

REDLAND MUSEUM INCORPORATED

Redland Museum Constitution

AMENDED EDITION 2017

Approved by members at a Special Meeting dated 07/02/2017.

Redland Museum Incorporated has included amendments to our Constitution on several occasions since 26 June 1987 (incorporation date). This amended version includes important alterations updating and integrating the 2010 constitution with the model rules recommended by the Associations Incorporation Act as well as its own rules unique to Redland Museum.

Contents

1. Interpretation..... 1

2. Name..... 3

3. Objects 3

4. Powers 3

5. Classes of members-summary 4

6. Eligibility for membership 5

7. New members 6

8. Membership fees..... 7

9. Nominated representative 7

10. Admission and rejection of new members 7

11. When membership ends 8

12. Appeal against rejection or termination of membership..... 8

13. General meeting to decide appeal..... 8

14. Register of members..... 9

15. Prohibition on use of information on register of members 9

16. Appointment or election of secretary 10

17. Removal of secretary 10

18. Functions of secretary 10

19. Membership of management committee..... 11

20. Electing the management committee 11

21. Resignation, removal or vacation of office of management committee member 12

22. Vacancies on management committee 13

23. Functions of management committee 13

24. Meetings of management committee 14

25. Quorum for, and adjournment of, management committee meeting 14

26. Special meeting of management committee 15

27. Minutes of management committee meetings 15

28. Electing the immediate past president to the management committee 15

29. Functions of subcommittees 16

30. Acts not affected by defects or disqualifications..... 16

31. Resolutions of management committee without meeting 17

32. Powers of the executive committee 17

33. Tenure of the president..... 17

34. Tenure of the vice-president, secretary and treasurer (“other executives”) 17

35. Annual general meetings..... 18

36. Business to be conducted at annual general meeting 18

37. Notice of general meeting 18

38. Quorum for, and adjournment of, general meeting 18

39. Procedure at general meeting 19

40. Voting at a general meeting 19

41. Special resolutions 20

42. Special general meeting 20

43. Minutes of general meetings 21

44. Proxies..... 22

45. By-laws 23

46. Alteration of rules 23

47. Common seal 23

48. Funds and accounts 23

49. General financial matters 24

50. Documents 24

51. Financial year 24

52. Winding up or revocation 24

1. Interpretation

1.1 In these rules –

"ACNC" means the Australian Charities & Not-for-profits Commission.

"Act" means the current amended versions of the Associations Incorporation Act 1981 and Associations Incorporation Regulations 1999. Where the Act and these rules are in conflict the Act will prevail. (Section 1B Act).

"adult" means a person 18 years of age or older

"artefact" encompasses a broad range of objects but not limited to farming implements, plant, machinery, horse drawn vehicles, transport vehicles, household items, furniture, works of art, books, records, manuscripts, newspapers, pictures, relics, hobby collections, weapons, tools, toys and any similar objects that people have invented, manufactured or used for all human activity including spiritual beliefs and similar.

"associated membership" is a membership without voting rights.

"board" and *"management committee"* are interchangeable terms.

"casual vacancy" means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

"clauses" or *"rules"* have interchangeable meanings about the methods of operations of meetings and the like, explanations of objects, powers and member's rights as outlined in this document.

"collection" means a group of individual physical and/or digitally kept artefacts, including their history and stories, considering their local, national, historic, scientific, artistic, spiritual, architectural and agricultural significance and as outlined in Objects in rule 3 and under the control of the museum.

"consultant" a person with specialized skills or knowledge either for financial gain or charitable purposes who uses their skills or knowledge to improve any aspect of the museum's business.

"executive committee" consists of the president, vice-president, secretary and treasurer.

"immediate past president" means the person who held the position of president immediately preceding the current president of the museum.

"ITAA" means the *Income Tax Assessment Act 1997* (Cth).

"member" means an member of the Museum.

"museum" defined as an institution which helps people understand the world by using objects and ideas to interpret the past and present and explore the future. A museum preserves and researches collections, and makes objects and information accessible in actual and virtual environments. Museums are established for the public's benefit as permanent, not-for-profit organisations that contribute long-term value to communities.

"nominated representative" means a person who represents an associated member, see rule 9.

"present" in a management meeting , see rule 24.6 and a general meeting, see rule 39.2

"proxy vote" is a vote where an absent voting member appoints another person, not necessarily a member, to represent them or their voting decisions as required in rule 44.

“quorum in a special, general or annual general meeting” (unless stated otherwise) means a meeting capable of conducting business because sufficient members are present. Sufficient is defined as the total number of voting members present being at least twice the management committee members, appointed or elected as at the last general meeting, plus one. (Example: eight (8) members on the management committee at the last general meeting mean a sufficient quorum must be 17, calculated as $8 \times 2 + 1$).

“Redland district” means the currently defined geographical boundary of Redland City Council

“Redland Museum Incorporated” is referred to as museum or the museum in this document.

“responsible person” as determined by the ACNC governance standards and means a member of the museum management committee.

“self-generated funds” means funds raised by the museum’s own activities and excludes recurring grants.

“significance”, an artefact of significance is determined by using the primary measures of the artefacts historical, social, aesthetic and research values and the secondary assessment criteria referring to the provenance, rarity, condition and interpretive capacity of that artefact.

“social history” is a broad branch of history that concentrates on the social, economic and cultural experiences of a people in the past. It envelops issues of human activity including demographic changes, indigenous life, ethnicity, labour, gender, family, education, urban, rural, religion, commerce, government, military service and the like.

“special general meeting” means a general meeting called for a specific purpose as outlined in rule 42.

“voting rights” means that a person has the right to vote on all Museum matters.

1.2 Reference to:

- (a) one gender includes the others;
- (b) the singular includes the plural and the plural includes the singular; and
- (c) a person includes a body corporate.

1.3 Except so far as the contrary intention appears in this constitution:

- (a) an expression has in this constitution the same meaning as in the Act; and
- (b) if an expression is given different meanings for the purposes of different provisions of the Act, the expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (c) “Including” and similar expressions are not words of limitation.

1.4 Headings and any table of contents or index are for convenience only and do not form part of this constitution or affect its interpretation.

2. Name

2.1 The name of the incorporated association is Redland Museum Incorporated (**Museum**).

3. Objects

The Museum is established to be a charity whose purpose is to benefit and engage the public by:

- (a) collecting and protecting significant artefacts that characterize the social history of the people who have lived in the Redland district;
- (b) preserving, conserving and restoring those artefacts;
- (c) displaying, presenting and exhibiting the artefacts in a manner that will attract visitors to the museum;
- (d) gathering historical knowledge, stories of interest and documentation associated with the artefacts and the people who used the artefacts;
- (e) securely managing the historical information so that it is easily retrieved;
- (f) encouraging studies and research of the social history of the Redland district, Queensland and Australia;
- (g) promoting the interchange of social history between museum members and the public by instigating exhibitions, lectures, readings, discussions and other events;
- (h) developing and improving the assets of the Museum to achieve these objects;
- (i) creating and installing historical markers or memorials in the Redland district; and
- (j) doing all other things that further, are in aid of, or are ancillary or incidental to the Museum's purpose.

4. Powers

The powers of the Museum are-

4.1 The Museum has the powers of an individual.

4.2 The Museum 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.

- 4.3 The Museum may issue secured and unsecured notes, debentures and museum debenture stock.
- 4.4 In the event that the Museum has surplus self-generated funds in a particular financial year, in addition to exercising its other powers, the management committee may decide to allocate those surplus funds into the following accounts:
 - (a) Term deposits or similar for withdrawal in emergencies or for the normal replacement or upgrading of museum assets. These funds are typically held for longer than twelve months and allocated to the Museum reserves-Sinking Fund. Examples of categories in the sinking fund are future projects, general property, plant and equipment, collection artefact purchases, technology replacement, solar power system replacement and so on.
 - (b) Long term investments for capital allocated to the museum reserves- Future Fund. These funds have restricted access and the sole purpose is to create a long term annuity type income for the museum.
- 4.5 The use of income earned from funds invested in 4.4 may be determined by the management committee.
- 4.6 With the exception noted in 4.5, to withdraw funds from the accounts in 4.4, the following applies
 - (a) To withdraw capital funds defined in 4.4(a), both a majority vote of the management committee and a majority vote of members attending a general meeting are required.
 - (b) To withdraw capital funds defined in 4.4(b), seventy five percent of the management committee members must approve the withdrawal of those funds at a management committee meeting before a special resolution is then passed at a general meeting by members in the form required in rule 41.

5. Classes of members-summary

The membership of the Museum consists of the following classes of membership:

- 5.1 Ordinary membership (members with voting rights):
 - (a) Individual members;
 - (b) Volunteer members; and
 - (c) Life members;
- 5.2 Associated membership (members with no voting rights):
 - (a) Community group associate members;
 - (b) School group associate members;
 - (c) Business associate members;
 - (d) Corporate associate members;
 - (e) Honorary associate members; and
 - (f) Other associated members as determined by the management committee.
- 5.3 The number of members is unlimited.

6. Eligibility for membership

6.1 Individual membership

Any adult may apply for Individual membership of the Museum.

6.2 Volunteer membership

Any adult who is a volunteer at the Museum at the time of application may apply for Volunteer membership of the Museum.

6.3 Life membership

- (a) If, in the opinion of 75% of the management committee, a person has rendered long or outstanding service to the Museum, the management committee may nominate that person as a Life member of the Museum.
- (b) A person nominated under sub rule 6.3 (a) becomes a Life member of the Museum following:
 - (i) the person consenting in writing to be a Life member; and
 - (ii) the nomination being approved by an ordinary resolution of members at a general meeting.
- (c) The management committee may only nominate 1 person to be a Life member each financial year.

6.4 Community group associate membership

Anybody, whether incorporated or unincorporated, which is either:

- (a) a community group; or
- (b) a church;

may apply for Community group associate membership of the Museum.

6.5 School group associate membership

The following may apply for School group associate membership of the Museum:

- (a) a kindergarten;
- (b) a school offering either primary, secondary or tertiary education; or
- (c) an entity offering similar educational services.

6.6 Business associate membership

Any for-profit entity, whether a sole trader, partnership or company, with an annual revenue of less than \$10 million may apply for Business associate membership of the Museum.

6.7 Corporate associate membership

Any for-profit entity, whether a sole trader, partnership or company, with an annual revenue of greater than \$10 million may apply for Corporate associate membership of the Museum.

6.8 Honorary associate membership

- (a) If, in the opinion of the management committee, a person has a close connection to the Museum and is worthy of recognition, the management committee may grant that person an Honorary associate membership of the Museum.
- (b) A person's honorary associate membership expires 1 year after it is granted but may be renewed annually by approval from the management committee.
- (c) An Honorary associate member has no rights or privileges of membership, other than the right to receive notices of and attend and be heard at any general meeting.

6.9 Consultants

Professionals and people with special qualifications who have helped the museum will be recognized as Consultants at each annual general meeting.

6.10 Entitlements of different categories of membership

- (a) Individual members, volunteer members and life members:
 - (i) have the right to receive notices of and to attend and be heard at any meeting of members;
 - (ii) have a right to vote at any meeting of the members; and
 - (iii) are eligible to be elected to the management committee under sub rule 20.
- (b) Community group associate members, school group associate members, business associate members, corporate associate members and honorary associate members and their respective nominated representatives:
 - (i) have the right to receive notices of and attend and be heard at any meeting of members;
 - (ii) do not have a right to vote at any meeting of the members; and
 - (iii) are not eligible to be elected to the management committee under sub rule 20.
- (c) Nominated representatives may apply for Individual membership.

7. New members

- 7.1 An application for a membership of the Museum must be proposed by one (1) member of the Museum (the *proposer*) and seconded by another member (the *seconder*).
- 7.2 An application for membership or as an associate must be—
 - (a) in writing; and
 - (b) appropriately signed by the applicant and the applicant's proposer and seconder; and
 - (c) in the form decided by the management committee.
- 7.3 An application may be delivered to the secretary of the Museum by sending a paper or digital copy to the secretary.

8. Membership fees

- 8.1 The annual subscription fee for each class of membership shall be determined by the members at any annual or general meeting.
- 8.2 The fee for each class of membership shall be due and payable when, and in the way, the management committee decides.
- 8.3 No membership fee is payable by a Life member or Honorary associate member.
- 8.4 The method of payment for any annual subscription shall be determined by the management committee.

9. Nominated representative

- 9.1 If an applicant for membership is not an individual (that is, it is either an incorporated or unincorporated body), it must nominate 1 person (**nominated representative**) to represent it in the Museum. The application form must:
 - (a) state the name and address of the nominated representative; and
 - (b) be signed by the nominated representative.

10. Admission and rejection of new members

- 10.1 The management committee must ratify an application for membership at the next committee meeting held after the museum receives-
 - (a) the relevant application
 - (b) the appropriate fee for that application.
- 10.2 The management committee must ensure that, as soon as possible after the application is made and before the management committee considers the application, the applicant is advised-
 - (a) whether or not the Museum has public liability insurance; and
 - (b) if applicable, the amount of that insurance.
- 10.3 The management committee must decide whether to accept or reject the application.
- 10.4 If a majority of the members of the management committee vote to accept the applicant, the applicant must be accepted as a member.
- 10.5 The secretary of the Museum must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.
- 10.6 If an application for membership is made in respect of an unincorporated association, then the nominated representative for that association must be recorded as the member in respect of the unincorporated association and, notwithstanding any other provision in these rules, is the only person to be recognised by the Museum as a member.
- 10.7 The management committee may use technology to determine a preliminary admission or rejection decision to a new member application as per section 56 of the Act and provided the provisions in rule 10.1 are completed.

11. When membership ends

- 11.1 A member may resign from the Museum at any time by giving notice in writing to the secretary
- 11.2 The resignation takes effect at
 - (a) The time such notice is received by the secretary or
 - (b) if a later date is specified in the notice - that later date.
- 11.3 The management committee may terminate a member's membership if the member -
 - (a) is convicted of an indictable offence; or
 - (b) fails to comply with any of the provisions of these rules; or
 - (c) has fees in arrears for a period of three (3) months or more; or
 - (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Museum.
- 11.4 Before the management committee terminates a membership, the committee must give the member full and fair opportunity to show why their membership should not be terminated.
- 11.5 If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the Museum must give the member a written notice of the decision.

12. Appeal against rejection or termination of membership

- 12.1 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.
- 12.2 A notice of intention to appeal must be given to the secretary within one (1) month after the person receives written notice of the decision.
- 12.3 If the secretary receives a notice of intention to appeal, the secretary must, within one (1) month after receiving the notice, call a special general meeting to decide the appeal in accordance with rule 42.

13. General meeting to decide appeal

- 13.1 The general meeting to decide an appeal must be held within three (3) months after the secretary receives the notice of intention to appeal.
- 13.2 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.
- 13.3 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.
- 13.4 An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

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

14. Register of members

- 14.1 The management committee must keep a register of members of the Museum.
- 14.2 The register must include the following particulars for each member and nominated representative (if applicable)—
- (a) the full name;
 - (b) the postal or residential address;
 - (c) the email and telephone contact details, if known;
 - (d) the date of admission as a member;
 - (e) the date of death or time of resignation;
 - (f) details about the termination or reinstatement of membership;
 - (g) any other particulars the management committee or the members at a general meeting decide.
- 14.3 The register must be open for inspection by members of the Museum at all reasonable times.
- 14.4 A member must contact the secretary to arrange an inspection of the register.
- 14.5 However, the management committee may, on the application of a member of the Museum, withhold information about the member (other than the members 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.

15. Prohibition on use of information on register of members

- 15.1 A member of the Museum must not—
- (a) use information obtained from the register of members of the Museum to contact, or send material to, another member of the Museum 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 Museum for the purpose of advertising for political, religious, charitable or commercial purposes.
- 15.2 Sub rule 15.1(a) does not apply if the use or disclosure of the information is approved by the management committee.

16. Appointment or election of secretary

- 16.1 The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland Border, who is:
- (a) a member of the Museum elected by the Museum as secretary; or
 - (b) any of the following persons appointed by the management committee as secretary:
 - (i) member of the Museum's management committee;
 - (ii) another member of the Museum;
 - (iii) another person.
- 16.2 If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected within one (1) month after the vacancy occurs.
- 16.3 If the management committee appoints a person mentioned in rule 16.1(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- 16.4 However, if the management committee appoints a person mentioned in rule 16.1(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- 16.5 If the management committee appoints a person mentioned in rule 16.1(b)(iii) as secretary, that person does not become member of the management committee.

17. Removal of secretary

- 17.1 The management committee of the Museum may at any time remove a person appointed by the committee as a secretary.
- 17.2 If the management committee removes a secretary who is a person mentioned in rule 16.1(b)(i), the person remains a member of the management committee.
- 17.3 If the management committee removes a secretary who is a person mentioned in rule 16.1(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 16.4, the person remains a member of the management committee.

18. Functions of secretary

The functions of the secretary include, but are not limited to -

- 18.1 calling meetings of the Museum, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Museum; and
- 18.2 keeping minutes of each meeting; and
- 18.3 keeping copies of all correspondence and other documents relating to the Museum; and
- 18.4 maintaining the register of members of the Museum.

19. Membership of management committee.

- 19.1 The management committee comprises the following positions, each of which has voting rights:
- (a) the president;
 - (b) the vice-president;
 - (c) the treasurer; and
 - (d) no less than 2, and up to 4, other committee members.
- 19.2 The immediate past president may be elected to a position on the management committee under rule 28.
- 19.3 The members of the management committee shall be the officers of the Museum.
- 19.4 The Redland City Council, while contributing operational funding to the Museum, shall have the right to appoint an elected councillor and/or an officer of the Council to attend management committee meetings as observers and consultants in a non-voting capacity. Any such appointee will not be a member of the management committee.
- 19.5 The management committee may invite any person or persons to attend its meetings as an observer or consultant; however such person or persons shall have no voting rights.
- 19.6 At each annual general meeting the members of the management committee must retire from office, but are eligible, on nomination, for re-election for any vacant position with the exceptions provided for in sub rules 19.7, 19.8, 33.1 and 34.1.
- 19.7 At each annual general meeting a retiring member of the management committee may be nominated for several positions at the same election but may only hold the position they are first elected to.
- 19.8 In the event that a member is nominated at an annual general meeting for several positions, the member will be elected to the first position they are elected to and all other nominations for the other positions for the member become invalid.
- 19.9 A member of the Museum may be appointed to a casual vacancy on the management committee under rule 22

20. Electing the management committee

- 20.1 A member of the management committee may only be elected as follows—
- (a) any two (2) members of the Museum 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 by the candidate and the members who nominated him or her; 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 Museum present and eligible to vote at the annual general meeting may vote for one (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.
- 20.2 A person may be a candidate only if the person—
 - (a) is an adult; and
 - (b) is eligible to be elected as a member under section 61A of the Act; and
 - (c) is eligible to be elected under rules 33 or 34.
- 20.3 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 Museum for at least seven (7) days immediately preceding the annual general meeting.
- 20.4 If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 20.5 The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
 - (a) whether or not the Museum has public liability insurance; and
 - (b) if the Museum has public liability insurance—the amount of the insurance.

21. Resignation, removal or vacation of office of management committee member

- 21.1 A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- 21.2 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.
- 21.3 A member may be removed from office at a general meeting of the Museum if a two thirds majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 21.4 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.
- 21.5 A member has no right of appeal against the member's removal from office under this rule.
- 21.6 A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

22. Vacancies on management committee

- 22.1 If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the Museum to fill the vacancy until the next annual general meeting.
- 22.2 The continuing members of the management committee may act despite a casual vacancy on the management committee.
- 22.3 However, if the number of committee members is less than the number fixed under rule 25.1 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 Museum.
- 22.4 A member appointed to fill a casual vacancy has a vote on the management committee.
- 22.5 A member appointed to fill a casual vacancy will require approval by a majority of members at the next general meeting. In the event that approval is not given the management committee may appoint another member to the casual vacancy until the next general meeting.

23. Functions of management committee

- 23.1 Subject to these rules or a resolution of the members of the Museum 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 Museum.
- 23.2 The management committee has authority to interpret the meaning of these rules and any matter relating to the Museum on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- 23.3 The management committee may exercise the powers of the Museum—
- (a) to borrow, raise or secure the payment of amounts in a way the members of the Museum decide; and
 - (b) to secure the amounts mentioned in sub rule 23.3(a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Museum in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Museums 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 allow a charge over 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 Museum; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the Museum may from time to time decide with the exception of the process in sub rule 4.4.

- 23.4 For sub rule 23.3(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 Museum; or
 - (b) if there is more than one (1) financial institution for the Museum—the financial institution nominated by the management committee.
- 23.5 The financial powers of the management committee in rule 23 exclude all artefacts and items of the collection from being used as security for any type of financial instrument.

24. Meetings of management committee

- 24.1 Subject to this rule 24 , the management committee may meet and conduct its proceedings as it considers appropriate.
- 24.2 The management committee must meet at least once every month to exercise its functions.
- 24.3 The management committee must decide how a meeting is to be called.
- 24.4 Notice of a meeting is to be given in the way decided by the management committee.
- 24.5 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 hear and take part in discussions as they happen.
- 24.6 A committee member who participates in the meeting as mentioned in sub rule 24.5 is taken to be present at the meeting.
- 24.7 A question 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.
- 24.8 A member of the management committee must not vote on a question about a contract or proposed contract with the Museum if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted.
- 24.9 The president is to preside as chairperson at a management committee meeting.
- 24.10 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 vice-president shall act as chairperson, however if neither are present the members may choose one of their number to preside as chairperson at the meeting.

25. Quorum for, and adjournment of, management committee meeting

- 25.1 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.
- 25.2 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.
- 25.3 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 one day; and
 - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- 25.4 If, at an adjourned meeting mentioned in sub rule 25.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

26. Special meeting of management committee

- 26.1 If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the management committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- 26.2 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 26.3 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.
- 26.4 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.
- 26.5 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.

27. Minutes of management committee meetings

- 27.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are recorded in the minutes.
- 27.2 To ensure the accuracy of the minutes, 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.

28. Electing the immediate past president to the management committee

- 28.1 The immediate past president may be elected to this position by a majority of the members at an annual general meeting.
- 28.2 In the event of being elected, the immediate past president position will have a term of one (1) year, expiring at the commencement of the next annual general meeting.
- 28.3 The position will then remain vacant until another immediate past president is available.
- 28.4 At the end of the one (1) year term as immediate past president, the member in that position may be nominated for any position on the management committee including president.

28.5 The immediate past president will have a vote on the management committee.

29. Functions of subcommittees

- 29.1 The management committee may appoint members to subcommittees by:
- (a) annually appointing members to a subcommittee by the second management meeting following the annual general meeting or
 - (b) in the event of a casual vacancy on any subcommittee, the management committee may appoint a member to that position.
- 29.2 The management committee may delegate any of its powers to a subcommittee including relevant financial decisions.
- 29.3 Members on subcommittees shall conform to any written procedures that may be approved by the management committee.
- 29.4 The management committee, at its discretion, may dismiss or not appoint a subcommittee or individual members of that subcommittee when the subcommittee has either fulfilled its purpose or is not conforming to Museum procedures.
- 29.5 A member of a subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- 29.6 A subcommittee may elect a chairperson of its meetings.
- 29.7 If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a subcommittee meeting, the members present may choose one of their number to be chairperson of the meeting.
- 29.8 A subcommittee may meet and adjourn as it considers appropriate subject to directions of the management committee.
- 29.9 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.
- 29.10 A subcommittee will keep a record of its decisions and provide a regular report of its activities to the management committee and members at general meetings.

30. Acts not affected by defects or disqualifications

- 30.1 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.
- 30.2 Sub rule 30.1 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.

31. Resolutions of management committee without meeting

- 31.1 A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 31.2 A resolution mentioned in sub rule 31.1 may consist of several documents in like form, each signed by one (1) or more members of the committee.

32. Powers of the executive committee

- 32.1 The executive of the management committee may meet at any time arranged by the president or secretary.
- 32.2 At every meeting of the executive a simple majority of the number of members of the executive shall constitute a quorum.
- 32.3 The executive may make any decision concerning the general control and management of the administration of the affairs of the Museum that must be made prior to the next scheduled meeting of the full management committee.
- 32.4 No decision of the executive shall be binding on the management committee unless and until it is ratified by a meeting of a majority of the management committee.
- 32.5 The executive shall have the power to request the secretary to convene a special meeting of the management committee or a special general meeting in unusual or urgent circumstances arising before the next scheduled management committee meeting.
- 32.6 The executive may exercise such other powers as are specifically delegated to it by the management committee or general meeting.

33. Tenure of the president

- 33.1 The same member elected to the president's position for three (3) consecutive years may not be nominated at the annual general meeting for a fourth consecutive year or be appointed as president during that fourth consecutive year.
- 33.2 The member is eligible to be the immediate past president in accordance with rule 28.

34. Tenure of the vice-president, secretary and treasurer (“other executives”)

- 34.1 The same member elected to one of the other executive positions for four (4) consecutive years may not be nominated at the next annual general meeting for a fifth consecutive year (“fifth year”) to that same position.
- 34.2 Following the expiration of the fifth year referred to in sub rule 34.1, the member may be nominated again for that same position.
- 34.3 At the annual general meeting where a member may not be nominated for their past position under sub rule 34.1, that person may be nominated for and elected to or appointed to a different position on the management committee during the fifth year.

35. Annual general meetings

- 35.1 Each annual general meeting must be held-
- (a) at least once a year
 - (b) within 3 months after the closing date of the reportable financial year.

36. Business to be conducted at annual general meeting

- 36.1 The following business must be conducted at each annual general meeting of the Museum—
- (a) receiving the Museum's financial statement and audit report for the last reportable financial year;
 - (b) presenting the financial statement and audit report to the meeting for adoption;
 - (c) electing members of the management committee;
 - (d) appointing an auditor or certified accountant to audit financial statements for the present financial year;

37. Notice of general meeting

- 37.1 The secretary may call a general meeting of the Museum.
- 37.2 The secretary must give at least 14 days' notice of the meeting to each member of the Museum.
- 37.3 If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 37.4 The management committee may decide the way in which the notice must be given.
- 37.5 However, notice of the following meetings must be given in writing when—
- (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 Museum; or
 - (ii) to terminate the person's membership of the Museum;
 - (b) a meeting called to hear and decide a proposed special resolution of the Museum.
- 37.6 A notice of a general meeting must state the business to be conducted at the meeting.

38. Quorum for, and adjournment of, general meeting

- 38.1 The quorum for a general meeting is at least double the number of members elected or appointed to the management committee at the close of the Museum's last general meeting plus (1) one. (See rule 1.)
- 38.2 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

- 38.3 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 Museum, the meeting lapses.
- 38.4 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 Museum—
- (a) the meeting is to be adjourned for at least seven (7) days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- 38.5 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.
- 38.6 If a meeting is adjourned under sub rule 38.5, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 38.7 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.
- 38.8 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.

39. Procedure at general meeting

- 39.1 A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 39.2 A member who participates in a meeting as mentioned in sub rule 39.1 is taken to be present at the meeting.
- 39.3 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 vice-president will preside as chairperson; and
 - (c) if there is no vice-president or if the vice-president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, members present must elect one of their number to be chairperson of the meeting; and
 - (d) the chairperson must conduct the meeting in a proper and orderly way.

40. Voting at a general meeting

- 40.1 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.
- 40.2 Each member present and eligible to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

- 40.3 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.
- 40.4 The method of voting is to be decided by the management committee.
- 40.5 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 40.6 If a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in the way the chairperson decides.
- 40.7 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.

41. Special resolutions

- 41.1 A special resolution at a general meeting may only be passed provided the following occurs:
 - (a) a written notice to members is sent at least 14 days prior to the general meeting where the special resolution will be considered and includes:
 - (i) the time and place of the meeting and
 - (ii) the details of the proposed resolution to be moved and
 - (iii) a description of why the proposed resolution is necessary and
 - (iv) a statement by the management committee that the special resolution may only be passed by those present or by their proxy vote.
 - (v) an appropriate enclosed or attached proxy form.
- 41.2 Notice is deemed to have been provided to a voting member if the notice has been directly posted, sent electronically or hand delivered to their last known address.
- 41.3 The proposed resolution shall be passed at the meeting by the votes of 75% of the members who are present and entitled to vote on the resolution or their proxy.
- 41.4 The quorum required for a special resolution to be presented is the same as for a general meeting.
- 41.5 A proposed special resolution presented to a meeting without completing rule 41.1 has no effect.

42. Special general meeting

- 42.1 The secretary must call a special general meeting and give each member of the Museum appropriate notice of the meeting within 14 days after—
 - (a) being directed to call the meeting by the management committee; or
 - (b) being given a signed and written request by—
 - (i) at least 33% members of the management committee; or
 - (ii) at least the number of members sufficient for a quorum as required at a general meeting or

- (c) being given a written notice of an intention to appeal against the decision of the management committee to —
 - (i) reject an application for membership; or
 - (ii) terminate a person's membership.
- 42.2 A request mentioned in sub rule 42.1(b) must state—
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- 42.3 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 sub rule 42.1(b); or
 - (c) is given the written notice of an intention to appeal mentioned in sub rule 42.1(c).
- 42.4 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

43. Minutes of general meetings

- 43.1 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.
- 43.2 To ensure the accuracy of the minutes—
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be physically or digitally signed by the chairperson of a general meeting held within two months of that annual general meeting, verifying their accuracy.
- 43.3 If asked by a member of the Museum, the secretary must, within 28 days after the request is made—
 - (a) make the minutes 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.
- 43.4 The Museum may require the member to pay the reasonable costs of providing copies of the minutes.

44. Proxies

44.1 An instrument appointing a proxy must be in writing and be in the following or similar form—

General Proxy
Redland Museum Incorporated, 60 Smith Street, Cleveland. Qld 4163
I, _____ of (address),
Being a member of the Museum, appoint _____ (name of proxy)
of (address)
as my proxy to vote for me on my behalf at the *(annual) *general meeting of the
Museum, to be held on the _____ day of _____ 20____
and at any adjournment of the meeting.
Signed this _____ day of _____ 20____ .
Signature _____

44.2 The instrument appointing a proxy must—

(a) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing;

44.3 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

44.4 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.

44.5 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

44.6 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—

Specific Direction Proxy

Redland Museum Incorporated, 60 Smith Street, Cleveland. Qld 4163
I, _____ of (address),
Being a member of the Museum, appoint _____ (name of proxy)
of (address)
as my proxy to vote for me on my behalf at the *(annual) general meeting of the
Museum, 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 [*strike out whichever is not wanted*] the
following resolutions— [*List relevant resolutions and voting directions*]

45. By-laws

- 45.1 The management committee may by a majority vote make, amend or repeal by-laws, consistent with these rules, for the internal management of the Museum.
- 45.2 A by-law may be set aside by a majority vote of members at a general meeting of the Museum.

46. Alteration of rules

- 46.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 46.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive recognised under the Act.
- 46.3 If the Museum is registered as a charity with the ACNC, the ACNC must be notified in writing of any alterations to these rules.

47. Common seal

- 47.1 The management committee must ensure the Museum has a common seal.
- 47.2 The common seal must be—
 - (a) kept securely by the management committee; and
 - (b) used only under the authority of the management committee.
- 47.3 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 authorised by the management committee.

48. Funds and accounts

- 48.1 The funds of the Museum must be kept in an account in the name of the Museum in a financial institution decided by the management committee.
- 48.2 Records and accounts must be kept in safe custody in the English language showing full and accurate particulars of the financial affairs of the Museum.
- 48.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 48.4 A payment by the Museum of \$100 or more must be made by cheque, electronic funds transfer or Museum credit card or equivalent (“payment”).
- 48.5 A payment of \$100 or more must be signed or authorised by any two (2) of the following—
 - (a) the president;
 - (b) the secretary;

- (c) the treasurer;
 - (d) any one (1) of three (3) other members of the Museum who have been authorised by the management committee to sign cheques issued by the Museum.
- 48.6 However, one (1) of the persons who makes the payment must be the president, the secretary or the treasurer.
- 48.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 48.8 Petty cash accounts must be kept on the Museum's financial recording system and the management committee must decide the amount of petty cash to be kept in those accounts.
- 48.9 All expenditure must be approved or ratified at a management committee meeting.
- 48.10 A member is entitled to be properly reimbursed for any reasonable out of pocket expenses, money lent or proper charges, provided the management committee has authorised those reimbursements.

49. General financial matters

- 49.1 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.
- 49.2 The income and property of the Museum must be used solely in promoting the Museum's objects and exercising the Museum's powers.

50. Documents

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

51. Financial year

- 51.1 The end date of the Museum's financial year is June 30 in each year.

52. Winding up or revocation

- 52.1 If:
- (a) the Museum ceases to be endorsed as a deductible gift recipient under subdivision 30-BA of the ITAA; or
 - (b) the Museum is wound up and at that time the Museum is endorsed as a deductible gift recipient under subdivision 30-BA of the ITAA;
- any surplus assets of any gift fund maintained by the Museum, or any surplus gifts of money or property otherwise gifted to the Museum for the purposes of the Museum, must be given or transferred to a fund, authority or institution:
- (c) which is charitable at law;

- (d) which has similar objects as the Museum;
 - (e) gifts to which can be deducted under Division 30 of the ITAA; and
 - (f) which has been approved by the management committee.
- 52.2 Subject to sub rule 52.1, if at the time of winding up or dissolution of the Museum, any property remains other than in a gift fund maintained by the Museum after satisfaction of all debts and liabilities, that property must not be paid or distributed to any of the members of the Museum but must be given or transferred to some other institution or institutions determined by the members at or before the time of dissolution which:
- (a) is charitable at law;
 - (b) has similar objects to the Museum.
- 52.3 In making any gift or transfer of property under sub rule 52.1, the Museum must observe any applicable conditions set out in the relevant table item in Division 30-B of the ITAA to the intent that if any relevant item of the table in Division 30-B of the Act prescribes that any special conditions are to be met then the gift or transfer of property must be made in accordance with those conditions.

.....
Secretary

Record date of this revised edition amendments acceptance by members

Record of amendments after 2017 revision:

Date of general meeting of member's approval of amendments	Rule number affected by amendments	Brief description of amendment including new rule numbers if any	Effective date of rules changes (approved by Chief Executive)