

**Rules of
Regional Development Australia
Townsville and North West Queensland Inc.**

**Adopted at the Special General Meeting
held on 18 December, 2017
via teleconference**

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PART I – PRELIMINARY

1. Interpretation

(1) In these rules, unless a contrary intention appears:

“Chair” means the person holding the position of chair of the committee;

“committee” means the management committee of the association;

“Commonwealth Department” means the Commonwealth Government Department of Infrastructure and Regional Development and any successor Commonwealth Government department that is responsible for regional development;

“Commonwealth Minister” means the Commonwealth Government Minister or Parliamentary Secretary responsible for regional development;

“Deputy Chair” means the person holding the position of deputy chair of the committee

“ex officio” means by virtue of some other office held;

“Funding Agreement” means the agreement between the Commonwealth Government and the Regional Development Australia committee to provide funding to the association;

“financial year” means the year ending on 30 June;

“general meeting” means a general meeting of the association;

“leave of absence” means leave of a member requested by that member and approved by the Chair;

“member” means a member, however described, of the association;

“objects of the association” means the objects set out in rule 2;

“office-bearer” has the meaning given in rule 13(2);

“ordinary committee member” means a member of the committee who is not an office bearer;

“Regional Development Australia” means the Commonwealth Government’s initiative (with state and territory governments and local government in some jurisdictions) working to develop Australia’s regions;

“secretary” means the secretary of the association appointed by the committee under rule 15(1) or, if the committee does not appoint a secretary, the Deputy Chair;

“the Act” means the *Associations Incorporation Act 1981* (Qld);

“the Regulations” means the *Associations Incorporation Regulation 1999* (Qld);

“treasurer” means the treasurer of the association appointed by the committee under rule 16(1);

“working day” means any day other than a Saturday, Sunday or a public holiday in Queensland.

(2) In these rules—

- (a) reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- (3) The provisions of the *Acts Interpretation Act 1954 (Qld)* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.
- (4) The name of the association is set out in Appendix 2.

2. Object

- (1) Regional Development Australia is a national network of committees fostering regional economic development. The association will work with all three tiers of government, regional business and the wider community to boost the economic capability and performance of their region.
- (2) The objects of the association are to:
- (a) facilitate policies, programmes and projects designed to strengthen human capital, productivity, infrastructure, access to markets, regional comparative advantage and business competitiveness, leading to increased economic activity and the creation of new jobs, along with improved standards of living and working conditions;
 - (b) engage with stakeholders to identify initiatives that will increase economic opportunities and investment that make a lasting difference to their communities; and
 - (c) build partnerships, harness local leadership, marshal support, and encourage cooperation between stakeholders to drive regional priorities.

PART II—MEMBERSHIP

3. Membership qualifications

- (1) The membership of the association is to consist of the Chair appointed by the Commonwealth Minister and the Deputy Chair and other members of the committee appointed by the Chair.
- (2) For the purposes of this clause 3, members of the committee who were appointed by the Commonwealth Minister and Chair and Deputy Chair prior to (18 December, 2017) will be taken to have been appointed in accordance with this clause 3.

- (3) The association must notify the Commonwealth Department in the event of a casual vacancy. The Commonwealth Minister may, at any time, fill a vacant Chair position on the committee by notifying the committee, in writing, of the appointee and the expiration of the appointee's term.

4. Register of members

- (1) The committee must 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 time 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 inspection by members of the association 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 at risk of harm.

5. Appointment of members

- (1) Subject to rule 5(8), nominations of candidates for appointment as Chair of the association will be sought by an application process implemented by the Commonwealth Department on behalf of the Commonwealth Minister.
- (2) Subject to rule 5(5) and rule 5(8), nominations of candidates for appointment as members other than Chair will be sought by an application process implemented by the association.
- (3) A person becomes a Chair upon appointment by written instrument by the Commonwealth Minister. If the written instrument contains conditions that must be fulfilled before the appointment takes effect, the appointment becomes effective on the completion of those conditions (such conditions may include, without limitation, completion and return of certain documentation and/or satisfactory completion of certain probity checks). The Commonwealth Department will advise the association of the date that this occurred.
- (4) A person becomes a member other than a Chair upon appointment by written instrument by the Chair for a period directed by the Commonwealth Minister, after the Chair has consulted with and subject to the agreement of the Commonwealth Minister.

- (5) The Chair may jointly appoint a member or members ex officio. If they do so:
 - (a) such a member will be notified as “ex officio” in the letter of appointment by the Chair;
 - (b) such a member retains his or her appointment, subject to rule 8, for the time during which he or she holds the office which gave rise to his or her ex officio appointment;
 - (c) an ex officio member must notify the Chair, in writing, immediately upon ceasing to hold the office which gave rise to his or her ex officio appointment; and
 - (d) the Chair must, within two (2) working days, notify the Commonwealth Minister in writing of an ex officio member’s ceasing membership.
- (6) The Chair of the association is, subject to these rules, to hold office for the term specified by the Commonwealth Minister in the relevant appointment instrument.
- (7) Each member of the association is, subject to these rules, to hold office for the term specified by the Chair in the relevant appointment instrument for a period as directed by the Commonwealth Minister.
- (8) Notwithstanding rule 5(1) and 5 (2) in the event of a vacancy under rule 8, the Commonwealth Minister in the case of the Chair or the Chair in the case of other members, may appoint a person as a member, and the person appointed is to hold office, subject to these rules, until the Commonwealth Minister or Chair appoint a person to fill the vacancy in accordance with the process set out at rule 5(1), 5 (2) and rule 6.

6. Election of committee members

- (1) The Commonwealth Department will advise the association of the members the Commonwealth Minister has appointed pursuant to rule 5(1) or 5(8) (in the case of appointing a Chair).
- (2) As soon as is practicable after receiving notification under rule 6(1), the secretary must refer the application to the association which must as soon as practicable elect the member at the annual general meeting or any general meeting, or by resolution by flying minute under Rule 28. If the member has been appointed by the Commonwealth Minister to be the Chair, the association must elect that person as the Chair as so appointed by the Minister. If the association cannot elect the person to the committee within 14 days of notification under rule 6(1), the association must notify the Commonwealth Department to explain the reason for the delay.
- (3) As soon as practicable after the appointment of an other member under rule 5(4) or 5(8), the association must elect the member at the annual general meeting or any general meeting, or by resolution by flying minute under rule 28.
- (4) A person may only be elected if the person:
 - (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.

7. Membership entitlements not transferable

- (1) A right, privilege or obligation which a person has by reason of being a member:
- (a) cannot be transferred to another person; and
 - (b) terminates upon cessation of the person's membership.

8. Cessation of membership

- (1) A person ceases to be a member if the person:
- (a) dies; or
 - (b) acquires a civil or criminal conviction punishable by a period of imprisonment; or
 - (c) becomes ineligible for membership under s.61A of the Act; or
 - (d) is entered on the Australian Government Register of Lobbyists or the Queensland Government Register of Lobbyists; or
 - (e) resigns from membership of the association in accordance with rule 9; or
 - (f) receives notice from the Commonwealth Minister under rule 18 removing the person from the committee; or
 - (g) is expelled from the association in accordance with rule 12; or
 - (h) has not been reappointed to the committee upon reaching the end of the term of appointment; or
 - (i) was appointed as an ex officio member and ceases to hold the office which gave rise to his or her appointment as an ex officio member; or
 - (j) is absent without the committee's consent from all meetings of the committee or association held during a period of 6 months.
- (2) If a person ceases to be a member, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (3) The secretary must, within 10 working days, advise the Commonwealth Department in writing that the person has ceased to be a member and in the case of a Chair position request that the vacancy be filled.
- (4) A member has no right of appeal against the member's removal from office under this rule.

9. Resignation of membership

- (1) A member is not entitled to resign from membership of the association except in accordance with this rule 9.
- (2) A member may resign from membership of the association by first giving notice (being not less than 1 month or, if the committee has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

10. Fee, subscriptions etc.

- (1) There is no entrance fee or membership fee for the association.

11. Members' liabilities

- (1) No member is liable to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association.

12. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member:
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules or the RDA Code of Conduct and Ethics; or
 - (b) has failed to attend three (3) consecutive committee meetings without leave from the committee; or
 - (c) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a complaint, the committee must:
- (a) as soon as practicable, cause notice of the complaint to be served on the member concerned;
 - (b) within two (2) working days, notify the Commonwealth Department;
 - (c) give the member at least 10 working days from the time the notice is served within which to make written submissions to the committee in connection with the complaint; and
 - (d) take into consideration any submissions made by the member in connection with the complaint.
- (3) If, after considering the complaint and any submissions made in connection with the complaint, the committee is satisfied that the facts alleged in the complaint have been proved, and that the committee should make a request to the Commonwealth Minister in the case of the Chair that the member should be suspended or removed, or consult with the Commonwealth Minister in the case of a member other than the Chair about the suspension or removal of that member, the committee must:
- (a) notify the Commonwealth Department of the request to suspend, remove or consult on suspension or removal, and the reasons for the committee's decision to make that request; and
 - (b) cause written notice to be given to the member of the committee's request, of the reasons given by the committee for having made that request.
- (4) If, after considering the complaint and any submissions made in connection with the complaint, the committee is either not satisfied that the facts alleged in the complaint have been proved, or is not satisfied that the committee should make a request to the Commonwealth Minister that the Chair should be suspended or removed, or is not satisfied that the committee should consult with the Minister about the suspension or removal of a member other than the Chair, the committee must notify the Commonwealth Department of the reasons for the committee's decision in writing.

- (5) Upon receiving a request under rule 12(3) to suspend or remove a Chair, the Commonwealth Minister will either:
 - (a) accept the request and suspend or remove the member; or
 - (b) reject the request.
- (6) Rule 12 is subject to rule 18. If, after receiving details of the complaint through the Commonwealth Department (following notice of the complaint under sub-rule 12(2)(b)), the Commonwealth Minister decides to suspend or remove the Chair under rule 18, the committee must immediately cease the process outlined in rule 12 (if applicable) upon receiving notice from the Commonwealth Minister of the suspension or removal. Nothing in rule 12 affects the ability of the Minister to suspend or remove a member under rule 18.
- (7) A member has no right of appeal against the member's suspension or removal from office under this rule.

PART III—THE COMMITTEE

13. Committee membership

- (1) The membership of the association consists solely of management committee members and those members whose election to the management committee pursuant to rule 6(2) is pending.
- (2) The office bearers of the association shall be:
 - (a) the Chair;
 - (b) the Deputy Chair;
 - (c) the treasurer; and
 - (d) the secretary, if one is appointed under rule 15(1).
- (3) The number of members is unlimited.
- (4) Each member of the committee is, subject to these rules, to hold office for the term they were appointed for by the Commonwealth Minister (in the case of the Chair) or by the Chair (in the case of other members) (this will be specified in the relevant appointment instrument or otherwise in writing by the Commonwealth Minister or by the Chair).

14. Powers of the committee

- (1) The committee, subject to the Act, the Regulations, the Funding Agreement between the association and the Commonwealth Department, these rules and to any resolution passed by the association in general meeting:
 - (a) controls and manages the affairs of the association; and
 - (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and
 - (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

15. Secretary

- (1) The committee may appoint a member (other than the Chair) to be the secretary. Subject to these rules, the member will hold office as secretary for the term that the committee determines.
- (2) If the committee does not appoint a secretary or a member ceases to be the secretary, the Deputy Chair will perform the secretary's functions until a replacement secretary is appointed.
- (3) The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of his or her address. If the committee does not appoint a secretary or a member ceases to be the secretary, the Deputy Chair must, as soon as practicable, notify the association of his or her address.
- (4) The committee may remove the secretary and this removal does not affect the person's membership of the committee.
- (5) The secretary must keep minutes of:
 - (a) all appointments of office-bearers and ordinary committee members; and
 - (b) the names of members of the committee present at a general meeting; and
 - (c) all proceedings at general meetings and annual general meetings.
- (6) To ensure the accuracy of the minutes:
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- (7) 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.

16. Treasurer

- (1) The committee must appoint a member (other than the Chair) to be the association's treasurer. Subject to these rules, the member will hold office as treasurer for the term that the committee determines.
- (2) The treasurer of the association must:
 - (a) collect and receive all amounts owing to the association and make all payments authorised by the association; and
 - (b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

17. Vacancies

- (1) For these rules, a vacancy in the office of an office-bearer of the committee happens if the office-bearer ceases to be a member under rule 8, or reaches the end of the term determined under rule 15(1) or rule 16(1).
- (2) Where a member vacancy exists under rule 8, 15(1), or 16(1) and a temporary appointment has not been made under 5(4), the quorum requirement for general meetings will be the number of members of the committee less 1 and the quorum for a management committee meeting requires a majority of members.
- (3) A leave of absence does not vary the quorum requirements as it does not change the number of appointed committee members.

18. Removal or suspension of member

- (1) The Commonwealth Minister may remove or suspend any member from the association (and therefore the committee) before the expiration of the member's term of appointment by providing written notice to the committee and the member being removed or suspended.
- (2) The Chair may remove or suspend any member, from the association (and therefore the committee) before the expiration of the member's term of appointment only after consulting with the Commonwealth Minister and then by providing written notice to the committee and the member being removed or suspended.
- (3) The removal or suspension of the member from the association is effective from the date the notice is taken to be received under rule 40.
- (4) A member has no right of appeal against the member's suspension or removal from office under this rule.

PART IV – MEETINGS

19. Holding meetings

- (1) With the exception of the first annual general meeting, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Rules 19(1) and (2) have effect subject to the powers of the Chief Executive of the Office of Fair Trading under section 121 of the Act in relation to extensions of time.
- (4) The management committee must meet at least once in every 4 calendar months to exercise its functions.

20. Annual general meetings – Calling of and business at meetings

- (1) The annual general meeting must, subject to the Act, be convened on such date and at such place and time as the committee thinks fit.

- (2) The annual general meeting may be held by teleconference or other electronic means as the committee determines.
- (3) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting must be to:
 - (a) confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) receive from the committee, the association's financial statement and audit report for the last preceding financial year; and
 - (c) present the financial statement and audit report that are required to be submitted to members pursuant to section 59 of the Act; and
 - (d) appoint an auditor, accountant or approved person under section 59E of the act, for the present financial year; and
 - (e) elect any members of the management committee in accordance with rule 6(2) that have not previously been elected.
- (4) An annual general meeting must be specified as such in the notice convening it in accordance with rule 22.
- (5) An annual general meeting must be conducted in accordance with the provisions of this Part.

21. Calling of meetings

- (1) The committee may, whenever it thinks fit, convene a general or management committee meeting on such date and at such place and time as the committee determines.
- (2) Additional meetings of the committee may be called by any member of the committee.
- (3) A general or management committee meeting may be held by teleconference or other electronic means as the committee determines.

22. Notice of meetings

- (1) Except where the nature of the business proposed to be dealt with at a general or management committee meeting requires a special resolution of the association, the secretary must give written notice of a meeting to each member at least five (5) working days (or any other period that may be agreed on by a majority of members of the committee) before the time appointed for the holding of the meeting.
- (2) The notice convening the meeting must specify whether the meeting is an management committee meeting or a general meeting. If nothing in the notice specifies the type of meeting, then the meeting will be considered to be a management committee meeting, unless:
 - (a) the attendees at the meeting resolve that the meeting should be a general meeting; and
 - (b) the rules for convening a general meeting, and the quorum requirements for a general meeting, are satisfied in respect of that meeting.
- (3) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in rule 22(1) specifying, in addition to the matter required under that sub-rule, the intention to propose the resolution as a special resolution.

- (4) The notice must specify the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (5) No business other than that specified in the notice convening a meeting may be transacted at the meeting except business that the members present at the meeting unanimously agree to treat as urgent business, or, in the case of an annual general meeting, business which may be transacted pursuant to rule 20(3).
- (6) A member desiring to bring any business before a meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a meeting given after receipt of the notice from the member.

23. Meeting procedure and quorum

- (1) The Chair, or in his or her absence, the Deputy Chair, is to preside as chairperson at every meeting.
- (2) If the Chair and Deputy Chair are absent from a meeting, the members present are to elect one (1) of their number to preside as chairperson.
- (3) An item of business must not be transacted at a meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (4) A quorum for the transaction of the business at a general meeting is constituted by the total number of committee members less one (1).
- (5) A quorum for the transaction of the business at a management committee meeting is a majority of the total number of members.
- (6) Members may participate in meetings by teleconference and members so participating will be included in the quorum.
- (7) If within half an hour after the appointed time for the commencement of a meeting, including the annual general meeting, a quorum is not present, the meeting if convened upon the requisition of members must be dissolved and in any other case must stand adjourned to a time and place determined by the Chair.
- (8) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting must be dissolved.

24. Voting

- (1) Subject to rule 24(3), upon any question arising at a meeting a member has one (1) vote only.
- (2) All votes must be given personally or by proxy. A member may hold more than one (1) proxy.
- (3) In the case of an equality of votes on a question at a meeting, the person presiding is entitled to exercise a second or casting vote.

25. Appointment of proxies

- (1) Each member is entitled to appoint another member as proxy by notice given to the secretary, no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form set out in Appendix 1 to these rules.

- (3) A completed proxy vote from a member in the form prescribed in 25(2) can be counted towards a meetings quorum, including a general meeting.

26. Making of decisions

- (1) Unless one or more members hold proxy votes or are participating by teleconference, a question arising at a meeting must be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a meeting, a poll may be demanded by the person presiding or by not less than three (3) members present in person or by proxy at the meeting.
- (3) Where the poll is demanded at a meeting, or where one or more members hold proxies or are participating by teleconference, the poll must be taken:
- (a) immediately in the case of a poll which relates to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter must be deemed to be the resolution of the meeting on that matter.
- (4) A poll may be taken in such form and by such means, including electronic means, as the person presiding directs.

27. Resolutions

- (1) Resolutions, except those requiring special resolution in accordance with the Act and these rules, shall be determined by the majority of the votes of the members attending the meeting.
- (2) Special resolutions shall be determined at a general meeting by a vote of $\frac{3}{4}$ of the members who are present and entitled to vote.
- (3) Subject to rule 23(4), the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee, or through general meeting of the association, or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the association, committee or sub-committee.
- (5) A resolution at a meeting for which there is no quorum has no effect.

28. Resolution by flying minute

- (1) The association may pass a resolution without any meeting in accordance with this Rule 28. Such a resolution will be as valid and effectual as a resolution passed at a meeting only if it is evidenced in writing, or by emails originating from the approved email address of the member, under the hands of 65%.

- (2) A sub-committee may pass a resolution without a meeting in accordance with rule 28 if the power to do so is contained within its terms of reference or if the committee otherwise delegates that power to the sub-committee. Such a resolution will be as valid and effectual as a resolution passed at a meeting only if it is evidenced in writing, or by emails originating from the approved email address of the member, under the hands of 65% of the persons comprising the sub-committee, excluding persons comprising the sub-committee on leave of absence, but including at least one member of the committee.
- (3) Any such resolution may consist of several documents, or emails originating from the approved email address of the member(s), in like form, each signed, or approved by email originating from the approved email address of the member(s), by one or more members of the association or sub-committee.
- (4) A resolution passed by way of a flying minute shall be reported to the next meeting of the association or sub-committee.
- (5) For clarity, rule 28 does not allow a special resolution to be passed other than at a general meeting.

29. Delegation by committee to sub-committee

- (1) The committee may create such sub-committees for such purposes relating to the association's activities as the committee thinks fit.
- (2) Sub-committees may comprise such members of the association, or employees of the association as the committee thinks fit, provided each sub-committee includes at least one member of the committee in its number (i.e. it cannot be comprised solely of the association's employees).
- (3) Sub-committees must operate under terms of reference, in writing, as approved by the committee.
- (4) The committee may delegate to any sub-committee the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a function imposed on the committee by the Act, by any other law of Queensland, or by resolution of the association in general meeting.
- (5) All delegation of powers to a sub-committee made under this rule 29 must be included in the terms of reference of such sub-committee.
- (6) A function, the exercise of which has been delegated to a sub-committee under this rule 29 may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (7) A delegation under rule 29 may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (8) Notwithstanding any delegation under rule 29, the committee may continue to exercise any function delegated.
- (9) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under rule 29 has the same force and effect as it would have if it had been done or suffered by the committee.

- (10) The committee may, by instrument in writing, revoke wholly or in part any delegation under rule 29.
- (11) A quorum for the transaction of the business of a meeting of a sub-committee shall be included in the terms of reference of such sub-committee.
- (12) Notwithstanding anything stated in the terms of reference, each meeting of a sub-committee must have at least one member of the committee present.
- (13) Subject to these rules and terms of reference as approved by the committee under rule 29(3), a sub-committee may meet and adjourn as it thinks proper.

30. Adjournment

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but business must not be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- (3) Where a general meeting is adjourned for 10 working days or more, the secretary must give written or oral notice of the adjourned meeting to each member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (4) Except as provided in rules 30(1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

PART V – MISCELLANEOUS

31. Funds – source

- (1) The funds of the association are to be derived:
 - (a) from funding from the Commonwealth Department;
 - (b) from payments made for the delivery of services to Government according to agreed contracts;
 - (c) from monies paid for sponsorship of activities and events; and
 - (d) subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt and/or statement.

32. Funds – management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association must be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) Management of the association's funds must be in accordance with:

- (a) any procedures, guidelines, or governance codes approved by the committee from time to time; and
 - (b) any contracts entered into by the association with any organisation providing funding to the association.
- (3) 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.
 - (4) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
 - (5) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
 - (6) At all times the committee must exercise due skill, care and diligence in the management of the association's funds.
 - (7) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments must be signed by any two office-bearers of the committee or an office-bearer and either another member of the committee or an employee of the association, (provided that member or employee is authorised to do so by the committee).
 - (8) All payments made by the association via an electronic transfer must be pre-authorised in writing or by electronic means by any two members of the committee or a member of the committee and an employee of the association, being members of the committee or employees authorised to do so by the committee.

33. Distribution of assets and income

- (1) The assets and income of the association shall be applied exclusively to the promotion of the objects of the association and no portion shall be paid or distributed directly or indirectly to the members of the association except as bona fide remuneration for services rendered or expenses incurred on behalf of the organisation.
- (2) Subject to a funding provider's conditions of funding, the association may, at its discretion, approve and pay honoraria as it shall think fit.

34. 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 an audited financial statement for its last reportable financial year is prepared.

35. Conflicts of interest

- (1) A member who has a conflict of interest in a matter, whether actual, perceived or potential, must disclose the interest:
 - (a) at the first meeting at which the matter is first taken into consideration, if the interest then exists; or
 - (b) in any other case, at the first meeting after the acquisition of the interest.
- (2) A member must not vote, or participate in discussions, at a meeting in respect of any matter in which he or she has a conflict of interest.

- (3) The secretary must ensure that a declaration of a conflict of interest is recorded in the minutes of the meeting, and that the minutes reflect what action the association took to overcome the perceived or actual conflict of interest in processing the agenda item.
- (4) If a member discloses a conflict of interest, the secretary must notify the Commonwealth Department about the disclosure within five (5) working days of the meeting.
- (5) The committee must ensure that all employees of the association have agreed in writing to abide by the association's Code of Conduct and Conflict of Interest policies.

36. Amendment of objects and rules

- (1) Subject to the Act, the objects of the association and these rules may be amended only by special resolution carried at a general meeting.
- (2) An amendment, repeal or addition is valid only if it is registered by the Chief Executive of the Office of Fair Trading.

37. Common seal

- (1) The committee must ensure that the association has a common seal.
- (2) The common seal of the association must be kept in the custody of the secretary or as otherwise decided by the committee.
- (3) The common seal must not be attached to any instrument except by the authority of the committee and the attaching of the common seal must be attested by the signatures of two (2) members of the committee.

38. Custody of books

- (1) Subject to the Act, the Regulations and these rules, the secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the association.

39. Inspection of books

- (1) The records, books and other documents of the association must be open to inspection at a place in Queensland, free of charge, by a member at any reasonable hour.

40. Service of notice

- (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member:
 - (a) personally in writing;
 - (b) by sending it by post to the member at the member's address shown in the register of members; or
 - (c) by facsimile, email or other form of electronic transmission.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document must, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

- (3) Where a document is sent to a person by facsimile, email or other form of electronic transmission, the document must, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the transmission is made.

41. Distribution of surplus assets

- (1) This rule applies if the association:
- (a) is dissolved or wound-up under part 10 of the Act; and
 - (b) has “surplus assets”, being the assets of the association after payment of the debts and liabilities remaining after winding-up of the association, and the costs, charges and expenses of the winding-up. Surplus assets do not include any assets that must be dealt with in accordance with the Funding Agreement between the association, the Commonwealth Department.
- (1) The surplus assets must not be distributed among the members of the association.
- (2) The surplus assets must be sold or given to another entity having objects similar to the association's objects.
- (3) An association nominated must fulfil the requirements specified in section 92(1) of the Act.
- (4) Before seeking to distribute surplus assets, the committee must obtain the approval of the Commonwealth Department, in writing, for the proposed distribution.

42. Insurance

- (1) The committee must ensure that the association has all necessary and appropriate levels of insurance cover to meet its obligations under the Funding Agreement between the association and the Commonwealth Department .

APPENDIX 1 – FORM FOR APPOINTMENT OF PROXY

Rule 25(2)

FORM OF APPOINTMENT OF PROXY

I,
(full name)

of
(address)

being a member of **Regional Development Australia Townsville and North West Queensland Inc.**
("the association")

hereby appoint.....
(full name of proxy)

of
(address)

being a member of the association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on the day of 20.....
and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (*delete as appropriate*) the following resolution/s (*insert details*):

.....
.....
.....
.....

.....
(Signature of member appointing proxy)

Date

NOTE: A proxy vote may not be given to a person who is not a member of the association.

APPENDIX 2 – NAME OF THE ASSOCIATION

Rule 1(4)

NAME OF THE ASSOCIATION

The name of the Incorporated Association is “Regional Development Australia Townsville and North West Queensland Inc.” (RDA Townsville and North West Queensland).