

# **FRIENDS OF THE GOLD COAST REGIONAL BOTANIC GARDENS**

## **RULES**

### **1 NAME**

The name of the incorporated association shall be FRIENDS OF THE GOLD COAST REGIONAL BOTANIC GARDENS INC. (in these rules called "the association")

### **2 OBJECTS**

The objects for which the association is established are -

- 2.1 To support the Environmental purposes of the Gold Coast Regional Botanic Gardens through conservation of endangered local native plant species and preservation of the floral biodiversity of the region;
- 2.2 To create a specialised scientific and educational facility related to the conservation of the gene pool of rare and endangered species from the region;
- 2.3 Identify and develop the environmental values of selected regional flora for use in conservation and rehabilitation;
- 2.4 Display as wide a selection as possible of the flora of the region from coastal dune, riparian, lowland, open woodland, dry rainforest and warm temperate rainforest communities to promote awareness of the need for conservation and environmentally sustainable development;
- 2.5 To recreate local plant communities to encourage the return of animal species, especially birds, lizards and insects;
- 2.6 To provide interpretative data to increase awareness of the values of regional plant communities and ecosystems.
- 2.7 To establish and maintain a public fund to be called the "Friends of the Gold Coast Regional Botanic Gardens Gift Fund", (herein after called the "Gift Fund" or the "Fund") for the specific purpose of supporting the environmental objects of the Association. The Fund is established to receive all gifts of money and property for this purpose and any money received because of such gifts must be credited to the Fund's bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.
- 2.8 To publicise, promote, stimulate interest in, and foster community awareness of the Gold Coast Regional Botanic Gardens.
- 2.9 To carry out works in the Gold Coast Regional Botanic Gardens.
- 2.10 To maintain and staff an information service for the Gold Coast Regional Botanic Gardens.
- 2.11 To provide educational services and guides for visitors to the Gold Coast Regional Botanic Gardens.
- 2.12 To maintain a seed bank and make seeds available for distribution to other Botanic Gardens, Universities and similar organisations worldwide
- 2.13 Such other activities that may arise to assist the development and maintenance of the Botanic Gardens.

### **3 POWERS**

- 3.1 The association has, in the exercise of its affairs, all the powers of an individual.
- 3.2 The association may, for example -
  - (a) enter into contracts; and
  - (b) acquire, hold, deal with and dispose of property; and
  - (c) make charges for services and facilities it supplies; and
  - (d) do other things necessary or convenient to be done in carrying out its affairs.
- 3.3 The association may take over the funds and other assets and liabilities of the present unincorporated association known as the 'Friends Of The Gold Coast Botanic Gardens'.
- 3.4 The association may also issue secured and unsecured notes, debentures and debenture stock for the association.
- 3.5 The association shall appoint a subcommittee of at least three persons to manage the Gift Fund, the majority of whom shall be "responsible persons", ie. - Persons who, because of their tenure of some public office or their position in the community, have a degree of responsibility to the community as a whole. Examples - Church authorities, school principals, judges, clergy, solicitors, doctors and other professional persons, mayors, councillors, town clerks and members of parliament, or other persons as

defined by the Guidelines to the Register of Environmental Organisations. The Fund is subject to the provisions of the Associations Incorporation Act 1981 and the resolutions of the management committee of the association.

#### **4 CLASSES OF MEMBERSHIP**

- 4.1 The membership of the association shall consist of ordinary members, and any of the following classes of members:
- (a) Individual members - Must be over 18 years of age.
  - (b) Family members - Includes two adults and any children under 18 living together as a family.
  - (c) Junior members - Must be under 18 years of age. Not entitled to vote and not eligible to hold positions on the management committee.
  - (d) Concessional members - Must be age, widow, service or invalid pensioner.
  - (e) Association & Institution (educational) members - An unincorporated organisation is not capable of being a member, but may nominate individuals to represent it.
  - (f) Corporation members - Must nominate a individual to represent the corporation
- 4.2 The number of ordinary, individual, family, junior, pensioner, association & institution and corporation members shall be unlimited.
- 5.1 Every person who at the date of incorporation of the association was a member of the unincorporated association and who on or before a date fixed by the management committee for the purpose agrees in writing to become a member of the association shall be admitted by the management committee to the same class of membership of the association as that member held in the unincorporated association.
- 5.2 Every member of the association who previously to agreeing to become a member of the association has paid the member's subscription on or before the date fixed by the management committee for the purpose, as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to the association for the period before the date fixed by the management committee as the date the next annual subscription becomes due.
- 5.3 Every applicant for any class of membership of the association (other than the members of the unincorporated association referred to in sub-rule (1)) shall be proposed by 1 member of the association and seconded by another member.
- 5.4 The application for membership shall be made in writing, signed by the applicant and the applicant's proposer and seconder and shall be in such form as the management committee from time to time prescribes.

#### **6 MEMBERSHIP FEES**

- 6.1 The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine.
- 6.2 The membership fees for each class of membership shall be payable at such time and in such manner as the management committee shall from time to time determine.
- 6.3 A financial member at any material time is a member who is not then indebted to the organisation in respect of annual subscription or levy or other payment whatsoever.
- 6.4 Only those members who are financial members at the time shall be entitled, subject to the lawful procedure of the meeting, to speak or vote upon any motion at any general meeting of the organisation.

#### **7 ADMISSION AND REJECTION OF MEMBERS**

- 7.1 At the next meeting of the management committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the management committee, who shall thereupon determine upon the admission or rejection of the applicant.
- 7.2 Any applicant who receives a majority of the votes of the members of the management committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- 7.3 Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

#### **8 TERMINATION OF MEMBERSHIP**

- 8.1 A member may resign from the association at any time by giving notice in writing to the secretary.

- 8.2 Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 8.3 If a member -
- (a) is convicted of an indictable offence; or
  - (b) fails to comply with any of the provisions of these rules; or
  - (c) has membership fees in arrears for a period of 2 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 association,
- the management committee shall consider whether the member's membership shall be terminated.
- 8.4 The member concerned shall be given a full and fair opportunity of presenting the member's case and if the management committee resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly.

## **9 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 within 1 month of receiving written notification thereof, lodge with the secretary written notice of the person's intention to appeal against the decision of the management committee.
- 9.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within 3 months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.
- 9.3 At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the management committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.
- 9.4 The appeal shall be determined by the vote of the members present at such meeting.
- 9.5 Where a person whose application is rejected, does not appeal against the decision of the management committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

## **10 REGISTER OF MEMBERS**

- 10.1 The management committee shall cause a register to be kept in which shall be entered the names and residential addresses of all person admitted to membership of the association and the dates of their admission.
- 10.2 Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the management committee or the members at any general meeting may require from time to time.
- 10.3 The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

## **11 SECRETARY**

- 11.1 If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must appoint or elect a secretary for the association within 1 month after incorporation.
- 11.2 If a vacancy happens in the office of secretary, the members of the management committee must appoint or elect a secretary within 1 month after the vacancy happens.
- 11.3 The secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is -
- (a) a member of the association elected by the association as secretary; or
  - (b) a member of the association's management committee appointed by the committee as secretary; or
  - (c) appointed by the management committee as secretary (whether or not the individual is a member of the association).
- 11.4 The management committee may appoint and remove the secretary at any time

## **12 MEMBERSHIP OF MANAGEMENT COMMITTEE**

- 12.1 The management committee of the association shall consist of a president, vice- president, treasurer, all of whom shall be members of the association, and such number of other members as the members of the association at any general meeting may from time to time elect or appoint.
- 12.2 At the annual general meeting of the association, all the members of the management committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- 12.3 The election of officers and other members of the management committee shall take place in the following manner -
  - (a) any 2 members of the association shall be at liberty to nominate any other member to serve as an officer or other member of the management committee;
  - (b) the nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the secretary at least 14 days before the annual general meeting at which the election is to take place;
  - (c) a list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall 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;
  - (d) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
  - (e) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

**13 RESIGNATION OR REMOVAL FROM OFFICE OF MEMBER OF MANAGEMENT COMMITTEE**

- 13.1 Any member of the management committee may resign from membership of the management committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the association where that member shall be given the opportunity to fully present the member's case.
- 13.2 The question of removal shall be determined by the vote of the members present at such a general meeting.
- 13.3 There is no right of appeal against a member's removal from office under this section.

**14 VACANCIES ON MANAGEMENT COMMITTEE**

- 14.1 The management committee shall have power at any time to appoint any member of the association to fill any casual vacancy on the management committee until the next annual general meeting.
- 14.2 The continuing members of the management committee may act notwithstanding any casual vacancy in the management committee, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the management committee, the continuing member or members may act for the purpose of increasing the number of members of the management committee to that number or of summoning a general meeting of the association, but for no other purpose.

**15 FUNCTIONS OF THE MANAGEMENT COMMITTEE**

- 15.1 Except as otherwise provided by these rules and subject to resolutions of the members of the association carried at any general meeting the management committee -
  - (a) shall have the general control and management of the administration of the affairs, property and funds of the association; and
  - (b) shall have authority to interpret the meaning of these rules and any matter relating to the association on which these rules are silent.
- 15.2 The management committee may exercise all the powers of the association -
  - (a) to borrow or raise or secure the payment of money in such manner as the members of the association may think fit and secure the same 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 and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the association's property, both present and future, and to purchase, redeem or pay off any such securities;
  - (b) to borrow amounts from members and to pay interest on the amounts borrowed and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether

outright or as security for any debt, liability or obligation of the association, and to provide and pay off any such securities; and

- (c) to invest in such manner as the members of the association may from time to time determine.
- 15.3 For sub-section (2)(b) the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by -
- (a) the financial institution for the association; or
  - (b) if there is more than 1 financial institution for the association - the financial institution nominated by the association.

## **16 MEETINGS OF MANAGEMENT COMMITTEE**

- 16.1 The management committee shall meet at least once every 4 calendar months to exercise its functions.
- 16.2 The management committee must decide how a meeting is to be called
- 16.3 Notice of a meeting is to be given in the way decided by the management committee.
- 16.4 A special meeting of the management committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the management committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 16.5 At every meeting of the management committee a simple majority of a number equal to the number of members elected and/or appointed to the management committee as at the close of the last general meeting of the members, shall constitute a quorum.
- 16.6 Subject as previously provided in this section, the management committee may meet together and regulate its proceedings as it thinks fit.
- 16.7 However, questions arising at any meeting of the management committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 16.8 A member of the management committee shall not vote in respect of any contract or proposed contract with the association in which the member is interested, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted.
- 16.9 Not less than 14 days notice shall be given by the secretary to members of the management committee of any special meeting of the management committee.
- 16.10 Such notice shall clearly state the nature of the business to be discussed thereat,
- 16.11 The president shall preside as chairperson at every meeting of the management committee, or if there is no president, or if at any meeting the president is not present within 10 minutes after the time appointed for holding the meeting, the vice-president shall be chairperson or if the vice-president is not present at the meeting then the members may choose 1 of their number to be chairperson of the meeting.
- 16.12 If within half an hour from the time appointed for the commencement of a management committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management committee, shall lapse.
- 16.13 In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the management committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

## **17 DELEGATION OF POWERS OF MANAGEMENT COMMITTEE**

- 17.1 The management committee may delegate any of its powers to a subcommittee consisting of such members of the association as the management committee thinks fit.
- 17.2 Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the management committee.
- 17.3 A subcommittee may elect a chairperson of its meetings.
- 17.4 If no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 17.5 A subcommittee may meet and adjourn as it thinks proper.
- 17.6 Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

## **18 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

All acts done by any meeting of the management committee or of a subcommittee or by any person acting as a member of the management committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the management committee or person acting as aforesaid, or that the members of the management committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the management committee.

## **19 RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING**

- 19.1 A resolution in writing signed by all the members of the management committee for the time being entitled to receive notice of a meeting of the management committee shall be as valid and effectual as if it had been passed at a meeting of the management committee duly convened and held.
- 19.2 Any such resolution may consist of several documents in like form, each signed by 1 or more members of the management committee.

## **20 FIRST GENERAL MEETING**

- 20.1 The first general meeting must be held not less than 1 month, and not more than 3 months, after the day the association is incorporated.
- 20.2 The management committee must decide where the meeting is to be held
- 20.3 The business to be transacted at the first general meeting must include the appointment of an auditor.

## **21 FIRST ANNUAL GENERAL MEETING**

The first annual general meeting must be held within 18 months after the day the association is incorporated.

## **22 SUBSEQUENT ANNUAL GENERAL MEETINGS**

Each subsequent annual general meeting must be held -

- (a) at least once each year; and
- (b) within 6 months after the end of the association's previous financial year.

## **23 BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING**

The following business must be transacted at every annual general meeting -

- (a) the receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the association and the Gift Fund for the last financial year;
- (b) the receiving of the auditor's report on the financial affairs of the association and the Gift Fund for the last financial year;
- (c) the presenting of the audited statements to the meeting for adoption;
- (d) the election of members of the management committee;
- (e) the appointment of members of the Gift Fund management sub-committee;
- (f) the appointment of an auditor.

## **24 SPECIAL GENERAL MEETING**

24.1 The secretary shall convene a special general meeting by sending out notice of the meeting within 14 days of:-

- (a) being directed to do so by the management committee; or
- (b) being given a requisition in writing signed by not less than one-third of the members presently on the management committee or not less than the number of ordinary members of the association which equals double the number of members presently on the management committee plus one;
- (c) being given a notice in writing of an intention to appeal against the decision of the management committee to reject an application for membership or to terminate the membership of any person.
- (d) A requisition mentioned in subsection (1)(b) shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

## **25 QUORUM AT GENERAL MEETING**

- 25.1 At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the management committee plus 1.
- 25.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 25.3 For the purposes of this rule -  
"member" includes a person attending as a proxy or as representing a corporation which is a member.

- 25.4 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management committee or the association, shall lapse.
- 25.5 In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the management committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 25.6 The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 25.7 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 25.8 Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting

## **26 NOTICE OF GENERAL MEETING**

- 26.1 The secretary shall convene all general meetings of the association by giving not less than 14 days notice of any such meeting to the members of the association.
- 26.2 The manner by which such notice shall be given shall be determined by the management committee.
- 26.3 However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the management committee, shall be given in writing.
- 26.4 Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

## **27 PROCEDURE AT GENERAL MEETING**

- 27.1 Unless otherwise provided by these rules, at every general meeting
  - (a) the president shall preside as chairperson, or if there is no president, or if the president is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-president shall be the chairperson or if the vice-president is not present or is unwilling to act then the members present shall elect 1 of their number to be chairperson of the meeting; and
  - (b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and
  - (c) every question, matter or resolution shall be decided by a majority of votes of the members present; and
  - (d) every financial member present shall be entitled to 1 vote and in the case of an equality of votes the chairperson shall have a second or casting vote, provided that no member shall be entitled to vote at any general meeting if the member's annual subscription is in arrears at the date of the meeting; and
  - (e) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot; and
  - (f) The chairperson shall appoint 2 members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
  - (g) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have 1 vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have 1 vote; and
  - (h) the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised; and
  - (i) a proxy may but need not be a member of the association; and
  - (j) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and

- (k) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit -

ASSOCIATION:

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the abovementioned association,  
hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or failing the member,  
\_\_\_\_\_ 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 thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Signature

This form is to be used \*in favour of  
Or \*against

the resolution.

\*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as the proxy thinks fit.);

- (l) the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (m) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every management committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.
- 27.2 For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every management committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding management committee meeting verifying their accuracy.
- 27.3 Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.
- 27.4 However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

## 28 BY-LAWS

The management committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association and any by-law may be set aside by a general meeting of members.

## 29 ALTERATION OF RULES

- 29.1 Subject to the provisions of the *Associations Incorporation Act 1981*, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.
- 29.2 However an amendment, rescission or addition is valid only if it is registered by the chief executive and the Minister responsible for the administration of the Collections Act 1966.

## 30 COMMON SEAL

- 30.1 The management committee shall provide for a common seal and for its safe custody.
- 30.2 The common seal shall only be used by the authority of the management committee and every instrument to which the seal is affixed shall be signed by a member of the management committee and shall be countersigned by the secretary or by a second member of the management committee or by some other person appointed by the management committee for the purpose.

## 31 FUNDS AND ACCOUNTS

- 31.1 The funds of the association and the Gift Fund must be kept in separate accounts in the name of the association and the Gift Fund respectively, in a financial institution decided by the management committee.
- 31.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the association and the particulars usually shown in books of a like nature.
- 31.3 All moneys shall be deposited as soon as practicable after receipt thereof.
- 31.4 All amounts of \$100 or over shall be paid by cheque signed by any 2 of the president, secretary, treasurer or other member authorised from time to time by the management committee.
- 31.5 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- 31.6 The management committee shall determine the amount of petty cash which shall be kept on the imprest system.
- 31.7 All expenditure shall be approved or ratified at a management committee meeting.
- 31.8 As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the particulars of -
  - (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the association at the close of that year.
- 31.9 If the association is incorporated within 3 months of the end of the association's financial year, subsection (8) does not apply for the financial year the association is incorporated.
- 31.10 The auditor must examine the statement prepared under subsection (8) and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- 31.11 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

## **32 DOCUMENTS**

The management committee shall provide for the safe custody of books, documents, instruments of title and securities of the association.

## **33 FINANCIAL YEAR**

The financial year of the association shall close on 31 October in each year.

## **34 DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

If the association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the association, gifts to which are allowable deductions under the provisions of Section 78(4) and (5) of the Income Tax Assessment Act, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the association under or by virtue of rule 31 (11), such institution or institutions to be determined by the members of the association.

## **35 MANAGEMENT OF THE GIFT FUND (The Gift Fund Rules)**

- 35.1 The sole purpose of the fund is to support the environmental purposes of the Friends of the Gold Coast Regional Botanic Gardens.
- 35.2 Members of the general public are to be invited to make gifts of money or property to the Fund for the environmental purposes of the association.
- 35.3 Money from interest on donations, income derived from donated property, and money from the realisation of such property are to be deposited into the Fund.
- 35.4 A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the association.
- 35.5 Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the Fund.
- 35.6 The Fund will be operated on a non-profit basis. None of the money or property accumulated by the Fund will be distributed to members of the association or trustees or managers of the Fund apart from proper

- remuneration for administrative services or legitimate expenses incurred in relation to the Fund.
- 35.7 A committee of management of no fewer than three persons will administer the Fund. The management committee of the Friends of the Gold Coast Regional Botanic Gardens will appoint the committee. A majority of the members of the committee of management are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations and outlined in article 3.5 of these Rules.
- 35.8 The association will inform the Department responsible for the environment as soon as possible if:  
It changes its name or the name of its public fund; or  
There is any change to the membership of the management committee of the Gift Fund; or  
There has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.
- 35.9 The association will comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.
- 35.10 The income and property shall be used and applied solely in promotion of the environmental objects of the association, and no portion shall be distributed, paid or transferred directly by way of dividends, bonus or by way of profit to members, directors, or trustees of the association.
- 35.11 Any allocation of funds or property to other persons or organisations will be made in accordance with the established environmental purposes of the association and not be influenced by the preference of the donor.
- 35.12 In case of the winding up of the fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations
- 35.13 Statistical information requested by the Department on donations to the Gift Fund will be provided within four months of the end of the financial year. An audited financial statement for the association and its Gift fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of Gift Fund monies and the management of Gift fund assets.

## **Friends of the Gold Coast Regional Botanic Gardens Inc.**

### **By-Laws**

By-Law 1. Formation and conduct of Special Interest Groups.

Note: The legal status of an incorporated association is taken into account in framing this by-law. The Friends of the Gold Coast Regional Botanic Gardens Inc. is an incorporated association, and as such, is a legal entity entitled to own property and undertake financial dealings in the same way as an individual. Unless separately incorporated in its own right, a Special Interest Group is not such an entity, and consequently needs to act within the terms of the delegated powers listed in this by-law. Although delegated to manage its own affairs, property and finances, there are boundaries on this, and for the purposes of reporting to Government, and Taxation law, all property and monies are the responsibility of the management committee of the Friends.

1.0 Purpose for which a Special Interest Group shall be formed.

1.1 A group of members may form a Special Interest Group to further the Objects of the Association in a particular area of horticulture; or group or family of plants; or other aspect of the Botanic Gardens that relates to the Objects of the Association.

2.0 Procedures for Formation.

2.1 The group of members shall submit a written proposal to form a Special Interest Group to the Secretary, stating the Special Interest of the group, and the names of the members who propose to form the initial membership of the group.

2.2 The Management Committee shall consider the Proposal and advise the members concerned of its decision to allow or not allow the formation of the Special Interest Group.

2.3 If the Management Committee approves the proposal, the Group shall meet, and elect a Leader, Secretary and Treasurer (or Secretary/Treasurer).

2.4 After studying the Objects of the Association, the group shall prepare its own Objects, which must fall within the compass of the Objects of the Association.

2.5 The names of the office holders and the Objects of the Group will then be sent to the Secretary of the Association.

3.0 Conduct of a Special Interest Group.

3.1 A Special Interest Group may not have any member who is not a financial member of the Association.

3.2 The Group will decide how, when and where it is to conduct its activities, whether it is by regular meetings, or garden activities, or other activity. In all respects the Group will conduct its activities in accordance with the Rules of the Association, in particular the keeping of records and accounts.

3.3 The Group may raise funds to further its Objects and to provide for operational requirements of the Group, doing so according to the same rules relating to Funds and Accounts that apply to the Association as a whole, with the exception that an annual audit by an external auditor is not necessary. Notwithstanding this exception, the financial records of the Group shall be made available to the Treasurer of the Association and the Auditor on request.

3.4 The group shall not incur debt or enter into written contracts with third parties without the written agreement of the Management Committee.

3.5 The Financial Year of a Group will be 1<sup>st</sup> October – 30<sup>th</sup> September. The Group's Annual General Meeting and election of office holders will be held in October each year.

3.6 Prior to the AGM each year, the Accounts of the Group to the end of September will be audited by the members of the Group committee, and a Statement of Receipts, Expenditure and Balances for that year, signed as accurate by the Leader and the Treasurer of the Group, shall be sent to the Treasurer of the Association by the end of October.

3.7 An annual report of the Group's activities will be prepared and sent to the Secretary of the Association by the end of October each year. The Leader may present this report at the Annual General Meeting of the Association.

3.8 The Group shall appoint a representative to the Association's Management Committee.

4.0 Winding up of a Group

4.1 If a Group wishes to cease its activities as a Special Interest Group, it must pay any outstanding accounts, and all minute books and financial records will revert to the ownership of the Association.

4.2 Remaining funds or assets shall be offered to the Association or dispersed by the group in accordance with Rule 34 of the Rules of the Association.

5.0 Incorporation of Group

5.1 A Special Interest Group may incorporate in its own right, in which case its incorporated entity would be the owner of its Funds and Assets. In this case the Group may manage its affairs separately from the Association. In the event of the Group winding up, it would be bound by the conditions of Rule 34 (or similar) in its own Rules as required by the Associations Act.