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***Rules of Boonah and District Landcare Incorporated***

*incorporated under the Associations Incorporation Act 1981 (the 1981 Act)*

Made on 8 March 2022



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***Rules of Boonah and District Landcare Incorporated***

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## **Part 1 – Introduction**

### **Division 1 – Name and interpretation**

#### **1. Name**

The association's name is Boonah and District Landcare Association Incorporated (**BaDL**).<sup>1</sup>

*Note—*

Under section 29(2) of the 1981 Act, the words 'incorporated' and 'inc' can be used interchangeably.

#### **2. Interpretation**

Schedule 2 contains definitions and interpretative aids for these rules.

### **Division 2 – Charitable purpose and its achievement**

#### **3. Purpose: advancing the natural environment**

BaDL is established to be a charity with the purpose of enhancing Australia's natural environment by promoting sustainability and the sustainable development and use of resources.

*Note—*

Division 3 (powers of incorporated associations) of part 3 of the 1981 Act automatically gives BaDL wide powers to pursue its purpose, including, for example, to do anything that an individual can do.

#### **4. Main ways BaDL is to pursue its purpose**

Without limiting its powers, the following are the main ways in which BaDL is to pursue its purpose—

- (a) promoting the preservation of flora, fauna, fungi, geological and geographical features, environmental and habitat units;
- (b) drawing the local community's attention to the need to use ecologically sustainable land use and conservation practices;
- (c) promoting the adoption of land use and management practices to create a balanced ecosystem and conserve biodiversity;
- (d) fostering cooperation between land users and land managers (including government agencies) wherever action is needed to rehabilitate degraded habitats and undertake joint projects when needed;
- (e) identifying and encouraging the use of sound management practices to maintain soil fertility;
- (f) being—
  - (i) registered as a charity under the *Collections Act 1966* (Qld) and the ACNC Act; and
  - (ii) endorsed as a deductible gift recipient under the 1997 Tax Act as a registered environmental organisation.

*Note—*

To be so endorsed, BaDL must have and maintain at least 50 eligible-to-vote members or obtain the Commonwealth environment Minister's approval. See section 30-275 of the 1997 Tax Act.

#### **5. Establishment of the public fund to support BaDL's purpose**

- (1) BaDL is also to establish and maintain a public fund under the 1997 Tax Act for the specific purpose of supporting its purpose, to be called the 'Boonah and District Landcare Fund' (the **public fund**).
- (2) The public fund is established to receive all gifts of money or property for that purpose and any money received because of such gifts must be credited to a financial institution account to be kept separate from other funds of BaDL.

*Note—*

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<sup>1</sup> BaDL is registered under the 1981 Act as organisation number IA08094 and under the ACNC Act as a charity, ABN 30893490494.

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For other more particular requirements relating to the public fund, see part 6 (provisions for deductible gift recipient endorsement as an environmental organisation).

- (3) The public fund must not receive any other money or property into its account, and it must comply with subdivision 30-E of the 1997 Tax Act.

### **6. No payment of profits etc. to members**

- (1) BaDL is a not-for-profit.
- (2) The following apply for all of BaDL's income, assets, financial surpluses and profits—
  - (a) they must be used solely to pursue BaDL's purpose;
  - (b) BaDL must not directly or indirectly distribute any of them to its members;
  - (c) BaDL must not pay or apply any of them to any of its members;
  - (d) no member may make a personal gain from them.
- (3) However, to avoid any doubt, BaDL may, in pursuing its purpose, pay members for the following, but at no more than a fair and reasonable rate—
  - (a) goods or services they have provided to BaDL;
  - (b) expenses they have incurred for BaDL.

### **7. No-conduit Policy**

- (1) BaDL has a policy of not acting as a mere conduit for the donation of money or property to other organisations, bodies or persons.

*Example of an activity prohibited under the policy—*  
Acting as a collection agency for tax-deductible donations intended by a donor to be passed on to another organisation or person.
- (2) To avoid any doubt, subject to sub-rule (3), the policy does not apply to decisions of BaDL to pass funds to 'another entity to do environmental projects or other nature conservation work', within the meaning of those words under section 2.6 (conduit policy) of the environmental organisation guidelines.
- (3) Any allocation of funds or property to other organisations or persons must be made in accordance with BaDL's purpose and not be influenced by the expressed preference or interest of a particular donor to BaDL.



## **Part 2 – Membership**

### **Division 1 – General**

#### **8. Ordinary membership of individuals only**

- (1) BaDL only has ordinary members, to which there is no limit.
- (2) Only an individual can be a member.

#### **9. Membership fees**

- (1) Each member must pay an annual membership fee at least 1 week before the next AGM.
- (2) The amount of the fee is to be fixed by the committee.
- (3) Membership renewal is automatic for existing members who pay the fee.

*Note—*

While the fee is owing, membership rights cannot be exercised. If it is owing for more than 2 months, the committee has the power to terminate. See rules 13(3) to (7) (when membership ends) and 14 (appeal against rejection or termination of membership).

#### **10. Membership rights**

- (1) Members have the following rights—
  - (a) to participate in, and cast one vote at, general meetings;  
*Note—*  
Sections 56 and 63A of the 1981 Act permit participation in meetings by communication technology.
  - (b) to be nominated for election, and be elected, to any office, but only if they are an adult;
  - (c) to, if they ask the secretary, inspect the following documents at mutually convenient times and places by arrangement—
    - (i) minutes of meetings;
    - (ii) the members register;
    - (iii) BaDL’s financial statement and audit report for any or all of its financial years, under section 59C (inspection of financial documents by member) of the 1981 Act;
  - (d) to, if they ask, for the secretary to give them hard or electronic copies of all or part of those documents or, under section 53 (secretary must make rules available to members if asked) of the 1981 Act, on payment (if required by the secretary) of BaDL’s reasonable costs (if any) of making and giving the copies;
  - (e) any other rights granted to members under these rules or any other privileges or concessions decided by the committee.
- (2) However, those rights apply subject to the following qualifications—
  - (a) they are suspended while the member owes BaDL a membership fee or any other debt, but the suspension ends if all such debts are paid (if the membership has not been earlier terminated under division 2);
  - (b) the committee may, if a particular member asks, withhold information about her or him kept in a register (other than her or his full name) from being available for such inspection or copying if it reasonably believes that disclosing the information would put that member at risk of harm.
- (3) The secretary may (but need not) comply with the secretary’s inspection obligations for documents (other than the members register) mentioned in sub-rule (1) by posting them on any website BaDL keeps that is open for viewing by members (each a **posted document**).
- (4) However, if a member asks for a hard copy of a posted document and pays the required cost, the secretary must still give the member the hard copy.

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## **Division 2—Admission to and termination of membership**

### **11. How to apply for membership**

- (1) Any individual interested in BaDL and committed to its purpose and activities may apply for membership.
- (2) A membership application must be—
  - (a) made to the secretary or membership officer (if any), in writing; and
  - (b) signed by the applicant, a member who proposes the applicant and another member seconding; and

*Note—*  
The application may be made and signed electronically. See rules 58 (electronic documents and signatures permitted) and 59 (electronic communications permitted).

  - (c) in the form decided by the committee; and
  - (d) accompanied by (or made together with an electronic transfer of) the membership fee.
- (3) The form must state whether or not BaDL has public liability insurance, and if it has, the amount of the insurance.

### **12. Deciding application**

- (1) The committee must consider each membership application at its next meeting held after the application and membership fee have been received.
- (2) At the meeting, the committee must decide whether to accept or reject the application.
- (3) If the decision is to accept, the secretary must advise the applicant that the applicant is now a member, and record her or his details in the members register.
- (4) If the decision is to reject, the secretary must give the applicant a notice stating—
  - (a) the rejection, and the reasons for it; and
  - (b) that the applicant may appeal against the rejection.

### **13. When membership ends**

- (1) A member may resign from BaDL by a notice to the secretary.
- (2) The resignation takes effect when the notice is received, or at any later time stated in the notice.
- (3) The committee may terminate a member's membership if—
  - (a) he or she is convicted of an indictable offence; or
  - (b) he or she contravenes these rules; or
  - (c) her or his membership fees are in arrears for 2 months or more; or
  - (d) he or she conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of BaDL.
- (4) However, before the committee can terminate a membership, it must give the member a full and fair opportunity to show why her or his membership should not be terminated.
- (5) After considering all representations made by the member, the committee must decide the issue, and the secretary must give the member a notice of the decision.
- (6) If the decision is to terminate, the notice must state reasons for the termination, and that the former member may appeal against the termination.
- (7) Any termination takes effect immediately, subject to the outcome of any appeal against it.
- (8) If a person whose membership application has been rejected does not appeal within 1 month after receiving notice of the rejection, or if he or she appeals but it is unsuccessful, the secretary must refund the membership fee paid by the person.

### **14. 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 a notice of appeal against the decision.
- (2) However, the notice can only be given within 1 month after the person receives a notice of the decision to reject or terminate.
- (3) At the special general meeting required under rule 41(1)(b) (special general meetings) to decide the appeal, the chair of the meeting must give the appellant and all officers who voted to reject or to terminate a full and fair opportunity to be heard before any vote is taken.

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## **Division 3—Members register**

### **15. Members register**

The secretary must keep a register of members that includes the following details for each member—

- (a) her or his full name and postal or residential address;
- (b) any email address or mode of other electronic communication to her or him for matters concerning BaDL to which he or she has consented as mentioned in rule 59 (electronic communications permitted);
- (c) when he or she was admitted or readmitted as a member;
- (d) if her or his membership terminates, the date of, and reasons for, the termination;
- (e) any other particulars decided by the committee.

### **16. Prohibition on use of information on register**

- (1) A member must not—
  - (a) use information obtained from the members register to contact, or send material to, another member for advertising or for political, religious, charitable or commercial purposes (each a **prohibited use**); or
  - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used for a prohibited use.
- (2) Sub-rule (1) does not apply if the use or disclosure is approved by BaDL.

## **Part 3—The management committee**

### **Division 1—Functions and powers**

#### **17. General functions of committee**

- (1) BaDL is to have a management committee to generally control, manage and administer BaDL's affairs and assets.

*Note—*

Under section 60 (management committee) of the 1981 Act—

- Each officer and any manager duly appointed by the committee acting in the business or operations of BaDL is deemed to be its agent for all purposes within its objects.
- An officer's acts are valid despite any defect later discovered in her or his appointment or qualifications.

- (2) The committee must—

- (a) approve or ratify BaDL's expenditure; and  
(b) ensure each such approval or ratification is recorded in the committee's minute book.

*Note—*

Both of these things are required under schedule 5, item 5 of the regulation.

- (3) The committee is subject to these rules and to resolutions of general meetings.  
(4) The committee has authority to interpret the meaning of these rules and any matter relating to BaDL on which these rules are silent.  
(5) Any such interpretation must have regard to the 1981 Act.

*Note—*

The 1981 Act prevails if these rules are inconsistent with the 1981 Act. See section 1D.

- (6) The committee may exercise any of BaDL's powers.  
(7) However, borrowings, lending and investments (including their interest rates) must first be approved by a general meeting.

### **Division 2—Membership**

#### **18. Membership of committee**

- (1) The committee consists of a president, secretary, treasurer, and any other officers (whether having a named position or not)—
- (a) elected under division 1 of part 5 at each AGM or *ad hoc* at other general meetings; or  
(b) appointed under rule 20 (casual vacancies on committee (other than secretary)) or 31 (mandatory replacement if casual vacancy in office of secretary) to fill a casual vacancy.

*Note—*

In summary, section 68 (notification of certain office holders) of the 1981 Act requires the following persons to give the chief executive notice in the approved form (available on the Department's website) about the following events, within 1 month after they happen—

- all officers—of the election or appointment of the secretary;
- the secretary—of a change to the president, secretary or treasurer or of a change to the secretary's address.

- (2) Subject to rule 31 (mandatory replacement if casual vacancy in office of secretary) only a member can be, or act as, an officer.  
(3) All officers automatically go out of office at the start of elections at the next AGM.  
(4) Sub-rule (3) does not stop a former officer from being nominated or re-elected.

#### **19. Resignation, removal or vacation of office**

- (1) An officer may resign from the committee by a notice to the secretary.  
(2) The resignation takes effect when the secretary receives the notice, or any later time stated in the notice.  
(3) An officer may be removed from office at a general meeting if a majority of the eligible-to-vote members present vote to remove the officer.  
(4) However, before the vote is taken, the chair of the meeting must give the officer a full and fair opportunity to show cause why he or she should not be removed.

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- (5) An officer has no right of appeal against her or his removal from office at a general meeting.
- (6) An officer's office is automatically vacated in the circumstances set out in sections 64(2) and 69(2) of the 1981 Act.

*Note—*

In summary, those circumstances are any of the following—

- death;
- resignation;
- becoming a bankrupt or taking advantage of laws relating to bankruptcy;
- being convicted of an offence against the 1981 Act;
- being convicted of an indictable offence or sentenced by a magistrate to imprisonment other than in default of payment of a fine
- for the secretary, ceasing to be resident in Queensland, or resident in another State and more than 65 km from the Queensland border.

- (7) If an officer is removed under sub-rule (3) or an officer's office is vacated under this rule, a **casual vacancy** arises in that office.

### **20. Casual vacancies on committee (other than secretary)**

- (1) This rule applies if there is a casual vacancy on the committee, other than for the office of secretary.

*Note—*

For the secretary, see rule 31 (mandatory replacement if casual vacancy in office of secretary).

- (2) The continuing officers must, within 3 months, appoint another BaDL member who is eligible under rule 36(1)(a) to (c) (electoral steps before each AGM) to fill the vacancy until the next AGM.
- (3) The continuing officers may continue to perform the committee's functions despite the casual vacancy.
- (4) However, if the number of officers is less than a quorum under rule 24 (quorum for and adjournment of, committee meeting), the continuing officers may act only to—
  - (a) increase the number of officers to form a quorum; or
  - (b) call a special general meeting.

### **21. By-law-making power**

- (1) The committee may make by-laws, not inconsistent with these rules, for BaDL's internal affairs or management.

*Example of what a by-law may deal with—*

For seeking any of the following matters concerning BaDL's affairs or internal management not provided for, or not provided for sufficiently under these rules that the committee considers are necessary or desirable for that purpose—

- endorsement under the 1997 Tax Act as a deductible gift recipient; or
- an exemption or concession under the 1997 Tax Act.

- (2) A general meeting may set aside a by-law.
- (3) The setting aside may be retrospective.

## **Division 3—Committee meetings**

### **22. Committee meeting procedures—general**

- (1) The committee may, subject to the rest of this division, decide how the secretary is to call its meetings and how it is to meet and conduct its proceedings.

*Note—*

Section 63A of the 1981 Act permits management committee meetings by communication technology.

- (2) The committee must meet at least once during the first and second months of each quarter.
- (3) Subject to section 70C (voting on matter in which member has material personal interest) of the 1981 Act, the following is to chair committee meetings—
  - (a) the president;
  - (b) if there is no president or if he or she is not present within 10 minutes after the notified time for the meeting or is unable or unwilling, an officer elected by those present.

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### **23. Special committee meetings**

- (1) This rule applies if the secretary receives a request for a special committee meeting, which request—
  - (a) is signed by at least at least 33% of the officers; and
  - (b) states the reason for the request and the business proposed to be conducted at the meeting.
- (2) The secretary must call the meeting within 14 days by giving each officer a notice of the meeting stating the following for the meeting—
  - (a) its date, time and place;
  - (b) the business to be conducted.
- (3) The date of the meeting must be within 14 days after all officers have been given the notice.
- (4) If the secretary is unable or unwilling to call the meeting, the president must call it.
- (5) A special committee meeting must be held within 14 days after notice of the meeting is given to all officers.

### **24. Quorum for, and adjournment of, committee meeting**

- (1) At a committee meeting, more than 50% of the number of officers when the last general meeting closed form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a special management committee meeting called under rule 23, it lapses.
- (3) The following apply for a committee meeting called for any other reason (the ***original meeting***)—
  - (a) if there is no quorum within 30 minutes after the notified time for the original meeting—
    - (i) the chair of the original meeting must adjourn it; and
    - (ii) the eligible-to-vote officers present must decide the adjourned meeting's date (which must be at least 1 day after the original meeting), time and place.
  - (b) the adjourned meeting lapses if there is no quorum within 30 minutes after the notified time for it.

### **25. Minutes of committee meetings**

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each committee meeting are entered in a minute book.
- (2) To ensure their accuracy, the minutes must be signed by the officer who was the chair at the end of the meeting, or the chair of the next committee meeting, to verify their accuracy.

## ***Division 4—Miscellaneous***

### **26. Appointment of subcommittees**

- (1) The committee may appoint subcommittees of members of BaDL (whether or not they are officers) to help the committee.
- (2) A member of the subcommittee who is not an officer cannot vote at any committee meeting.
- (3) A subcommittee may elect one of its members to chair its meetings.
- (4) If no chair has been elected, or if the chair is not present within 10 minutes after the notified time for a subcommittee meeting, the eligible-to-vote subcommittee members present may choose 1 of their number present to chair 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 eligible-to-vote subcommittee members present and, if the votes are equal, the question is decided in the negative.

### **27. Acts not affected by defects or disqualifications**

- (1) An act performed by the committee, a subcommittee or a person acting as an officer is taken to have been validly performed.
- (2) Sub-rule (1) applies even if the act was performed when—

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- (a) there was a defect in the appointment of a member of the committee, subcommittee or person acting as an officer; or
- (b) an officer or a subcommittee member or person acting as a member of the management committee was disqualified from that position.

### **28. 'Flying minutes' permitted**

- (1) A committee resolution signed by a majority of officers (a ***flying minute***) is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A flying minute may consist of several documents in like form, each signed by 1 or more officer.

## **Part 4—Officers**

### **Division 1—The duties of all officers**

#### **29. General duties of each officer**

- (1) In performing her or his functions each officer must—
- (a) comply with the following sections of the 1981 Act—
- 57 (management committee to ensure association complies with its rules for meetings);
  - 59 (keeping financial records);
  - 70A (particular incorporated associations must have public liability insurance), but only if BaDL owns or leases land;
  - 70B (disclosure of material personal interest);
  - 70C (voting on matter in which member has material personal interest);
  - 70C (disclosure of remuneration and other benefits);
  - 70E (duty of care and diligence);
  - 70F (duty of good faith);
  - 70G (use of position);
  - 70H (use of information);
  - 70I (duty to prevent insolvent trading); and
- (b) ensure BaDL’s financial affairs are managed responsibly; and
- (c) ensure all financially-related duties relating to BaDL under its governing Acts (whether they are imposed on BaDL or on its officers) are complied with; and
- Notes—*
1. For the financially-related duties on the passing of these rules, see—
    - division 2 (financial reporting for incorporated associations) of part 6 of the 1981 Act; and
    - Part 3-2 (record keeping and reporting) of the ACNC Act.
  2. Under rule 34(1)(o) (treasurer), those duties are, first of all, the treasurer’s.
- (d) while BaDL is a registered entity under the ACNC Act, ensure it complies with the governance standards under that Act.
- Note—*
- For those standards on the passing of these rules, see Subdivision 45-B of part 3-1 of the *Australian Charities and Not-for-profits Commission Regulation 2013*. A simplified explanation of them is on the ACNC website at: <https://www.acnc.gov.au/for-charities/manage-your-charity/governance-hub/governance-standards>.
- (2) Sections 70B to 70I apply even if they are not yet in force on the passing of these rules.<sup>2</sup>

### **Division 2—The secretary**

#### **30. Secretary’s functions**

The secretary’s functions are as follows—

- (a) calling meetings, giving notice of meetings, and of the business to be conducted at them, in consultation with the president;
- (b) those under rules 36 (electoral steps before each AGM) and 40 (secretary’s duties in lead-up to general meetings);
- (c) keeping the following documents and making them and BaDL’s financial statements and audit reports for each of its financial years available for inspection and copying under rule 10 (membership rights)—
- (i) minutes of meetings;
  - (ii) the members register;
  - (iii) a complete copy of these rules;

*Note—*

These documents may be electronic. Electronic minutes may be signed electronically. See rules 58 (electronic documents and signatures permitted) and 59 (electronic communications permitted).

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<sup>2</sup> Those sections commence on 22 June 2022. See the footnote to rule 57.



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- (d) keeping copies of all correspondence and other documents relating to BaDL;
- (e) doing anything else the secretary is required or permitted to do under these rules.

### **31. Mandatory replacement if casual vacancy in office of secretary**

- (1) If a casual vacancy arises in the office of secretary, the committee must, within 1 month, ensure a qualified adult (including any existing officer who is a qualified adult) is—
  - (a) appointed as secretary by the committee (a **casual appointee**); or
  - (b) elected as secretary at a special general meeting (a **casual electee**).
- (2) A casual appointee need not be a BaDL member (a **non-member appointee**).
- (3) A non-member appointee—
  - (a) does not, by virtue of her or his appointment alone, become an officer or a BaDL member; but
  - (b) must perform the secretary's functions for the rest of the former secretary's term of office.
- (4) A casual appointee who is a BaDL member or a casual electee—
  - (a) automatically becomes an officer (if he or she is not already one); and
  - (b) holds the office of secretary for the rest of the former secretary's term of office.
- (5) In this rule, **qualified adult** means a person eligible to be a candidate for secretary under 36(1)(c) and (d) (electoral steps before each AGM).

*Note—*

This rule reflects sections 65 and 66 of the 1981 Act, for which there are penalties for contravention.

### **32. Removal of casually-appointed secretary**

- (1) The committee may at any time remove a casual appointee under rule 31.
- (2) If the casual appointee is an officer in a position other than that of secretary (whether named or not), that person remains in that position.

## **Division 3—Other officers' functions**

### **33. President**

- (1) Subject to these rules and BaDL's governing Acts, the president takes precedence over all other officers.
- (2) The president's functions include the following—
  - (a) ensuring regular committee meetings are organised;
  - (b) ensuring BaDL's governing Acts and these rules are complied with;
  - (c) deciding whether or not a quorum is present in order to start a meeting;
  - (d) chairing meetings, subject to section 70B (disclosure of material personal interest) of the 1981 Act;
  - (e) deciding voting and procedural issues at meetings;
  - (f) representing BaDL at all levels of the community.

### **34. Treasurer**

- (1) The treasurer's functions are as follows—
  - (a) to receive all amounts paid to BaDL and, if asked, immediately give a receipt for the amounts;
  - (b) to deposit each amount received into the appropriate account;
  - (c) to keep the following for BaDL—
    - (i) a cash book or statement of amounts received or paid;
    - (ii) a receipt book of receipt forms that (unless the receipt book is kept by way of a computer system record)—
      - (A) contains receipt forms printed in duplicate and consecutively numbered; or
      - (B) is kept on the numbered butt principle;
    - (iii) a register of assets;
    - (iv) a petty cash book;
  - (d) to enter the particulars of each amount received, and payments made by BaDL, into the cash book;

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## **Rules of Boonah and District Landcare Incorporated**

- (e) to regularly—
    - (i) balance the cash book; and
    - (ii) make a reconciliation between the cash book and the balance of BaDL's account with a financial institution;
  - (f) to ensure compliance with rule 54 (general funds, accounts etc.);
  - (g) to reconcile the main account and the public fund (if any);
  - (h) to present to general meetings up-to-date statements of the main account together with statements of such reconciliations;
  - (i) to table at least quarterly at a committee or general meetings a list of all transactions (year-to-date);
  - (j) to pay accounts payable promptly and seek ratification of accounts paid by the next committee meeting;
  - (k) to issue invoices for accounts receivable;
  - (l) to table a transaction list (year to date) for all debit card accounts at committee and general meetings;
  - (m) to report on income, expenditure and the balance of accounts, at all general meetings;
  - (n) on the committee's behalf, to after each 31 December—
    - (i) prepare a financial statement for the last financial year; and
    - (ii) ensure an auditor audits the financial statement and prepares and signs an audit report; and
    - (iii) have the audited financial statement and audit report ready for presentation to the next AGM;
  - (o) to ensure BaDL complies with its financially-related duties under its governing Acts.
- (2) The treasurer must ensure BaDL's financial records are kept in the English language and in a way that—
- (a) correctly records and explains its transactions and financial position; and
  - (b) enables a financial statement for BaDL to be prepared; and
  - (c) enables the financial statement to be properly and conveniently audited.
- (3) In this rule—

**appropriate account** means the main account, or if BaDL has a public fund, the public fund for all contributions required to be paid to it under rule 47 (establishing and maintaining public fund).

**main account** means the main account kept under rule 54(1) (general funds, accounts etc.).

*Note—*

This rule includes obligations under sections 9 and 12 of, and schedule 5 to, the regulation.

## **Part 5—General meetings**

### **Division 1—AGMs**

#### **35. AGMs—timing**

AGMs must be held annually on a date fixed by the committee within 6 months after each 31 December.

#### **36. Electoral steps before each AGM**

- (1) Any 2 members (**nominators**) may nominate another member with all of the following qualifications to be an officer (the **candidate**) for election as an officer at an AGM—
- being an adult;
  - being eligible-to-vote;
  - not being ineligible under section 61A of the 1981 Act to be elected as an officer;

*Note—*

In summary, the disqualifications under section 61A are—

- being an undischarged bankrupt or a party to certain insolvency arrangements; and
- having been convicted of an indictable offence (or sentenced by a magistrate to imprisonment other than in default of payment of a fine) if the 5-year ‘rehabilitation period’ for the conviction has not expired.

- if the nomination is for the office of secretary, is resident in Queensland, or resident in another State but no more than 65km from Queensland’s border.
- (2) The nomination must be—
- written; and
  - signed by the candidate and her or his nominators; and
  - state which office the nomination is for; and
  - given to the secretary at least 14 days before the AGM.
- (3) At least 7 days before the AGM, the secretary must—
- prepare an alphabetical list of the candidates’ names, alongside the names of their nominators; and
  - give members the list, or post it in any usual place for general meetings.
- (4) If required by the committee, the secretary must prepare alphabetical balloting lists of the candidates’ names.
- (5) Before a candidate is elected as an officer, the committee must ensure he or she is advised whether or not BaDL has public liability insurance, and if it has, the amount of the insurance.

#### **37. Agenda for AGMs**

The agenda items for AGMs are as follows—

- the president’s welcome;
- any apologies;
- a reading and confirmation of the last AGM’s minutes;
- any business arising from the minutes;
- if required by the meeting, a reading of a roll of members;
- the president’s report;
- a finance report—
  - presenting BaDL’s audited financial statement and an audit report for its last financial year; and
  - receiving them for adoption by the AGM;
- any other business;
- the election of new officers;
- the appointment of the auditor for the current financial year;
- closure of the AGM.

#### **38. Election of new officers at AGMs**

- (1) The following apply for the election of officers at an AGM—
- an invited guest who is not a member must chair the elections;

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## **Rules of Boonah and District Landcare Incorporated**

- (b) the secretary must give the guest the list of the candidates prepared under rule 36(3)(a) (electoral steps before each AGM).
  - (c) the guest must table the list if any member asks;
  - (d) if only 1 member is nominated for an office, the eligible-to-vote members present must vote on whether or not to accept the nomination;
  - (e) if at the start of the meeting there are not enough candidates nominated to fill the committee, or there are none for a particular office, nominations may be taken from the floor of the meeting;
  - (f) each eligible-to-vote member present may vote for 1 candidate only for each office;
  - (g) the guest must declare the results.
- (2) On the declaration of the results, the newly elected officers take office.

### **39. Auditor**

Each AGM must appoint an auditor who is qualified to audit under BaDL's governing Acts.

### ***Division – Provisions for all general meetings***

#### **40. Secretary's duty in lead-up to general meetings**

- (1) The secretary must invite members to give her or him meeting agenda items for general meetings (other than special general meetings) within a reasonable period before each, so that officers can be given the following at least 2 clear days before the meeting—
  - (a) the minutes of the last general meeting;
  - (b) the agenda and any supporting documents.
- (2) Any member without an email facility can negotiate an alternative means of obtaining the minutes and agenda, although agreement is at the secretary's discretion.
- (3) If the secretary is permitted or required under these rules to call a general meeting, he or she must call it by advising all members of the following details of the meeting at least 14 days before the date of the meeting—
  - (a) its date, time and location;
  - (b) the business to be conducted.

*Note—*  
For advising members electronically, see rules 58 (electronic documents and signatures permitted) and 59 (electronic communications permitted).
- (4) The committee may decide the way in which the members must be so advised.
- (5) However, members must be given a notice of all general meetings called to hear and decide an appeal or a proposed special resolution.
- (6) If the secretary is unable or unwilling to call a general meeting required under these rules, the president must call it.

#### **41. Special general meetings**

- (1) The secretary must call a special general meeting if—
  - (a) directed to call one by the committee; or
  - (b) given a notice of appeal; or
  - (c) given a request for one signed by at least—
    - (i) 33% of the number of officers when the request is signed; or
    - (ii) the number of members that is double the number of officers when the request is signed, plus 1.
- (2) The request must state the reason for the request and the business to be conducted at the meeting.
- (3) If the meeting is for an appeal, it must be called within 1 month after receipt of the notice of appeal.
- (4) Subject to rule 42(6), the meeting must be held within 3 months after the time sub-rule (1) requires it to be called.

#### **42. Quorum for and adjournment of general meetings**

- (1) The quorum for a general meeting is at least the number of officers elected or appointed to the committee at the close of the last general meeting, plus 1.

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- (2) However, if all BaDL members are officers, the quorum is the total number of BaDL members, less 1.
- (3) If BaDL makes a decision at a general meeting for which there is no quorum, the decision has no effect.  
*Note—*  
Sub-rules (1) to (3) reflect section 57A (minimum quorum for general meetings) of the 1981 Act.
- (4) Business cannot be conducted at a general meeting unless there is a quorum of eligible-to-vote members present when the meeting proceeds to business.
- (5) If there is no quorum within 30 minutes after the notified time for a general meeting (other than a special general meeting for an appeal), it lapses.
- (6) If there is no quorum within 30 minutes after the notified time for a special general meeting for an appeal—
  - (a) the chair must adjourn the meeting; and
  - (b) the committee must decide the adjourned meeting's date (which must be at least 7 days after the adjourned meeting), time and place.
- (7) The following apply for a general meeting at which there is a quorum (the **original meeting**)—
  - (a) the chair may, with the original meeting's consent (and must if directed by it), adjourn the meeting;
  - (c) only business left unfinished at the original meeting may be conducted at the adjourned meeting;
  - (d) the secretary need only give members notice of the adjournment or of the business to be conducted at the adjourned meeting if the original meeting is adjourned for 30 days or more;
  - (e) if the original meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given in the same way as it was for the original meeting.

### **43. Procedures for general meetings—general**

- (1) Subject to rule 38 (election of new officers at AGMs), the following is to chair general meetings—
  - (a) the president;
  - (b) if there is no president or if he or she is not present within 15 minutes after the notified time for the meeting or is unable or unwilling to act, a member elected by those present and eligible-to-vote.
- (2) The chair of a general meeting must conduct it in a proper and orderly way.
- (3) A member may take part and vote in a general meeting in person, by proxy, by attorney or in the way permitted under section 56 (meetings using communications technology) of the 1981 Act.
- (4) Before closing a general meeting, the chair of the meeting must fix the date and time for the next general meeting.

### **44. Proxies**

- (1) An instrument appointing a proxy must be in writing and in form 1 in schedule 1 or a similar form.
- (3) A proxy may be a member or another individual.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) If an appointor wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in form 2 in schedule 1 or a similar form.

### **45. Voting at general meetings**

- (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 eligible-to-vote members present.

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## ***Rules of Boonah and District Landcare Incorporated***

- (2) Each eligible-to-vote member present has 1 vote only and, if the votes are equal, the chair of the meeting has a casting vote as well as a primary vote.
- (3) The method of voting is to be decided by the committee.
- (4) However, if at least 20% of the eligible-to-vote members present demand a secret ballot, voting must be by secret ballot.
- (5) If a secret ballot is held, the chair must appoint 2 members to conduct the secret ballot in the way the chair decides.
- (6) The result of a secret ballot as declared by the chair is taken to be a resolution of the meeting at which the ballot was held.
- (7) The ballot papers for a secret ballot must be—
  - (a) designed so that they can be submitted without identifying the voter; and
  - (b) made available for inspection until at least 1 hour after the meeting ends, but only in the presence of the members who conducted the ballot.

### **46. 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 they must be signed by the officer who was the chair at the end of the meeting, or the chair of the next general meeting, to verify their accuracy.

## **Part 6—Provisions for deductible gift recipient endorsement as an environmental organisation**

### **47. Establishing and maintaining the public fund**

- (1) BaDL must, to support its purpose, establish the public fund in a separate financial institution account in Queensland—
  - (a) to which fund—
    - (i) the public is invited to contribute for BaDL’s purpose; and
    - (ii) must be deposited all gifts of money or property for that purpose, income derived from donated property, and money from the realisation of such property; and
    - (iii) contributions relating to any fund-raising events held for that purpose are to be made; and
    - (iv) any money received by BaDL because of such gifts or contributions is to be credited (including interest accruing on such monies); and
  - (b) which fund does not receive any other assets and complies with subdivision 30-E of the 1997 Tax Act.
- (2) BaDL must only use the following for its purpose—
  - (a) the public fund;
  - (b) all gifts or contributions to the fund
  - (c) all moneys credited to the fund.

### **48. How the public fund must be maintained**

- (1) This rule applies if BaDL becomes a deductible gift recipient.
- (2) Any receipt BaDL issues for a gift that rule 47 requires to be paid to the public fund must—
  - (a) be issued in the full name of the public fund; and
  - (b) state BaDL’s full name and ABN and the fact that the receipt is for a gift; and
  - (c) otherwise comply with the environmental organisation guidelines.

*Note—*  
For an example of all the things required of such a receipt, see section 3.7 of the guidelines.
- (3) The fund must be operated on a not-for-profit basis.
- (4) Proper accounting records and procedures must be kept and used for the public fund.
- (5) BaDL must comply with all record-keeping and other requirements under the 1997 Tax Act of it as a deductible gift recipient, the *Taxation Administration Act 1953* (Cwlth) and any other relevant State or Commonwealth laws.

### **49. Fund committee**

- (1) BaDL must appoint a committee of management of no fewer than three persons to administer the fund.
- (2) A majority of the members of the committee are required to be ‘responsible persons’ as defined by the environmental organisation guidelines.

*Note—*

For that definition, see section 1.13 of the guidelines.

### **50. Notification of certain events to Commonwealth Environment Department**

- (1) BaDL must notify the Commonwealth Environment Department as soon as possible after any of the following happens—
  - (a) a change to BaDL’s name, the public fund’s name, the membership of the fund committee for the fund or to any provision of these rules relating to the fund;
  - (b) a departure from the model rules for public funds under the environmental organisation guidelines.
- (2) In this rule, **Commonwealth Environment Department** means the department administering the *Environment Protection and Biodiversity Conservation Act 1999* (Cwlth).

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## **Rules of Boonah and District Landcare Incorporated**

### **51. Agreement to comply with Commonwealth Ministerial rules**

BaDL agrees, as mentioned in section 30-265-(4) of the 1997 Tax Act, to comply with any rules that the Assistant Treasurer and the Minister for the Environment make to ensure that gifts made to the fund are used only for BaDL's purpose.

*Note—*

For the Ministerial rules in force on the passing of these rules, see sections 2.3 and 2.4 of the environmental organisation guidelines.

### **52. Agreement to give statistical information about gifts**

- (1) BaDL agrees, as mentioned in section 30-270(4) of the 1997 Tax Act, to give the Environment Secretary, within a reasonable period after the end of each of its income years, statistical information about gifts made to the public fund during that income year (each a **return**).

*Note—*

For the statistical information required on the passing of these rules, see sections 2.3 and 2.8 of the environmental organisation guidelines.

- (2) BaDL must supply with each return an audited financial statement for BaDL and the public fund.

### **53. Transfer of surplus assets in public fund in certain events**

- (1) This rule applies if an event as follows happens and the public fund has surplus assets (the **surplus**)—
  - (a) the revocation under the 1997 Tax Act of BaDL's endorsement as a deductible gift recipient;
  - (b) the entering into of administration of BaDL or its winding up under the 1981 Act (whether following administration, voluntarily or by the court);
  - (c) BaDL's cancellation under the 1981 Act.
- (2) The surplus must not be distributed among members but must instead be transferred to a similar registered public fund.
- (3) For parts 10 and 11 of the 1981 Act, the special resolution approving these rules is to be taken to be a special resolution to the effect of sub-rule (2).
- (4) Another special resolution cannot provide for the distribution of the surplus in a different way.

*Note—*

See rule 55 for how assets other than those in the public fund are to be distributed on winding up or cancellation.



## **Part 7 – Miscellaneous**

### **54. General funds, accounts etc.**

- (1) BaDL's funds (other than those that part 6 requires to be paid to the public fund) must be kept in an account in its name with a financial institution in Queensland decided by the committee (the **main account**).
- (2) The main account must be set up to operate with any 2 signatories as follows (each an **authorised signatory**)—
  - (a) the president;
  - (b) the secretary;
  - (c) the treasurer;
  - (d) any 1 of up to 3 other members who the committee has authorised to sign cheques issued by BaDL (if any).
- (3) However, 1 of the persons who signs a cheque must be the president, the secretary or the treasurer.
- (4) A petty cash account must be kept on the imprest system, and the committee must decide the amount to be kept in the account.
- (5) Particulars of all payments from, and reimbursements to, the petty cash account must be recorded in the petty cash book.
- (6) The treasurer may—
  - (a) use a debit card to purchase small incidental items in lieu of petty cash; and
  - (b) deposit electronic transfer funds from the main account into any debit card held by or for BaDL for its purpose.
- (7) All amounts received by or for BaDL (other than those paid to petty cash) must be deposited in the main account.
- (8) The following apply for the payment of accounts payable by BaDL—
  - (a) wherever possible, they should be made by electronic transfer;
  - (b) those less than \$100 may be made from the petty cash account;
  - (c) those of \$100 or more must be made by cheque or electronic transfer;
  - (d) cheques must be signed by 2 authorised signatories.
- (9) BaDL's expenditure must be supported by adequate documentation filed in chronological order and kept at a place decided by the committee.
- (10) BaDL must keep its financial records in Queensland for at least 7 years from when each of them were made or created.
- (11) For the definition of the term *end date* under section 58 of the 1981 Act, the end date or closing date of each of BaDL's financial years is 31 December.

*Note—*

This rule includes things required under sections 10 to 12 of, and schedule 5 to, the regulation.

### **55. Distribution of other surplus assets on winding up or cancellation**

- (1) Sub-rule (2) applies if—
  - (a) BaDL is wound up under part 10 of the 1981 Act (whether following administration, voluntarily or by the court); and
  - (b) there are *surplus assets* as defined under section 92(3) (distribution of surplus assets) of the 1981 Act other than those in the public fund.
- (2) For section 92(1) of the 1981 Act, the special resolution that passed these rules is to be taken to be a special resolution that the surplus assets are to be disposed of to a similar registered public fund.
- (3) A special resolution supporting an application under section 92A of the 1981 Act for BaDL's voluntary cancellation can only provide for the distribution of BaDL's surplus assets to a similar registered public fund.
- (4) Another special resolution cannot provide for the distribution of surplus assets under section 92 or 92A of the 1981 Act in a different way to the way provided for under this rule.
- (5) If BaDL is cancelled involuntarily under section 93 of the 1981 Act, for section 94 (vesting of property on cancellation) of the 1981 Act, the purpose for which BaDL's assets are held is to be for a similar registered public fund as decided by the public trustee.

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## **Rules of Boonah and District Landcare Incorporated**

### **56. Rule changes**

- (1) Subject to BaDL's governing Acts, these rules may be amended or replaced only by a special resolution carried at a general meeting.

*Notes—*

1. Under sections 48 and 49 of the 1981 Act, the amendment or replacement only takes effect if it is approved and registered. An application for that approval and registration must be made within 3 months.
2. If BaDL is registered as a charity under the *Collections Act 1966* (Qld), the following apply under section 29(2) (constitution of charity etc.) of that Act—
  - the amendment can only be made if BaDL first lodges it with the chief executive;
  - the amendment has effect only if it is approved by the Minister.

- (2) If any of BaDL's governing Acts are amended or replaced, the committee must consider whether there is any consequential need to amend these rules.

*Note—*

For updates of references, see rule 3 (updating of references to amended or old legislation etc.) of schedule 2.

### **57. Execution of documents etc.**

- (1) The committee must ensure BaDL has a common seal.
- (2) The common seal must be—
  - (a) kept securely by the committee; and
  - (b) used only under the committee's authority.
- (3) Each instrument to which the seal is attached must be signed by an officer and countersigned by—
  - (a) the secretary; or
  - (b) another officer; or
  - (c) someone else authorised by the committee.
- (4) BaDL may enter into conveyancing transactions digitally under the Electronic Conveyancing National Law (Queensland).
- (5) Sub-rules (1) to (3) and this sub-rule (but not the notes) expire on 22 June 2022.<sup>3</sup>

*Notes—*

1. From 22 June 2022, amended section 28 (contracts and execution of documents) of the 1981 Act will no longer require BaDL to have a common seal and will allow BaDL to execute documents by—
  - any officer signing it; and
  - countersigning by the secretary, another officer or someone else authorised by the committee.
2. Under section 28, a document of BaDL may be authenticated by the secretary's signature alone.
3. Under section 60 (management committee) of the 1981 Act, all officers and any manager the committee appoints are deemed to be BaDL's agent for all things within the scope of BaDL's purpose.

### **58. Electronic documents and signatures permitted**

- (1) If these rules permit or require a person to prepare a document, it may be—
  - (a) prepared and kept electronically; and
  - (b) if it needs to be signed—signed in the way permitted for State laws under section 14 of the *Electronic Transactions (Queensland) Act 2001*.
- (2) However, if the document is of a type that these rules require an officer to make or keep and it is kept electronically, it must be convertible to a legible hard copy form.
- (3) Sub-rule (1) does not apply for a particular document if the committee specifically decides it must be in printed form.
- (4) In this rule, **document** includes an advice, information, a minute, a notice, a request and a register.

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<sup>3</sup> 22 June 2022 is when when the amendments to section 28 (contracts and execution of documents) of the 1981 Act (as well as to many other provisions) under the *Associations Incorporation and Other Legislation Amendment Act 2020* commence.

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## ***Rules of Boonah and District Landcare Incorporated***

### **59. Electronic communications permitted**

- (1) BaDL or a member (the ***sender***) may make a communication by email or another form of electronic communication if its intended recipient has expressly or impliedly consented to receiving communications concerning BaDL in that form.
- (2) However, if the sender is aware of a more recent electronic address for the recipient, the sender must use that address.
- (3) For sub-rule (1), consent is taken to have been given—
  - (a) if that form of electronic communication is recorded for the recipient in the members register; or
  - (b) by the recipient if the recipient has previously given the sender an electronic communication in that form about a matter concerning BaDL.

*Example—*

making a membership application by email

- (4) If a notice or other document is given electronically under this rule, unless the contrary is proved, it is given on the day it was transmitted by the sender, or if the machine from which it was sent produces a report showing it was transmitted on a later day, that day.
- (5) This rule does not apply for the calling of a particular meeting if the committee specifically decides it must be called in a way that is not electronic.
- (6) In this rule, ***communication*** means an advice, information, a notice, a request or any other document permitted or required to be given under these rules or the 1981 Act.

### **60. Repeal and transitional**

- (1) BaDL's rules as in force immediately before the commencement are repealed.
- (2) All officers immediately before the commencement continue in their office subject to these rules and the 1981 Act until their replacements are elected or appointed under these rules.
- (3) Sub-rule (2) does not stop an existing officer from being re-elected or re-appointed.
- (4) All members immediately before the commencement continue as members, subject to these rules.
- (5) In this rule, ***commencement*** means when these rules take effect under section 49 (registration of amendment) of the 1981 Act.

**Schedule 1 – Proxy forms**

rule 44 of the body of these rules

**Form 1-General proxy**

To: Boonah and District Landcare Association Incorporated

I, .....of....., being an eligible-to-vote member of the association, appoint .....of ..... as my proxy to vote for me on my behalf at the association’s general meeting to be held on .....20.... and at any adjournment of the meeting.

Signed on .....20.....

Appointor’s signature .....

**Form 2-Proxy for particular resolutions**

To: Boonah and District Landcare Association Incorporated

I, .....of ....., being an eligible-to-vote member of the association, appoint .....of ..... as my proxy to vote for me on my behalf at the association’s general meeting to be held on .....20.... and at any adjournment of the meeting to vote as follows:

[List relevant resolution/s] \*in favour of/\*against [strike out whichever is not wanted]

Signed on .....20.....

Appointor’s signature .....

## **Schedule 2— Interpretation**

rule 2 of the body of these rules

### **1. Definitions**

(1) In these rules—

**1981 Act** means the *Associations Incorporation Act 1981* (Qld).<sup>4</sup>

**1997 Tax Act** means the *Income Tax Assessment Act 1997* (Cwlth).

**ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cwlth).

**AGM** means annual general meeting.

**appeal** means an appeal under rule 14 against rejection or termination of membership.

**assets** means money or property of any type.

**BaDL** means Boonah and District Landcare Association Incorporated.

**by-law** means a by-law made under rule 21 that has not been set aside.

**casual vacancy** is defined in rule 19(7) (resignation, removal or vacation of office).

**committee** means BaDL's management committee, but does not include a subcommittee.

**deductible gift recipient** means a fund, authority or institution endorsed under the 1997 Tax Act as a deductible gift recipient.

**eligible-to-vote** means being eligible under rule 10 (membership rights) to vote.

**environmental organisation guidelines** means the guidelines made under the 1997 Tax Act for registered environmental organisations under that Act.

*Note—*

On the passing of these rules, the guidelines were called 'Guidelines to the Register of Environmental Organisations' and were available at: [https://www.awe.gov.au/sites/default/files/env/pages/53ca6702-48ad-414a-bf24-60e253d5ad0d/files/reo-guide-2003\\_0.pdf](https://www.awe.gov.au/sites/default/files/env/pages/53ca6702-48ad-414a-bf24-60e253d5ad0d/files/reo-guide-2003_0.pdf)

**financial year** means each 12-month period ending on 31 December.

**general meeting** means a meeting of members, including an AGM or special general meeting.

**governing Acts** means the 1981 Act, the ACNC Act (but only while BaDL is a registered entity under that Act) and other State or Commonwealth Acts under which BaDL is currently endorsed or registered.

**meeting** (if no particular type is identified) means a general meeting, committee meeting or subcommittee meeting.

**member** means a member of BaDL.

**membership fee** means the annual fee fixed under rule 9(2) (membership fees).

**members register** means the register the secretary keeps under rule 30 (secretary's functions).

**notice** means a written notice.

*Note—*

See also rules 58 (electronic documents and signatures permitted) and 59 (electronic communications permitted).

**public fund** is defined in rule 5(1) (establishment of the public fund to support BaDL's purpose).

**purpose** includes objects, and for a provision about BaDL or the public fund, means BaDL's purpose under rule 3.

**similar registered public fund** means another public fund under the 1997 Tax Act with similar objectives to BaDL's purpose, which fund is on the Register of Environmental Organisations kept under that Act.

**regulation** means the *Associations Incorporation Regulation 1999* (Qld).

**request** means a written request.

**sign** includes signing electronically under rule 58(1)(b) (electronic documents and signatures permitted).

<sup>4</sup> References in these rules to provisions of the 1981 Act take into account the amendments that will commence on 22 June 2022. See the footnote to rule 57.

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## ***Rules of Boonah and District Landcare Incorporated***

***special general meeting*** means a meeting called, or required to be called, under rule 41 (special general meetings).

***subcommittee*** means a committee subcommittee appointed under rule 26(1) (appointment of subcommittees).

*Note—*

Some rules contain definitions (which appear in bold and italics) just for that rule.

- (2) A term not defined under sub-rule (1) has the same meaning that it has under schedule 2 (dictionary) to the 1981 Act.

*Note—*

The *Acts Interpretation Act 1954* (Qld) applies to the meaning of terms under the 1981 Act.

- (3) Definitions under this rule or the 1981 Act only apply if the context permits.

### **2. Other interpretative aids**

- (1) Words in the singular include the plural, and *vice versa*.
- (2) A heading, note (including a footnote) or example in the body of these rules and the schedules form part of these rules.
- (3) However, a heading, note or example to a provision of these rules is not exhaustive and does not limit the operation of the provision.
- (4) A power to make a decision or document or to give a notice, advice or information includes the power to amend, revoke or replace it.
- (5) A power may be exercised from time to time as the occasion requires and not just once.
- (6) If these rules do not specify a time for doing something required to be done under them, that thing must be done as soon as practicable (but in any event no longer than 28 days) and as often as the relevant occasion happens.
- (7) A reference to an Act includes any regulation or other subordinate legislation and statutory instruments made under it.

### **3. Updating of references to amended or remade legislation etc.**

- (1) This rule applies to a reference in these rules to any of the following (the ***referred matter***)—

- (a) a State or Commonwealth Act;
- (b) the environmental organisation guidelines;
- (c) Ministerial rules made under the 1997 Tax Act;
- (d) a particular provision of such an Act or those guidelines or rules.

- (2) The reference is taken to be a reference to the referred matter, as amended from time to time.
- (3) If the referred matter is remade, the reference is taken instead to be to its replacement.
- (4) In this rule—

***remade*** means repealed and replaced, remade or re-enacted.

***replacement*** means the document, or corresponding provision of the document, that deals with the same subject, or a similar subject, as the referred matter.

Made by special resolution at the AGM held on 8 March 2022.

SIGNED .....

LINDA KIMBER  
(PRESIDENT)