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Bribie Island
Environmental Protection
Association Inc.

IA 02446
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Constitution

Version 2.1

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Putting Bribie Island nature first

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1 Interpretation

In these rules-

- **Act** means the Associations Incorporation Act 1981.
- **ACNC** means the Australian Charities and Not-for-profits Commission.
- **ATO** means Australian Tax Office.
- **General Meeting** means a meeting, open to all current members or their proxies.
- **Gift Fund** means a Fund registered with the ATO for the purposes of providing gift donors tax deductions.
- **Conduit** in Rule 44 (5) means: Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the organisation and not be influenced by the preference of the donor. The organisation will not pass a donation of money or property to other organisations, bodies or persons as a condition of a donation.
- **ITAA** means the Income Tax Assessment Act.
- **OFT** means Office of Fair Trading, Queensland Government.
- **present** means:
 - at a management committee meeting, see rule 22(6); or
 - at a general meeting, see rule 33(2).
- **Regulating authority** means government instrumentality such as ATO, ACNC and OFT.
- **ID** of the Act means that the Act prevails if the association's rules are inconsistent with the Act.
- **47(1)** of the Act refers to where rules of an incorporated association do not provide for a matter which is provided for in the model rules.
- **59A and 59AB** refers to preparing financial and verification statements
- **70** of the Act refers to Public Liability Insurance
- **61.A** of the Act refers to Eligibility for Election to a management

committee.

- **64(2)** of the Act refers to when the office of a member of the management committee shall be vacated.
- **70B and 70C** of the Act refers to the requirements relating to the proceedings of the management committee if a member of the committee has a material personal interest in a matter being considered by the management committee.
- **92(3)** of the Act refers to surplus assets owned by the association after payment of the debts and liabilities.
- A word or expression that is not defined in these 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 Bribie Island Environmental Protection Association Incorporated (the Association).

3 Objects

The Objects of the Association are-

- 1) To protect, maintain and restore the native flora and fauna and the natural environment on and around Bribie Island.
- 2) To minimise the impact of development and other human activities on the native flora and fauna and the natural environment on and around Bribie Island.
- 3) To create and regularly update a vision for Bribie Island and surrounds based on sound ecologically sustainable principles and practices that will achieve objects 1 and 2.
- 4) To participate in the design and implementation of environment, planning and other laws, regulations, policies and processes, including international treaties and covenants, and in any other way necessary to help achieve this vision for Bribie Island and surrounds.
- 5) To challenge decisions on development that are contrary to sound ecologically sustainable principles and practices.
- 6) To engage with relevant experts to monitor and research the impacts of development, climate change and human activity on the environment and develop and promote best practice methods, regulations and actions for mitigating these.
- 7) To value First Nations Peoples' connections, knowledge and expertise in managing the land, waterways, sky and seas.
- 8) To collaborate with other community groups, environmental groups, First Nations Peoples, businesses, schools, universities, local, state and federal government agencies and other relevant organisations to advance these objects.
- 9) To encourage local and wider communities to be active stewards of, and advocates for, the natural environment on Bribie Island and surrounds, motivating them to take the actions needed through community education and awareness.
- 10) To grow the Association's membership, financial capacity and community support to strengthen its ability to influence the

community and local, state and federal government agencies and other relevant bodies and achieve these objects.

- 11) To undertake and do all such things or activities as are necessary, incidental or conducive to the advancement of these objects.

4 Powers

- 1) The Association has the powers of an individual.
- 2) The Association may, for example-
 - a) enter into contracts; and
 - b) acquire, hold, deal with and dispose of property; and
 - c) make charges for services and facilities it supplies; and
 - d) do other things necessary or convenient to be done in carrying out its affairs.
- 3) The Association may also issue secured and unsecured notes, debentures and debenture stock for the association.

5 Classes of members

- 1) The membership of the Association consists of ordinary members.
- 2) The number of ordinary members is unlimited.

6 New membership

- 1) An applicant for membership of the Association must declare by signing electronically that they have read and agree with the Code of Conduct and the Objects of the Association as outlined in this constitution.
- 2) An application for membership must be in the form decided by the management committee.

7 Membership fees

- 1) The membership fee for each ordinary membership and for each other class of membership (if any)-
 - a) is the amount decided by the members from time to time at a general meeting; and
 - b) is payable when, and in the way, the management committee decides.

8 Admission and rejection of new members

- 1) The management committee must consider an application for membership at the next committee meeting held after it receives—
 - c) the application for membership; and
 - d) the appropriate membership fee for the application.
- 2) The management committee must ensure that, as soon as possible after the person applies to become a member of the Association, and before the management committee considers the person's application, the person is advised—
 - a) whether or not the Association has public liability insurance; and
 - b) if the Association has public liability insurance—the amount of the insurance.
- 3) The management committee must decide at the meeting whether to accept or reject the application.
- 4) If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- 5) The secretary of the Association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of decision.

9 When membership ends

- 1) A member may resign from the Association by giving a written notice of resignation to the secretary.
- 2) The resignation takes effect at-
 - a) the time the notice is received by the secretary; or
 - b) if a later time is stated in the notice—the later time.
- 3) The management committee may terminate a member's 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 2 months; or
 - d) conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the association.
- 4) Before the management committee terminates a member's 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 management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

10 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 the person's intention to appeal against the decision.
- 2) A notice of intention to appeal must be given to the secretary within four weeks after the person receives written notice of the decision.

- 3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

11 General meeting to decide appeal

- 1) The general meeting to decide an appeal must be held within 3 months after the secretary receives 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) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 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 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

12 Grievance procedure

- 1) This rule sets out a grievance procedure for dealing with a dispute under the rules between parties as mentioned in section 47A(1) of the Act.
- 2) For any grievances, refer to the Office of Fair Trading Grievance Procedure's Model Rules.
- 3) To remove any doubt, it is declared that the grievance procedure cannot be used by a person whose membership has been terminated if the rules provide for an appeal process against termination.

13 Register of members

- 1) The management committee must securely keep a register of members of the Association.
- 2) The register must include the following particulars for each member-
 - a) the full name of the member;
 - b) the postal or residential address of the member;
 - c) the date of admission as a member;
 - d) the date of death or date of resignation of the member;
 - e) details about the termination or reinstatement of membership;
 - f) any other particulars the management committee or the members at a general meeting decide.
- 3) The register must be open for members to inspect the information kept about them at all reasonable times.
- 4) A member must contact the secretary to arrange an inspection of the register.
- 5) However, the management committee may, on the application of a member of the Association, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member or another member at risk of harm.

14 Prohibition on use of information on register of members

- 1) A member of the Association must not-
 - a) use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; 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 association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 2) Subrule (1) does not apply if the use or disclosure of the information is approved by the Association.

15 Election of secretary

- 1) The secretary must be an adult residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is a member of the Association elected by the Association as secretary.
- 2) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the Association within 1 month after the vacancy happens.

16 Functions of secretary

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

17 Membership of management committee

- 1) The management committee of the Association consists of a president, vice president, secretary, treasurer, and any other members the Association members elect at an annual general meeting.

- 2) A member of the management committee must be a member of the Association.
- 3) At each annual general meeting of the Association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
- 4) A member of the Association may be appointed to a casual vacancy on the management committee under rule 20.

18 Electing the management committee

- 1) The Association must elect the members of the management committee at each annual general meeting of the Association.
- 2) A member of the management committee may only be elected as follows:
 - a) any 2 members of the Association may nominate another member (the candidate) to serve as a member of the management committee;
 - b) the nomination must be:
 - i) in writing; and
 - ii) signed (including electronic signature) by the candidate and the members who nominated them ;
and
 - iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - c) each member of the Association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee;
 - d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 3) 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.
- 4) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be made available to all members at least 7 days immediately prior to the AGM in a manner decided by the Management Committee.
- 5) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.

19 Resignation, removal or vacation of office of management committee member

- 1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- 2) The resignation takes effect at—
 - a) the time the notice is received by the secretary; or
 - b) if a later time is stated in the notice—the later time.
- 3) A member may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why they should not be removed from office.
- 5) A member has no right of appeal against the member's removal from office under this rule.
- 6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

20 Vacancies on management committee

- 1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the Association to fill the vacancy until the next annual general meeting.
- 2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- 3) However, if the number of committee members is less than the number fixed under rule 23(1) as a quorum of the management committee, the continuing members may act only to:
 - a) increase the number of management committee members to the number required for a quorum; or
 - b) call a general meeting of the Association.

21 Functions of management committee

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

Note: The Act prevails if the Association's rules are inconsistent with the Act—see section 1D of the Act.

- 3) The management committee may exercise the powers of the Association-
 - a) to borrow, raise or secure the payment of amounts in a way the members of the Association decide; and
 - b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in

any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association'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 Association; and
 - g) to provide and pay off any securities issued; and
 - h) to invest in a way the members of the Association may from time to time decide.
- 4) For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by-
- a) the financial institution for the Association; or
 - b) if there is more than 1 financial institution for the Association—the financial institution nominated by the management committee.

22 Meetings of management committee

- 1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.

Note: See also sections 70B and 70C of the Act about requirements relating to the proceedings of the management committee if a member of the committee has a material personal interest in a matter being considered at a meeting of the committee.

- 2) The management committee must meet at least once every month to exercise its functions.
- 3) The management committee must decide how a meeting is to be called.

- 4) Notice of a meeting is to be given in the way decided by the management committee.
- 5) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to communicate and take part in discussions as they happen.
- 6) A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- 7) A question or resolution arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 8) The president is to preside as chairperson at a management committee meeting.
- 9) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose one of their number to preside as chairperson at the meeting.

23 Quorum for, and adjournment of, management committee meeting

- 1) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last annual general meeting of the members form a quorum.
- 2) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- 3) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee—
 - a) the meeting is to be adjourned for at least 1 day; and
 - b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.

- 4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

24 Special meeting of management committee

- 1) If the secretary receives a written request, including an electronic communication, by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- 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 management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

25 Minutes of management committee meetings

- 1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book which can include electronic records.
- 2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed, including

electronic signature, by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

26 Appointment of subcommittees

- 1) The management committee may appoint a subcommittee consisting of members of the Association considered appropriate by the committee to help with the conduct of the Association's operations.
- 2) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee 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.

27 Acts not affected by defects or disqualifications

- 1) An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- 2) Subrule (1) applies even if the act was performed when-
 - a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or

- b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

28 Resolutions of management committee without meeting

- 1) A written resolution signed, including electronic signature, by each member of the management committee is as valid and effective as if it had been passed at a committee meeting that was properly called and held.
- 2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed, including electronic signature, by 1 or more members of the committee.

29 Annual general meetings

- 1) Each annual general meeting must be held-
 - a) at least once each year; and
 - b) within 6 months after the end date of the Association's reportable financial year.

30 Other business for annual general meeting

- 1) This rule applies as the Association is a small incorporated association to which sections 59A, 59AB and 70 of the Act apply.
- 2) The following business must be conducted at each annual general meeting of the Association-
 - a) receiving the Association's financial statement, and verification statement, for the last reportable financial year;
 - b) presenting the financial statement and verification statement to the meeting for adoption;

- c) the financial statement must include a written remuneration and benefits statement; including a statement if the remuneration and benefits equal a zero amount.

31 Notice of general meeting

- 1) The secretary may call a general meeting of the Association.
- 2) The secretary must give at least 14 days notice of the meeting to each member of the Association.
- 3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 4) The management committee 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 management committee's decision:
 - i) to reject the person's application for membership of the association; or
 - ii) to terminate the person's membership of the association;
 - b) a meeting called to hear and decide a proposed special resolution of the Association.
- 6) A notice of a general meeting must state the business to be conducted at the meeting.

32 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 management committee at the close of the Association's last general meeting plus 1.

- 2) However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.
- 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 management committee or the Association, 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 management committee or the Association-
 - a) the meeting is to be adjourned for at least 7 days; and
 - b) the management committee is to decide the day, time and place of the adjourned meeting.
- 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 subrule (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.

33 Procedure at general meeting

- 1) A member may take part and vote in a general meeting in person, by proxy 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 subrule (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 1 of their number to be chairperson of the meeting; and
 - c) the chairperson must conduct the meeting in a proper and orderly way.

34 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 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 4) The method of voting is to be decided by the management committee.
- 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 2 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.

35 Special general meeting

- 1) The secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 days after-
 - a) being directed to call the meeting by the management committee; or
 - b) being given a written request signed by:
 - i) at least 33% of the number of members of the management committee when the request is signed; or
 - ii) at least the number of ordinary members of the Association equal to double the number of members of the management committee at the close of the Association's last general meeting plus one; or
 - c) being given a written notice of an intention to appeal against the decision of the management committee:
 - i) to reject an application for membership; or
 - ii) to terminate a person's membership.
- 2) A request mentioned in subrule (1)(b) 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 3 months after the secretary-
 - a) is directed to call the meeting by the management committee; or
 - b) is given the written request mentioned in subrule (1)(b); or
 - c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- 4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

36 Proxies

- 1) An instrument appointing a proxy must be in writing and be in the following or similar form-

Bribie Island Environmental Protection Association Inc.

I, _____ of _____ being a member of the Association, appoint

_____ of _____ as my proxy to vote for me on my behalf at the (annual/special) general meeting of the Association,

to be held on the _____ day of _____ 20____ and at any adjournment of the meeting.

Signed this _____ day of _____ 20____

_____ Signature

- 2) The instrument appointing a proxy must be signed by the appointor or the appointor's attorney properly authorised in writing.
- 3) A proxy must be a member of the Association.
- 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 a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form-

Bribie Island Environmental Protection Association Inc.

I, _____ of _____ being a member of the Association, appoint

_____ of _____ as my proxy to vote for me on my behalf at the (annual/special) general meeting of the Association,

to be held on the _____ day of _____ 20____ and at any adjournment of the meeting.

Signed this _____ day of _____ 20____

_____ Signature

This form is to be used in favour of | against* the following resolutions: [List relevant resolutions]

* strike out whichever is not wanted

37 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, including electronic signature, 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, including electronic signature, by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.
- 3) If asked by a member of the Association, the secretary must, within 28 days after the request is made-
 - a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - b) give the member copies of the minutes of the meeting.
 - 4) The Association may require the member to pay the reasonable costs of providing copies of the minutes.

38 By-laws

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

39 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 with the chief executive, OFT, within three months of the resolution being carried..

40 Funds and accounts

- 1) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the management committee.
- 2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 3) All expenditure must be approved or ratified at a management committee meeting.

41 Gift Fund

- 1) This rule applies and is binding on the Association due to the fact that the Association is endorsed as a Deductible Gift Recipient (DGR) by the Australian Taxation Office (ATO).
- 2) The Association must establish and maintain a separate account to be called BIEPA Gift Fund for the principal purpose of supporting the objects of the Association-
 - a) to which gifts and deductible contributions are made or credited;
 - b) to which any money received because of those Gifts and Tax Deductible Contributions (including the income from the investment of all or part of the Gift Fund) are credited;
 - c) that does not receive any other money or property; and
 - d) That complies with the requirements of the regulating authority (the ATO) and relevant legislation (ITAA 1997).

42 Management and administration of the Gift Fund

- 1) The Gift fund will be solely used for the objects set out in this constitution.

- 2) The Association must use the gifts, deductible contributions and property made to the Gift Fund and any money received because of those (including the income from the investment of the Gift Fund) only for Gift Fund purposes.
- 3) Receipts for Gifts and Tax Deductible Contributions to the Gift Fund must-
 - a) be issued in the name of the Association; and
 - b) include the Association's ABN; and
 - c) include a note that the receipt is for a gift.
- 4) The Association must keep records that clearly separate the money and property of the gift fund from that of the rest of the Association.
- 5) The Association must inform the Regulating Authorities (the ATO and the ACNC) as soon as possible if it changes its name, or the name of its Gift Fund, or amends these rules.

43 Transfer of relevant assets and distribution of other surplus assets on winding-up

- 1) This rule applies to an association that has been endorsed as a deductible gift recipient under the Income Tax Assessment Act 1997 (Cwlth) if the Association—
 - a) is wound-up under part 10 of the Act; and
 - b) has surplus assets.
- 2) The Association must transfer the Association's relevant assets to another entity that has been endorsed as a deductible gift recipient under that Act.
- 3) If the Association is a charity registered under the Australian Charities and Not-for-profits Commission Act 2012 (Cwlth), the entity to which the Association's relevant assets are transferred must be a charity at law.
- 4) Any surplus assets that are not relevant assets must be distributed under rule 47.

- 5) In this rule— relevant assets, of an association, means the Association’s surplus assets that are—
 - a) gifts of money or property given to the Association for use for its principal purpose; or
 - b) contributions made in relation to a fund-raising event within the meaning of the Income Tax Assessment Act 1997 (Cwlth) held for the principal purpose of the Association; or
 - c) money received by the Association because of the gifts or contributions mentioned in paragraph a) or b).

surplus assets see section 92(3) of the Act.

44 General financial matters

- 1) On behalf of the management committee, 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 Association must be used solely in promoting the Association’s objects and exercising the Association’s powers.
- 3) No part of the Association’s income or property is to be distributed, paid or transferred by way of a bonus, dividend or other similar payment to the Association’s members.
- 4) Subrule (3) does not apply to—
 - a) reasonable remuneration paid to a member of the Association for work done by the member for or on behalf of the Association; or
 - b) any payments or dispositions of property that are incidental to activities of the Association in accordance or consistent with the Association’s objectives.
- 5) The Association must not act as a conduit for the donation of money or property to other organisations, bodies or persons.

45 Documents

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

46 Financial year

The end date of the Association's financial year is 31st March in each year.

47 Distribution of surplus assets to another entity

- 1) This rule applies if the Association—
 - 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 Association.
- 3) The surplus assets must be given to another entity—
 - a) having objects similar to the Association's objects; and
 - b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- 4) In this rule— for surplus assets see section 92(3) of the Act.

48 Distribution of relevant assets on revocation of endorsement as deductible gift recipient

- 1) This rule applies if an association's endorsement as a deductible gift recipient under the Income Tax Assessment Act 1997 (Cwlth) is revoked under that Act.
- 2) The Association must transfer the Association's relevant assets to another entity that has been endorsed as a deductible gift recipient under that Act.
- 3) In this rule—
 - a) relevant assets of an Association, see rule 43.
 - b) surplus assets, see section 92(3) of the Act.

49 Including provision of matters absent in these rules to the model rules

The provision at section 47(1) of the Associations Incorporation Act 1981 does not apply.

Note: Section 47(1) of the Act states that 'if the rules of an incorporated association do not provide for a matter, and a provision of the model rules in force after the registration of the association provides for the matter (the additional provision), the rules of the incorporated association are taken to include the additional provision.'

To exclude a provision in the model rules, you must outline the exclusion in your rules. This rule allows the exclusion of model rules without requiring these exclusions to be outlined.