; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Branch that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the Branch, 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.
 - (c) The Branch may require the member to pay the reasonable costs of providing copies of the minutes.

42 By-laws

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

43 Alteration of rules

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

44 Common seal

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

45 Funds and accounts

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

46 General financial matters

(1) On behalf of the Executive, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

(2) The income and property of the Branch must be used solely in promoting the Branch's objects and exercising the Branch's powers.

47 Documents

The Executive must ensure the safe custody of books, documents, instruments of title and securities of the Branch.

48 Financial year

The end date of the Branch's financial year is 30 June in each year.

49 Distribution of surplus assets to another entity

(1) This rule applies if the Branch:

- (a) is wound up under part 10 of the Act; and
- (b) has surplus assets.

(2) The surplus assets must not be distributed among the members of the Branch.

(3) The surplus assets must be given to another entity:

- (a) that has objects similar to the Branch's objects; and
- (b) the rules of which prohibit the distribution of the entity's income and assets to its members.