

## THE RULES OF

### Reconciliation Queensland Incorporated

As adopted at the Special General Meeting

14<sup>th</sup> August 2004

#### NAME

1. The name of the incorporated association is Reconciliation Queensland ("the association")

#### OBJECTS

2. The objects of Reconciliation Queensland are -
  - (1) to promote a process of reconciliation between Aboriginal and Torres Strait Islander peoples and the wider Australian community;
  - (2) to provide a state-wide focus and leadership in working towards reconciliation;
  - (3) to promote by leadership, education and discussion a deeper understanding and respect of the shared history of our nation;
  - (4) to undertake initiatives to reaffirm the human rights of all Australians;
  - (5) promote respect and recognition for continuing customary laws, beliefs and traditions;
  - (6) to facilitate community and business partnerships to achieve social and economic equality for Indigenous Australians;
  - (7) to support local and regional reconciliation initiatives;
  - (8) to work cooperatively with Reconciliation Australia Limited and other organisations with similar aims;
  - (9) to raise funds to provide for these activities.

#### POWERS

3. (1) Reconciliation Queensland has the powers of an individual.
  - (2) Reconciliation Queensland may -
    - (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) Reconciliation Queensland may take over the funds and other assets and liabilities of the present unincorporated association known as the 'State Reconciliation Committee'
  - (4) Reconciliation Queensland may also issue secured and unsecured notes, debentures and debenture stock for the association.

## CLASSES OF MEMBERS

4. (1) Reconciliation Queensland has one primary category of member:

Voting members

- (2) The number of voting members is unlimited.

## MEMBERSHIP

5. (1) Any person aged 18 or over with a commitment to the Vision of Reconciliation Queensland shall be eligible to be a voting member of Reconciliation Queensland.
- (2) Any organisation which expresses its commitment to the Vision of Reconciliation Queensland Inc. shall be eligible to become a Member Organisation, and may appoint from its members a representative who may speak and vote on its behalf at a General Meeting.
- (3) A person who, on the day these revised Rules are approved, was a member of Reconciliation Queensland and who, on or before a day fixed by the management committee, agrees in writing to remain a member of Reconciliation Queensland, must be admitted by the management committee as a voting member.
- (4) An applicant for membership of the association, other than the members of the unincorporated association mentioned in subsection (1), must be proposed by 1 member of the association (the "proposer") and seconded by another member (the "seconder").
- (5) An application for membership must be-
- (a) in writing; and
  - (b) signed by the applicant and the applicant's proposer and seconder; and
  - (c) in the form decided by the management committee.

## MEMBERSHIP FEES

6. (1) The membership fee for voting members-
- (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.

## ADMISSION AND REJECTION OF MEMBERS

7. (1) The management committee or executive must consider an application for membership at the next meeting of the committee held after it receives-
- (a) the application; and
  - (b) the appropriate membership fee for the application.
- (2) The management committee or executive must decide at the meeting whether to accept or reject the application.
- (3) If a majority of the management committee or executive members present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member.
- (4) The secretary of Reconciliation Queensland must, as soon as practicable after the management committee or executive decides to accept or reject an application, give the applicant a written notice of the decision.

### WHEN MEMBERSHIP ENDS

8. (1) A member may resign from Reconciliation Queensland by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect on-
  - (a) the day and at the time the notice is received by the secretary; or
  - (b) if a later day is stated in the notice - the later day.
- (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 by more than two months; or
  - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of Reconciliation Queensland.
- (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.

### APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

9. (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 1 month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 3 months after the day of receipt, call a general meeting to decide the appeal.
- (4) 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.
- (5) Also, the management committee and the committee members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.
- (6) An appeal must be decided by a vote of the members present at the meeting.
- (7) If a person whose application 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 application fee paid by the person.

## REGISTER OF MEMBERS

10. (1) The management committee must keep a register of members.
- (2) The register of members must include the following particulars for each member-
  - (a) the full name and residential address of the member;
  - (b) the date of admission as a member;
  - (c) the date of death or resignation of the member;
  - (d) details about the termination or reinstatement of membership;
  - (e) any other particulars the management committee or the members at a general meeting decide, within the limitations imposed by government legislation.
- (3) The register must be open for inspection at all reasonable times.
- (4) However, before the member may inspect the register, the member must apply to the secretary to inspect it.

## GROUPS

11. (1) Local Reconciliation Groups (hereinafter referred to as Groups) will be required to adopt, and conduct their affairs in accordance with the approved Charter for Groups.
- (2) Membership of a Group is open to anyone who wishes to take part in the affairs and activities of the Group, agrees to pay the fees prescribed by the Group, and signs the Group Charter.
- (3) Recognition of any group as a Group may be terminated by the Management Committee if it believes that the Group
  - (a) is no longer eligible
  - (b) is in contravention of the objectives, policies or rules of Reconciliation Queensland Incorporated.
 Such termination may be appealed in writing to the Management Committee, whose decision will be final.
- (4).A register of Groups and of Group Members shall be maintained by the Management Committee, using information provided by the Groups in accordance with their Charter.

## MEMBERSHIP OF MANAGEMENT COMMITTEE

12. The Management Committee shall consist of the four Office Bearers, namely two Co-Chairs, one of whom shall be Indigenous and one non-indigenous, and one of whom shall be President, Secretary and Treasurer, who shall constitute the Executive, plus eight others, at least five of whom shall be Indigenous.
  - (a) At each Annual General Meeting of Reconciliation Queensland Incorporated, all members of the Management Committee must retire from office, but are eligible to stand for re-election.

## ELECTING THE MANAGEMENT COMMITTEE

- 13 (1) Other members will be elected to the Management Committee as follows
- (a) any 2 members of Reconciliation Queensland may nominate another member (the "candidate") to serve as an office bearer or other member of the management committee;
  - (b) the nomination must be-
    - (i) in writing; and
    - (ii) signed by the candidate and the members who nominated him or her; and
    - (iii) received by the secretary at least 14 days before the annual general meeting at which the election is to be held;
  - (c) each member present at the annual general meeting may vote only once for each vacant position to be filled;
  - (d) if, at the start of the meeting, nominations have not been received for every position, nominations for such positions may be taken from the floor of the meeting.
  - (e) paid staff are not eligible for election to the Committee.
- (2) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.
- (3) If the number of candidates exceeds the number of vacancies, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (4) All nominees for membership of the Management Committee are asked to indicate on the nomination form whether they are Indigenous or non-Indigenous, to ensure that the requirements of Clause 12 can be observed.

## RESIGNATION OR REMOVAL FROM OFFICE OF MANAGEMENT COMMITTEE MEMBER

14. (1) a management committee member may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect on-
  - (a) the day and at the time the notice is received by the secretary; or
  - (b) if a later day is stated in the notice - the later day.
- (3) A member may be removed from office at a general meeting of Reconciliation Queensland if a majority of the members present 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 he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this section.

### VACANCIES ON MANAGEMENT COMMITTEE

15. (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of Reconciliation Queensland 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 these rules as a quorum as defined in Clause 17 (7), 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 Reconciliation Queensland.

### FUNCTIONS OF MANAGEMENT COMMITTEE

16. (1) Subject to these rules or a resolution of Reconciliation Queensland members carried at a general meeting, the management committee –
- (a) has the general control and management of the administration of the affairs, property and funds of Reconciliation Queensland; and
  - (b) has authority to interpret the meaning of these rules and any matter relating to Reconciliation Queensland on which the rules are silent.
- (2) The management committee may exercise the powers of Reconciliation Queensland –
- (a) to borrow, raise or secure the payment of amounts in a way the association members decide; and
  - (b) to secure the amount 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.
- (3) For sub-section (2)(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 Reconciliation Queensland; or
  - (b) if there is more than 1 financial institution for the association – the financial institution nominated by Reconciliation Queensland.

## MEETINGS OF MANAGEMENT COMMITTEE

17. (1) Subject to subsections (2) to (15), the management committee may meet and conduct its proceedings as it considers appropriate.
- (2) The management committee must meet at least 10 times a year to exercise its functions.
- (3) Notice of a meeting is to be given in the way decided by the committee.
- (4) If the secretary receives a written request signed by at least 33% of the management committee members, the secretary must call a special meeting of the committee.
- (5) A request for a special meeting must state-
  - (a) why the special meeting is being called; and
  - (b) the business to be conducted at the meeting.
- (6) The secretary must give each management committee member at least 14 days notice of a special meeting of the committee.
- (7) A notice of a special meeting must state-
  - (a) the day, time and place of the meeting;
  - (b) provisions for attendance at the meeting, whether in person, videoconference, teleconference, other format, or any combination of these; and the business to be conducted at the meeting
- (8) At a management committee meeting, more than 50% of the members elected or appointed to the committee as at the close of the last general meeting of the members form a quorum.
- (9) A question arising at a committee meeting is to be decided by a majority vote of committee members present at the meeting and, if the votes are equal, the chair of the meeting shall have a casting vote.
- (10) A management committee member must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract.
- (11) One of the Co-Chairs is to preside as chairperson at the meeting.
- (12) If the Co-Chairs are absent from a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.
- (13) If a quorum is not present within 30 minutes after the time fixed for a management committee meeting called on the request of committee members, the meeting lapses.
- (14) If a quorum is not present within 30 minutes after the time fixed for a management committee meeting called other than on the request of committee members, the meeting is to be adjourned to a day, time and place decided by the committee.
- (15) If, at the adjourned meeting mentioned in subsection (14), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

#### RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

18. (1) A written resolution signed by each member of the management committee for the time being entitled to receive notice of a committee meeting is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in subsection (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

#### EXECUTIVE

19. (1) The Executive may only exercise delegated powers in the way the management committee decides.
- (2) If the Co-chairs are not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chair of the meeting.
- (3) At an Executive meeting, more than 50% of the members appointed to the Executive by the Management Committee form a quorum.
- (4) A question arising at an Executive 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.

#### ANNUAL GENERAL MEETINGS

20. Each annual general meeting shall be held not later than 4 months after the end of Reconciliation Queensland Incorporated's previous financial year.

#### BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING

21. The following business must be conducted at each annual general meeting –
  - (a) receiving from the Chair, and Treasurer, written reports concerning the activities and business of Reconciliation Queensland during the preceding financial year ending 30 June;
  - (b) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the association for the last financial year;
  - (c) receiving the auditor's report on the financial affairs of Reconciliation Queensland for the last financial year;
  - (d) presenting the audited statement to the meeting for adoption;
  - (e) electing members of the management committee;
  - (f) appointing an auditor.

## SPECIAL GENERAL MEETING

22. (1) The secretary shall call a special general meeting by giving each member 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 members of the association presently on the management committee; or
    - (ii) at least the number of voting members of Reconciliation Queensland equal to double the number of members of the association presently on the management committee plus 1; 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 subsection (1) (b) must state-
- (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.

## NOTICE OF GENERAL MEETING

23. (1) The secretary must give each member of Reconciliation Queensland Incorporated at least 28 days notice of the Annual General Meeting, and of any meeting relating to alteration of the Rules of Reconciliation Queensland Incorporated, and at least 14 days notice of any other Special General Meeting
- (2) Notice is to be given in the manner described in Clause 24
- (3) A notice of a general meeting must state the business to be conducted at the meeting.

## NOTICES

24. (1) Notice of meetings shall be given to every registered member and may be given in writing by mail to the member's registered address, electronically to the member's registered e-mail address, or by fax to a fax number registered by the member.
- (2) Where a notice is sent by mail, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and, unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of mail.
- (3) Notice of any general meeting shall be given in the above manner to every member of the Association.

### QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

- 25.(1) Subject to subsection (5), at a general meeting the number of members equal to double the number of members of Reconciliation Queensland presently on the management committee plus 1 form a quorum.
- (2) No business may be conducted at general meeting unless a quorum of members is present when the meeting proceeds to business.
- (3) If a quorum is not present 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.
- (4) If a quorum is not present 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, the meeting is to be adjourned to-
  - (a) the same day, time and place in the next week; or
  - (b) a day, time and place decided by the management committee.
- (5) If at an adjourned meeting, a quorum under subsection (1) is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.
- (6) The chairperson may, with the consent of any meeting at which a quorum is present, 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 subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) 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.
- (9) In this rule - "member" includes a person attending as a proxy for that member.

### PROCEDURE AT GENERAL MEETING

26. (1) Subject to these rules, at each general meeting -
  - (a) if the Co-Chairs are absent, the members present must elect 1 of their number to be chairperson of the meeting; and
  - (b) the chairperson must conduct the meeting in a proper and orderly way; and
  - (c) each question, matter or resolution must be decided by a majority of votes of the members present; and
  - (d) each member present and entitled 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; and
  - (e) 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; and
  - (f) voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot; and
  - (g) if a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides; an

- (h) the result of a secret ballot as declared by the chairperson is taken to a resolution of the meeting at which the ballot was held; and

PROXY VOTING

- (2) (a) a member may vote in person or by proxy or by attorney and-
  - (i) on a show of hands, each person present who is a member or a representative of a member has 1 vote;
  - (ii) a member who is also a proxy for another member has 1 vote as a member and 1 vote as a proxy; and
  - (iii) in a secret ballot, each member present in person or by proxy or by attorney or other properly authorised representative has 1 vote; and
- (b) an instrument appointing a proxy must be in writing; and-
  - (i) if the appointor is an individual - signed by the appointor or the appointor's attorney properly authorised in writing; or
  - (ii) if the appointor is a corporation - either under seal or signed by a properly authorised officer or attorney of the corporation; and
- (c) a proxy may be a member of the association or another person; and
- (d) the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot; and
- (e) if a member wants to give an instruction to a proxy to vote for or against a motion, the instrument appointing the proxy must be in the following or like form-

Reconciliation Queensland Incorporated

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the Reconciliation Queensland Incorporated, appoint \_\_\_\_\_ of \_\_\_\_\_, as my proxy to vote for me on my behalf at the (annual) 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.

\* in favour of

This form is to be used \_\_\_\_\_ the motion.

\*against

\*Strike out whichever is not wanted. (Unless otherwise instructed, the proxy may vote as the proxy considers appropriate.); and

- (f) each instrument appointing a proxy must be received by the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

### RECORD OF MEETING

27. (1) (a) the secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting and general meeting are entered in a minute book; and
- (b) the secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the secretary for the inspection.
- (2) To ensure the accuracy of the minutes recorded under subsection (1) (a)-
- (a) the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy; and
- (b) 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
- (c) 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.

### BY-LAWS

28. (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.

### ALTERATION OF RULES

29. (1) The objects and rules of Reconciliation Queensland may be altered by a resolution passed by a majority of not less than three-fourths (3/4) of the members present at a general meeting. The proposed alterations must be specified in the notice of the general meeting, of which 28 days notice in writing must be given.
- (2) However an amendment, repeal or addition is valid only if it is registered by the Secretary.

### COMMON SEAL

30. (1) The management committee must ensure the association has a common seal.
- (2) The common seal must be-
- (a) kept securely by the management committee;
- (b) used only under the authority of the management committee; and
- (c) confirmed in minuted form at a management committee meeting.

- (3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by-
- (a) the secretary; or
  - (b) another member of the management committee; or
  - (c) someone appointed by the management committee.

#### FUNDS AND ACCOUNTS

31. (1) The funds of Reconciliation Queensland 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 amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) If an amount of \$100 or more is paid by cheque, the cheque must be signed by any 2 of the following-
- (a) the Chair;
  - (b) the secretary;
  - (c) the treasurer;
  - (d) another member authorised by the management committee for the purpose.
- (5) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'
- (6) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- (7) All expenditure must be approved or ratified at a management committee meeting.
- (8) The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared –
- (a) the income and expenditure for the financial year just ended;
  - (b) the association's assets and liabilities at the close of the year;
  - (c) the mortgages, charges and securities affecting the property of the association at the close of the year.
- (9) The auditor must examine the statement prepared under subsection (8) and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- (10) The income and property of Reconciliation Queensland must be used solely in promoting Reconciliation Queensland's objects and exercising Reconciliation Queensland's powers.

## DOCUMENTS

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

## FINANCIAL YEAR

33. The financial year of Reconciliation Queensland closes on 30 June in each year.

## DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

34. (1) This section applies if Reconciliation Queensland –

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

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

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

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

(4) In this section -

"surplus assets" has the meaning given by section 92(3)11 of the Act.