

Members

As advised in the October Member Update the Rules Review Sub-committee has completed its work and submitted the findings to QRA Council. Feedback from Council relating to the composition of Sub-Committee was resulting in revising the Charters, the detail of which appears in the report.

The latest version of the proposed Rules incorporating the Sub-Committee Report and the changes are available on the QRA website (and follow below).

The proposed timeline is to provide for Member Feedback, followed by a Special General Meeting (QRA Council) to vote on a resolution to adopt the proposed Rules.

If you have any questions please contact your Councillor, a member of the Sub-Committee, a Board member, or the Executive Officer to clarify the content.

Special General Meeting	Submission of Rules	Annual General Meeting	Post AGM	Zone Reps
QRA Council will meet to vote on the special resolution to adopt the proposed Rules.	EO submits Rules to Queensland Department of Fair Trading for registration.	Transitional arrangement within new Rules to operate the AGM under the current Rules. QRA Council to vote as required on appointment of Board and President.	QRA Councillors transition to Zone Representative role. Board establishes sub-committees.	Nomination and appointment of Zone Reps commences in May and concludes in June.
Late-February	After SGM	Late March	After AGM	Early May

Following changes based on feedback since the report

The Charters for sub-committees have had the formal participation of EO and/or Secretary removed. This is to remove any perception of a conflict, rather than the need to formally declare a conflict when appropriate. The Charters already provide the Committee chair with the power to invite the EO and/or Secretary as the need arises, as non-voting participants.

Effectively the intent of removing voting rights from those individuals who are remunerated (other than by reimbursement of expenses) is achieved.

“The *Committee* chair may invite any Director, Officer, staff member, expert or other advisor who isn’t a member of the *Committee* to attend, but these individuals have no voting power.”

The proposed Rules as submitted provide the Board with the ability to appoint a Secretary, when deemed appropriate.

QRA has no intention of removing the role DRA’s play in our Sport. What has become apparent is that DRA’s no longer have a direct role relating to Governance of QRA.

Given the timing of the SGM to adopt these Rules, confirmation of registration with Queensland Department of Fair Trading and the approaching AGM date, the Board has added a clause into the Rules to operate the AGM and election of Board Members and President under the current Rules.

Rules Sub-committee

Background

The QRA Board had proposed a range of amendments to the QRA Rules to support a revised structure following a governance review. The Rules were ultimately to be voted on at the AGM in March 2020, however based on feedback preceding the meeting the motion was withdrawn. The QRA Councillors were asked to provide the positive and negative aspects of the proposed Rules and agreed that a sub-committee be formed to work through the issues.

The issues, 25 in total, were grouped into categories with the sub-committee working through each item to determine a priority. Some issues were simply addressed with the need for more effective communication and some other opportunities were unearthed. The remaining items are listed under the title Significant Issues Discussed by the Rule Sub-committee.

Context of the Rules Sub-committees Review

The present structure of QRA Board and Council does not attract people with the desirable level of skills to efficiently run the QRA. This has resulted in some dysfunction at the QRA in recent times.

The present QRA structure asks that the Council be skilled across an expansive list of responsibilities. This places an unfair burden on Council and in turn reduces the number of members prepared to volunteer.

The Rules Sub-committee considered the draft Rules with a view to attracting more skilled people to achieving a better governance outcome for our Association.

The premise is that by breaking down and delegating various tasks to Sub-committees, the QRA can attract appropriately skilled people/members to perform various roles instead of having people working on jobs irrespective capability and experience.

A comparison of the roles undertaken by Council (along with other considerations) has been compiled. These roles were then allocated to various Sub-committees who would undertake these roles, under the draft Rules.

The Sub-committees identified that report to the Board or Management are listed below (with Zone Representatives and Governance Sub-committees having a specific reference in the draft Rules).

- Zone Representatives
- Governance
- Assurance, Audit and Risk
- Finance
- Representative Teams
- Competition
- Membership, Promotion & Communication
- Belmont
- Commercial Operations
- I.T. & T. and Compliance

Significant Issues Discussed by the Rules Sub-committee

1. Board Member Composition

Do we believe we can get the best possible Board from within the membership?

Attracting interested members to the QRA Board has been challenging.

This has been due to a toxic attitude within the Board, distrust of the Board and the lack of appreciation of the efforts of the Board.

Considerations in achieving a better Board are as follows-

- Better defined position description
- Proper training (e.g. AICD NFP Governance 2 day course)
- A pathway for interested members who may want a gradual introduction to Board representation.
- External Board Members to close skill gaps and increase diversity
- Provide the ability for Office Bearers to be appointed for greater than one year to assist with a longer strategic view

Amendments recommended by the Rules Subcommittee are as follows

- **18. Board**
- **Added requirement that Interested Board Members must be members for 5 consecutive years.**
- **Amended Independent Board Members, to not exclude Members who may not have served 5 years.**

27. Office Bearers

- **Provide the Board with the opportunity to elect the President/Vice President/Treasurer for a term greater than 1 year up to the expiry of their term.**

2. Board Meeting Minutes

The legal advice was that Board Minutes should only be available for those people present at the meeting.

Board Meetings comprise a series of supporting documents compiled into a Board Pack. Without this the Minutes lack the detail to be meaningful.

It was suggested that a summary of the Meeting would be beneficial to the Membership and could be provided within 2 weeks of the meeting.

If a member wanted to a copy of the Minutes they would be available.

26. Minutes

Removed reference to Minutes being available to those persons who attended the meeting

Addition – Standard Clause of how a member requesting the minutes can do so

3. District Rifle Associations (DRA's)

DRA's do not have a direct relationship that is relevant to the Rules, in terms of Governance.

They are however an integral part of our history and in some cases may be involved in the management of ranges. QRA Policies will reflect the relationship when appropriate.

Various

Added reference to DRA's throughout the document

4. Quorum/Voting/Proxies

The proposed quorum numbers in the draft Rules is compliant with *the Act*.

The clear intent of the draft Rules is to enable all members to have a vote.

The business to be conducted at SGMs & AGMs must be advised prior to the meeting. This enables any motions to be distributed and discussed prior to the meeting and then offer a range of voting options via:

- in person
- proxy (the revised position is to remove proxy voting)
- electronic (survey style)
- in writing

Recent changes to the Incorporations Act have not included proxy voting. A brief survey of Sports identified that proxies were being phased out in favour of other options. Some also allow a member to hold only one proxy (of another member).

5. Governance Committee

The make up and role of Governance Committee was discussed at length.

Comprise: 3 QRA members, 1 QRA Board Member, 1 external non-member, EO, Secretary or external non member.

Make recommendations on candidates for Board positions

Gov Com members should have or are prepared to undertake suitable training (AICD NFP Governance 2 day course). An EOI process to be conducted, identifying the responsibilities and skills sought to fill the position.

Refer to revised Charter (attached)

20. Board Election

Revised role of Governance Committee

The Governance Committee shall provide an assessment of all persons nominated for select suitable persons for Interested Board Member positions and endorse the nominations of these persons for election as Board Members at the Annual General Meeting in accordance with the Governance Policy.

Responsibilities of Council transferred to Sub-Committee

Zone Representatives
Identify and assist Clubs to make the most of Grant funding opportunities
Assist Clubs with local club governance issues and strategic planning
Encourage Clubs to provide content for the QRA website and ATR
Share local initiatives that can assist the Association
Meet with other Areas Representatives to discuss like issues and make recommendations to the Board and Management
Report non-compliance and seek assistance to rectify
Attend QRA member/club forums
Governance
Develop and implement a system of review for the ongoing performance of the Board, including adherence to policy
Develop and implement a succession plan for Board Directors and Association Officers
Develop and recommend a governance training plan for Board Members, Association Officers and others as required;
Annually review and recommend any pay/condition changes for paid officers of the Association.
The Committee will review its charter at least annually and recommend any proposed changes to the Board for approval.
Assurance, Audit & Risk
Review the BSU annual external audit report and advise the Board on its findings, as they relate to QRA's role as Trustee
Review the QRA annual external audit report for approval at the AGM and advise the Board on its findings
Annually review (and recommend changes) if required on the insurance needs of the Association
Quarterly review the QRA Compliance Register and advise the Board on its findings
Quarterly review the Conflict of Interest Register and advise the Board on its findings
Annually review the compliance of the Association with all relevant government legislative requirements and advise the Board of its findings
Annually review the compliance of affiliated organisations with QRA affiliation requirements and advise the Board of its findings
Quarterly review the QRA's cash flow position and advise the Board on its findings
Quarterly review compliance with the Delegation of Authority and advise the Board of its findings
The Committee will review its charter at least annually and recommend any proposed changes to the Board for approval
Finance
Review the annual QRA operating budget as prepared by the EO and advise the Board on its findings
Review the annual QRA capital budget as prepared by the EO and advise the Board on its findings
Annually review QRA asset valuations and inventory levels and advise the Board on its findings (including any policy amendment recommendations)
Annually review the QRA's investment strategy and investment portfolio and recommend any changes
Annually review all banking arrangements to ensure the QRA is using the best available banking services
Annually review the QRA Foreign Exchange Management Policy and transactions and recommend any changes
Annually review the Delegation of Authority and recommend any changes
Review and recommend any loans the QRA may give to affiliated associations including terms and condition
The Committee will review its charter at least annually and recommend any proposed changes to the Board for approval

QRA Zone Representatives Charter

Purpose

The QRA Zone Representatives (the 'Committee') is a group of individuals tasked with ensuring two-way communication between the Board and Management to the Clubs and Members.

The Committee identifies opportunities to support Clubs and provides advice to QRA's Board of Directors and Management team. This role is vital due to the geographic spread of Clubs throughout the State.

The Committee will also meet as a group to discuss common issues and share best practice.

The Committee will function in accordance with current version of the QRA Rules.

Membership

The makeup of the Committee shall be as follows:

- one member per Zone
- the maximum number of Zone representatives is 12

Authority

The committee will operate under a 'prepare, review and approve process' where information is prepared by 'others', reviewed by the Committee with committee report back/recommendations proposed for the Board approval.

Responsibilities

The following is a list of responsibilities of the Committee:

- Identify and assist Clubs to make the most of Grant funding opportunities
- Assist Clubs with local club governance issues and strategic planning
- Encourage Clubs to provide content for the QRA website and ATR
- Share local initiatives that can assist the Association
- Meet with other Areas Representatives to discuss like issues and make recommendations to the Board and Management
- Report non-compliance and seek assistance to rectify
- Attend QRA member/club forums
- In accordance with the Objects of the QRA (as contained in the current version of the QRA Rules), keep the QRA Board and staff aware of any opportunities or problems that may arise in their area that impact on the sport;
- Encourage the Rifle Clubs and members to make better use of the available technology;
- Prepare an annual report to be tabled at the AGM.

The Committee will report its activities back to the Board at least on a quarterly basis and give feedback to the Board and Management as required.

Meetings

The committee will meet at least quarterly and more often as needed. A majority of the Committee members shall constitute a quorum. The Committee chair may invite any Director, Officer, staff member, expert or other advisor who isn't a member of the Committee to attend, but these individuals have no voting power. The Committee will review its charter at least annually and recommend any proposed changes to the Board for review.

Revision History

Version	Date	Description
0.01	22.01.2020	Initial draft charter
0.02	25.06.2020	EO review
		Approved by the Board – Board Meeting

QRA Governance Committee Charter

Purpose

The QRA Governance Committee (the '*Committee*') is a group of individuals tasked with ensuring that the QRA's Board of Directors is functioning appropriately and efficiently.

The *Committee* is primarily concerned with monitoring the activities of the Board of Directors, rather than those of the QRA, though both groups will usually be in frequent contact with the Executive of the QRA.

The *Committee* will function in accordance with current version of the QRA Rules.

Membership

The makeup of the *Committee* shall be as follows

- Three representatives, from the QRA Membership;
- One external non member (by invitation);
- One Board member (notionally the President);
- ~~EO; and~~
- ~~Association Secretary (if the EO is acting in the Secretary role an additional external non member will be added).~~

Authority

The committee shall have the authority:

- To recommend persons as candidates to the Members at an AGM for election as Board Members;
- To recommend persons as candidates to the Board for Association Executive positions;

Responsibilities

The following is a list of responsibilities of the *Committee*:

- Develop and implement a system of review for the ongoing performance of the Board, including adherence to Policies;
- Develop and implement a succession plan for Board Directors and Association Officers;
- Develop and recommend a governance training plan for Board Members, Association Officers and others as required;
- Annually review and recommend any pay/condition changes for paid officers of the Association.

The *Committee* will report its activities back to the Board at least on a quarterly basis and give feedback on Board performance as required.

Meetings

The committee will meet at least quarterly and more often as needed.

A majority of the *Committee* members shall constitute a quorum.

The *Committee* chair may invite any Director, Officer, staff member, expert or other advisor who isn't a member of the *Committee* to attend, but these individuals have no voting power.

The *Committee* will review its charter at least annually and recommend any proposed changes to the Board for review.

Revision History

Version	Date	Description
0.01	23.01.2020	Initial draft charter
0.05	27.01.2020	EO review
0.05	07.02.2020	Approved by QRA Board – meeting 7/2/20
0.06	27.02.2020	Wording change to EO/Secretary to clarify
0.07	25.06.2020	Amendment to responsibilities (adherence to policy)

QRA Finance Committee Charter

Purpose

The QRA Finance Committee (the 'Finance *Committee*') is a group of individuals tasked with ensuring that the QRA's banking, finances and Investments are managed prudently while achieving the best possible outcome for the QRA.

The *Committee* shall function in accordance with current version of the QRA Rules.

Membership

The makeup of the Finance Committee should be as follows

- Four representatives, one from each Zone;
- Two Board members (notionally the Treasurer and an independent director);
- Other invited specialists appointed by the Board; and
- EO.

Authority

The committee will operate under a 'prepare, review and approve process' where information is prepared by 'others', reviewed by the Finance Committee with committee recommendations proposed for the Board approval.

Responsibilities

The following is a list of responsibilities of the *Committee*:

- Review the annual QRA operating budget as prepared by the EO and advise the Board on its findings;
- Review the annual QRA capital budget as prepared by the EO and advise the Board on its findings
- Annually review QRA asset valuations and inventory levels and advise the Board on its findings (including any policy amendment recommendations);
- Annually review the QRA's investment strategy and investment portfolio and recommend any changes;
- Annually review all banking arrangements to ensure the QRA is using the best available banking services;
- Annually review the QRA Foreign Exchange Management Policy and transactions and recommend any changes;
- Annually review the Delegation of Authority and recommend any changes
- Review and recommend any loans the QRA may give to affiliated associations including terms and conditions;
- The Committee will review its charter at least annually and recommend any proposed changes to the Board for approval.

The *Committee* will report its activities back to the Board at least on a quarterly basis.

Meetings

The committee will meet at least quarterly and more often as needed.

A majority of the *Committee* members shall constitute a quorum.

The *Committee* chair may invite any Director, Officer, staff member, expert or other advisor who isn't a member of the *Committee* to attend, but these individuals have no voting power.

Revision History

Version	Date	Description
0.01	22.01.2020	Initial draft charter

DRAFT

QRA Assurance, Audit and Risk Committee Charter

Purpose

The QRA Assurance, Audit and Risk Committee (the '*Committee*') is a group of individuals tasked with ensuring that the QRA's Board is properly informed, prudent and proactive in its management of the QRA.

The *Committee* is primarily concerned with quality assurance of the QRA's operations both financially and operationally.

The *Committee* will function in accordance with current version of the QRA Rules.

Membership

The makeup of the *Committee* should be as follows

- Three representatives, from the QRA Membership;
- Two Board members (at least one independent director);
- Other invited specialists appointed by the Board; and
- ~~EQ.~~

Authority

The committee will operate under a 'prepare, review and approve process' where information is prepared by 'others', reviewed by the *Committee* with committee report back/recommendations proposed for the Board approval.

Responsibilities

The following is a list of responsibilities of the *Committee*:

- Review the QRA annual external audit report for approval at the AGM and advise the Board on its findings;
- Review the BSU annual external audit report and advise the Board on its findings, as they relate to QRA's role as Trustee;
- Annually review (and recommend changes) if required on the insurance needs of the Association;
- Quarterly review the QRA Compliance Register and advise the Board on its findings;
- Quarterly review the Conflict of Interest Register and advise the Board on its findings;
- Annually review the compliance of the Association with all relevant government legislative requirements and advise the Board of its findings;
- Annually review the compliance of affiliated organisations with QRA affiliation requirements and advise the Board of its findings.

- Quarterly review the QRA's cash flow position and advise the Board on its findings;
- Quarterly review compliance with the Delegation of Authority and advise the Board of its findings.
- The Committee will review its charter at least annually and recommend any proposed changes to the Board for approval.

The *Committee* will report its activities back to the Board at least on a quarterly basis.

Meetings

The committee will meet at least quarterly and more often as needed. A majority of the *Committee* members shall constitute a quorum. The *Committee* chair may invite any Director, Officer, staff member, expert or other advisor who isn't a member of the *Committee* to attend, but these individuals have no voting power.

Revision History

Version	Date	Description
0.01	22.01.2020	Initial draft charter
0.02	27.01.2020	EO review
0.02	07.02.2020	Approved by the Board – Board Meeting 7/2/20



Rules of the Queensland Rifle Association

IA04870

Dated / /

Revision History

Version	Date	Description
0.96	21.09.2019	Initial redraft of Rules of 17.08.2019.
1.03	17.10.2019	Initial Draft of the incorporation of amendments to the Rules as per the Minutes - QRA Council Meeting 6th August 2019, Item 5.5 Errington Report.
1.08	22.11.2019	<p>Notated version for Board meeting</p> <ul style="list-style-type: none"> • The Board to be directly elected by the members; • The President should be elected by the Board; • Define a formal process to allow the selection of appropriate Board persons from the membership. <p>- Recognising that the selection process should acknowledge the needs of the Associations' Board portfolios; members should have clearly defined and desired skills sets and experience appropriate to their portfolio.</p> <p>- Recognition that a process of succession planning be formally adopted by the Board, with potential Board members identified and inducted to provide them opportunities for leadership experience and training in Board governance.</p> <p>- Incorporating ideals of diversity and inclusion/equity from the membership to ensure balance in strategic planning and decision making.</p> <ul style="list-style-type: none"> • Define a formal process to allow the appointment of independent volunteer directors (i.e. non QRA members) to fill skills deficiencies and add diversity to the Board as required; • Clearly define the roles, responsibilities, expectations and authorities of the QRA Board, Council, Committees, Executive in the Rules; • Consider term limits for Board directors to allow a regular refreshment of views and ideas to avoid stagnation in thinking; • Consider how QRA Competitions and Teams can be more effectively managed through an independent Competitions and Team Committee (notionally chaired by an appointed Competitions Executive - reporting to the but external to the Board); • Other significant changes/clarifications.
1.13	11.12.2019	Update with Mullins edits as per advice of 11.12.2019
1.18	18.12.2019	Second review with Mullins Advice of 17.12.2019
1.19	30.12.2019	Following round 1 feedback as at 28.12.19
1.20	03.01.2020	Round 2 review as at 03.01.20
1.21	15.01.2020	Following Councilor feedback
1.22	31.01.2020	Councilor Review DR
1.23	17.02.2020	Council Meeting – Rule 18 amended to clarify intent
1.24	20.02.2020	Amendment to Zone Representatives (from Area Representatives)
1.25	26.02.2020	Transitional arrangements for ZR's, redefined Zones to smaller groups
1.28	17.6.2020	Amendments as per the QRA Rules Sub-Committee Meeting of 17.06.2020
1.29	24.07.2020	Amendments as per the QRA Rules Sub-Committee Meeting of 23.07.2020
1.30	04.08.2020	Proxies clarification
1.31	17/11/2020	Redefined roles of Secretary and Executive Officer
1.32	01/12/2020	Transitional arrangements for Rules to commence after AGM held in 2021
1.33	9/12/20	Remove the provision for Proxy votes to be used at Association AGM's/SGM's

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1. Name of Association

The name of the *Association* is **Queensland Rifle Association Incorporated** and referred to in the *Rules* as the *Association*.

2. Definitions

The words used in these *Rules* have the following meanings unless an alternative meaning is specifically expressed in these *Rules*;

- 2.1. 'Act' means the current versions of the **Associations Incorporation Act 1981** and the **Associations Incorporation Regulation 1999**;
- 2.2. 'Annual General Meeting' means a meeting as defined in the *Act, Part 6, Division 1 s55*;
- 2.3. 'Appeal Committee' means a group of *Members* nominated by the *Board* to deal with appeal matters as per the *Associations Appeals Policy*;
- 2.4. 'Appeals Policy' means the *Associations Appeal Policy* approved by the *Board* with the associated procedures maintained by the *Secretary*.
- 2.5. 'Board' means the management committee as defined in the *Act, Part 7 Management committee*;
- 2.6. 'Board Member' means a member of the *Board* whether elected or appointed in accordance with these *Rules*.
- 2.7. 'Casual Vacancy', on a *Board*, means a vacancy that happens when an elected or appointed member of the *Board* resigns, dies or otherwise stops holding office;
- 2.8. 'Charter' means a document which set out the role, responsibilities and authorities of an *Association Committee*; a *Charter* is approved by the *Board* and maintained by the *Secretary*;
- 2.9. 'Code of Conduct' means the *Associations Code of Conduct Policy* approved by the *Board* with the associated procedures maintained by the *Secretary*;
- 2.10. 'Committee' means a group of *Members* who operate under a *Charter* and may have the delegated authority of the *Board* as outlined in these *Rules s31*;
- 2.11. 'Representative Teams Executive' means a person appointed by the *Board* to ensure compliance with the *Associations Representative Teams Policy*; this person shall not be a member of the *Board*.
- 2.12. 'Representative Teams Policy' means the policy which covers the conduct of all *Association* competitions (including the appointment of the *Representative Teams Executive*) approved by the *Board* with the associated procedures maintained by the *Secretary*.
- 2.13. 'Conflict of Interest Policy' means the *Associations Conflict of Interest Policy* approved by the *Board* with the associated procedures maintained by the *Secretary*;
- 2.14. 'Delegation of Authority' means the policy covering the authorisation of all *Association* expenditure, approved by the *Board* with the associated procedures maintained by the *Secretary*;
- 2.15. 'Disciplinary Committee' means a group of *Members* nominated by the *Board* to deal with disciplinary matters as per the *Associations Disciplinary Policy*;
- 2.16. 'District Rifle Association' means an association that is affiliated to the *Association* whose members are *Members* of the *Association*;

- 2.17. 'Due notice' means a specific notice period (7 days for **Board Meetings** and 60 days for *Annual General Meetings*) shall be given for all notices of motion at these meetings);
- 2.18. 'Executive Officer' or 'Chief Executive Officer' means the person appointed by the *Board* to manage the day to day affairs of the *Association* and implement the *Associations Policies* as approved by the *Board*;
- 2.19. 'Financial Year' of the *Association* means the year ending on the 31st December in each year but this may be varied by *Special Resolution* at an *Annual General Meeting*;
- 2.20. 'Governance Committee' is a committee nominated by the *Board* to oversee governance compliance of the *Association* which shall be in accordance with the 'Governance Policy';
- 2.21. 'Governance Policy' means the policy to be followed with respect to all *Association* governance compliance requirements which is approved by the *Board* with the associated procedures maintained by the *Secretary*;
- 2.22. 'Honor' means to shoot for the trophy only, no cash prizes;
- 2.23. 'Independent Board Member' means a *Board Member* who is an *Honorary Member* of the *Association* and **may have** no other links with the *Association*, and is elected at an *Annual General Meeting* by the *Members*;
- 2.24. 'Intellectual Property' means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, documents, designs, equipment (including computer software), images (including photographs, videos or films) or service marks relating to the *Association* or any activity of or conducted, promoted or administered by the *Association*.
- 2.25. 'Meeting Notice' means the meeting agenda in writing that all *Members* should receive specifying the date, time, place and nature of business to be conducted at an *Association* meeting;
- 2.26. 'Member' means a member of the *Association* as defined by these *Rules* s8.2;
- 2.27. 'Interested Board Member' means a *Board Member* who is a *Member* of the *Association* who is elected at an *Annual General Meeting* by the *Members*;
- 2.28. 'Meeting Rules' mean the protocol to be followed at all meetings which are outlined in *Associations Meeting Rules of Order Policy*;
- 2.29. 'Misconduct' means conduct by a *Member* which in the opinion of a majority of the *Members* of the *Board* is contrary to the *Code of Conduct* of the *Association* or could bring discredit on the *Association* or the sport in general;
- 2.30. 'Model Rules' means the **Associations Incorporation Regulation 1999**, Part 4, Schedule 4;
- 2.31. 'NRAA' means National Rifle Association of Australia;
- 2.32. 'National Board' means the Board of the NRAA;
- 2.33. 'Ordinary Resolution' is a resolution (other than a *Special Resolution*) passed by majority of the *Members* present and entitled to vote **either in person or by proxy** at an *Association* meeting;
- 2.34. 'Policy' shall mean the current version of the relevant policy document approved by the *Board* and associated procedures maintained by the *Executive Officer*.

2.35. 'Policy Decision' is a decision made by the *Executive Officer* that is in accordance with the relevant policy approved by the *Board* and the associated procedures maintained by the *Secretary*;

2.36. 'Portfolio' means a *Board* nominated *Association* business area, which is the responsibility of a *Board Member*;

2.37. 'President' means the person elected from the current elected *Board Members* usually at the first **Board Meeting** after each *Annual General Meeting* who functions as the chairperson for the *Board* as per the *Act*;

2.38. 'Quorum' is defined as required in various parts for these *Rules*;

2.39. 'Rifle Club' means an association affiliated to the *Association* whose members are *Members* of the *Association* and is an Approved Shooting Club under the current version of the **Queensland Weapons Act 1990 Division 4 Approved shooting Clubs**;

2.40. 'Rules' is the content of this document as required by the *Act*, **PART 5 Rules**.

2.41. 'Surplus Assets' are as defined in the *Act* s92 (3);

2.42. 'Secretary' means the *Associations* secretary as defined in the *Act*;

2.43. 'Special General Meeting' means a meeting called as per s25 of these *Rules*;

2.44. 'Special Resolution' is a resolution as defines in the *Act Part 1 Division 3 General provisions* (3);

2.45. 'Standard Shooting Rules' means the current version of the rules issued by the *NRAA* applicable to all Australian Rifle Clubs;

2.46. 'Zone Representative Committee' is a committee formed to assist Clubs with local governance, compliance, dissemination of information and to represent the views of the Clubs within the zone they serve.

2.47. 'Zone Representative' means a member of the *Zone Representative Committee* whether elected or appointed in accordance with these *Rules*.

3. Relevant Act

3.1. The provisions of these *Rules* are intended to be in accordance with the *Act* and where these *Rules* are silent the *Act* shall apply.

4. Interpretation of these Rules

4.1. A word or expression that is not defined in these model rules, but is defined in the *Act* has, if the context permits, the meaning given by the *Act*.

4.2. In the interpretation of these *Rules*, words importing one gender shall include the other genders, words importing the singular number shall include the plural and vice versa where appropriate unless the context indicates otherwise.

4.3. In the event that more than one person comprises a party, the rights, liabilities and obligations of such persons shall be joint and several.

4.4. The *Board* shall apply the Model *Rules* on any matter where these *Rules* are silent.

5. Amending these Rules

5.1. Subject to the provision of the *Act*, these *Rules* may be amended, rescinded or added to from time to time by a *Special Resolution* carried at any *Annual General Meeting* or *Special General Meeting*.

5.2. However, an amendment, repeal or addition is valid only if it is registered by the Chief Executive administering the *Act*.

6. Objects of the Association

The objects of the *Association* shall be;

- 6.1. To provide a target rifle shooting sporting association for the benefit of the community generally;
- 6.2. To encourage the development of target rifle shooting, including research and testing of equipment and personnel, and to provide the best possible standard of sporting facilities for the benefit of the community generally and *Members*.
- 6.3. To conduct *Association* shooting activities in accordance with the *Standard Shooting Rules* of the *National Rifle Association of Australia* as it applies to the *Association*.
- 6.4. To promote good citizenship by education in safe handling and proficiency in the use of firearms and to promote target rifle shooting generally.
- 6.5. Generally to control, develop and co-ordinate target shooting in Queensland and to consider and determine matters which in the opinion of the *Board* affect the interest of the *Members*.
- 6.6. To form strategic alliances with Government.

7. Powers

7.1. The *Association* has, in the exercise of its affairs, all the powers of an individual.

8. Classes of Members

8.1. The number of *Members* in each class of *Members* shall be unlimited and open to all natural persons.

8.2. Individual *Members* of the *Association* shall be divided into the following classes;

- Active Class 1 Members;
- Active Class 2 Members;
- Non Active Members;
- Temporary Members;
- Honorary Members;
- Life Members.

8.3. Active Class 1 Members - Any person who is a financial member of the Association and a member of an affiliated Rifle Club that conducts its shooting activities in accordance with the Standard Shooting Rules and may participate in the following activities:

- 8.3.1. Propose motions to be considered at either the *Annual General Meeting* or a *Special General Meeting*.
- 8.3.2. Vote at the *Annual General Meeting* or *Special General Meeting*;
- 8.3.3. Nominate candidates for or be nominated for *Association Interested Board Member* positions;

8.3.4. Compete in any prize meeting or other matches arranged or approved by the *Association/NRAA*; and

8.3.5. Be selected in any State or National Rifle Team.

8.4. Active Class 2 Members - Any person who is a financial member of the *Association* and a member of an affiliated Rifle Club that does not conduct its shooting activities in accordance with the *Standard Shooting Rules*.

8.5. Non Active Members - Any person who shall not be required to be a financial member of the *Association*.

8.6. Temporary Members - A visitor may for the duration of any competition or practice in rifle shooting, upon being nominated by an Active Class 1 or Life Member, become a Temporary Member of the *Association* provided always that no more than two persons may be nominated by any one such member on each occasion (excluding group activities), and that such temporary membership shall not commence until each visitor has signed a record book kept for the purpose opposite the name of the member nominating him or her and paid any fee as may be required.

8.7. Honorary Members - Any person may be granted an honorary membership if the Board considers it to be desirable in all the circumstances. An Honorary Member shall not be required to be a financial member of the *Association*, may attend at all shooting events and social events but will not normally participate in any shooting events. An *Independent Board Member* shall be an Honorary Member during the time they sit on the *Board*, *unless another class of membership is held*.

8.8. Life Members - Any person who renders valuable service to the *Association* or to the rifle shooting movement may become a Life Member of the *Association* upon being recommended for election as same by the *Board*, and is duly elected at an *Annual General Meeting* of the *Association*, shall not be required to be a financial Member and may participate in the following activities:

8.8.1. Propose motions to be considered at either the *Annual General Meeting* or a *Special General Meeting*.

8.8.2. Vote at the *Annual General Meeting* or *Special General Meeting*;

8.8.3. Nominate candidates for or be nominated for *Association Interested Board Member* positions;

8.8.4. Compete in any prize meeting or other matches arranged or approved by the *Association/NRAA*; and

8.8.5. Be selected in any State or National Rifle Team.

9. New Membership

9.1. The admission of members to the *Association* shall be subject to the following:

9.1.1. No person may become a Member of the *Association*, (except for Non-Active, Honorary and Temporary Members) without first being a member of a Rifle Club.

9.1.2. On approval the *Rifle Club* shall immediately forward the application together with any prescribed fees to the *Association* for registration.

10. Membership Fees

10.1. The membership fees for each class of membership shall be determined by the *Board* from time to time as required.

10.2. Every *Member* shall pay the applicable membership fees before becoming entitled to the privileges of membership.

11. Failure to Pay Subscription or Levy

- 11.1. If any *Member* fails to pay an annual subscription or levy after it has become due, the *Secretary* shall notify the *Member* in writing of the fact and;
- 11.2. if such subscription or levy is not paid within three months of the date of such notice, the *Board* may by *Ordinary Resolution* suspend such *Member* from membership until the subscription or levy is paid.
- 11.3. The suspension shall not prejudice or affect the right of the *Association* to recover such subscription or levy.

12. Termination of Membership

- 12.1. A member who has paid all monies due and owing to the *Association* may resign from the *Association* by giving notice in writing of his or her intention to do so, to the *Secretary* of the *Association*.
- 12.2. The resignation takes effect at:
 - 12.2.1. the time the notice is received by the *Secretary*; or
 - 12.2.2. at a later time if stated in the notice.
- 12.3. If a *Member*
 - 12.3.1. is convicted of an indictable offence, or
 - 12.3.2. has membership fees in arrears for a period in excess of three months, or
 - 12.3.3. is subject to **Disciplinary** action as detailed in s14.2 of these *Rules*.
The Board will appoint a *Disciplinary Committee* which may, by *Ordinary Resolution*:
 - 12.3.4. terminate the membership of the *Member*; or
 - 12.3.5. suspend the *Member* from membership of the *Association* for a specified time; or
 - 12.3.6. take another action in accordance with a *Policy* of the *Association*.
- 12.4. In the event the *Disciplinary Committee* resolves to impose a penalty then it shall instruct the *Secretary* to advise the *Member* in writing in accordance with the *Policy* of the *Association*.

13. Appeal Against Termination of Membership

- 13.1. A *Member*, whose membership has been suspended, terminated or has other actions imposed, shall be entitled to be heard and be given a full and fair opportunity of presenting his or her case before the *Board*.
- 13.2. The member may, within one month of receiving a written notification, lodge with the *Secretary* a written notice of his or her intention to appeal against the decision of the *Disciplinary Committee*, together with his or her written submission in support of their appeal.
- 13.3. The appeal will be considered at the next scheduled **Board Meeting**.
- 13.4. At any such **Board Meeting**, the *Member* shall have the opportunity of presenting his or her case.
- 13.5. The appeal shall be determined by an *Ordinary Resolution* of the *Board*.
- 13.6. The *Board's* decision shall be final and binding to all parties.

14. Disciplinary Action

- 14.1. Any disciplinary action against a *Member* because of *Misconduct* by that *Member* in relation to the provisions of *Chapter 8 – Offenses of the Standard Shooting Rules* shall be carried out in accordance with the *Standard Shooting Rules*.
- 14.2. Any disciplinary action against a *Member* because of *Misconduct* by that member that is not provided for under the *Standard Shooting Rules* shall be subject to the provisions of s12.3 of these *Rules*.

15. Re-Admission of Members

- 15.1. Any *Member* whose membership has been terminated may, after a period of two years from the date of termination, apply to the *Board* to be readmitted as a *Member*.
- 15.2. Any such application may be granted by the *Board* by an *Ordinary Resolution* with or without special conditions.

16. Register of Members

- 16.1. The *Secretary* shall keep a register of *Members* of the *Association*.
- 16.2. The register must include the following particulars for each member,
- 16.2.1. the full name of the *Member*;
 - 16.2.2. the postal or residential address of the *Member*;
 - 16.2.3. the date of admission as a *Member*;
 - 16.2.4. the date of death or time of resignation of the *Member*;
 - 16.2.5. details about the termination or reinstatement of membership;
 - 16.2.6. any other particulars the *Board* may decide.

17. Use of Members Register Information

A *Member* of the *Association* must not:

- 17.1. use information obtained from the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
- 17.2. disclose information to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.

18. Association Board

- 18.1. The *Board* of the *Association* shall consist of
- 18.1.1. a maximum of six *Interested Board Members* (who **are** have been *Members* of the *Association* **for at least 5 consecutive years**) nominated by *Members* and elected at an *Annual General Meeting*, by the *Members*;
 - 18.1.2. a maximum of two *Independent Board Members* (who **are may be** *Honorary Members* and **may** have no links with the *Association*) nominated

by the *Governance Committee* and elected at an *Annual General Meeting*, by the *Members*.

~~18.2. The *Governance Committee* will endorse those candidates which it believes best suit the *Boards* competency requirements.~~

~~18.3. *Members* nominated under 18.1.1 may proceed to an election regardless of endorsement by the *Governance Committee*.~~

18.4. Salaried employees shall not be members of the *Board*.

18.5. *Board Members* shall serve for a term of three years and shall retire by rotation except when appointed to fill a casual *Board* vacancy as per s21.1 of these *Rules*.

18.6. *Board Members* may only serve for a maximum of three consecutive terms on the *Board*.

18.7. A member of the *Board* may resign from the *Board* by giving written notice of resignation to the *Secretary*.

18.8. The resignation takes effect at:

18.8.1. the time the notice is received by the *Secretary*; or

18.8.2. at a later time if stated in the notice.

18.9. A *Board Member* may be removed from the *Board* at an *Annual General Meeting* or *Special General Meeting* of the *Association* by an *Ordinary Resolution* in favour of removing the *Board Member* from the *Board*.

18.9.1. Before a vote of *Members* is taken about removing a *Board Member* from the *Board*, the *Board Member* must be given a full and fair opportunity to show cause why he or she should not be removed from office.

18.9.2. A *Board Member* has no right of appeal against the *Board Member's* removal from office under this rule.

18.10. The office of a *Board Member* shall be vacated in such circumstances (if any) as may be prescribed by the *Act* or if the person holding that office;

18.10.1. dies; or

18.10.2. becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or

18.10.3. is;

18.10.4. convicted of an offence under this *Act*; or

18.10.5. convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine; or

18.10.6. has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired.

18.11. No *Board Member* may serve concurrently as a member of the *National Board* or any other entity providing any regular services to the *Association*, excepting the *Board Member* elected to be the *National Board Representative*.

19. Role of the Associations Board

19.1. The *Board* shall manage the *Association* in accordance with the **Objects** of the *Association*.

19.2. The *Board* shall have the general control and management of the affairs, property and funds of the *Association*.

20. Association Board Election Procedure

20.1. The election of a *Interested Board Members* is to commence during the first week of November by calling for nominations in becoming a *Interested Board Member*; with a closing date for nominations no sooner than the second week in January and no later than the second week of February of the following calendar year.

20.2. Any two *Members* of the *Association* may nominate another *Member* or other person as a candidate to serve as an *Interested Board Member* on the *Board*.

20.3. A person may be a candidate only if the person

20.3.1. is an adult; and

20.3.2. meets the requirements as detailed in the *Act* s61A.

20.4. Nominations for a candidate *Interested Board Member* position shall be made in writing, submitted in either hard copy or electronic form signed by the candidate and the *Members* who nominated him or her by the advertised closing date to the *Secretary*.

20.5. The *Governance Committee* shall provide an assessment of all persons nominated for ~~select suitable persons for~~ *Interested Board Member* positions and ~~endorse the nominations of these persons~~ for election as *Board Members* at the *Annual General Meeting* in accordance with the *Governance Policy*.

20.6. The *Governance Committee* shall also select suitable *Independent Board Member* candidates for election as *Board Members* at the *Annual General Meeting* in accordance with the *Governance Policy*. To be elected, if there are the same number of nominations as positions available the candidate must receive at least 50% of the votes in favour of his or her election.

20.7. Should there be insufficient nominations ~~from the Governance Committee~~ to fill vacant *Board Member* positions at an *Annual General Meeting*, the vacant position/s may be treated as **Casual Board Vacancies**.

20.8. The *Secretary* must ensure that the candidates are advised, understand and accept the terms of the *Associations* public liability and indemnity insurance before being elected.

21. Casual Board Vacancies

21.1. For a *Board Casual Vacancy or Vacancies*, the *Board* may appoint a *Board Member* or *Board Members* whose appointment shall be for the remaining duration of the term of that vacated *Board Members* position.

21.2. The remaining *Board Members* may act; but if the number of remaining *Board Members* is not sufficient to constitute a *Quorum* at a meeting of the *Board*; they may act only for the purpose of increasing the number of *Board Members* to a number sufficient to constitute such a *Quorum*.

21.3. Should a casual vacancy occur during the normal timing of the concerned *Board Member's* re election period then the *Board* may decide that the position will remain vacant.

22. Board Meetings

22.1. The *Board* shall meet on as many occasions in each year as may be necessary to properly fulfill it's functions duties and obligations, at such place and

such times as the *Board* may determine or by direction of the *President* for a minimum of four times per *Financial Year*.

22.2. Nothing in these *Rules* shall prevent nor be construed as preventing;

22.2.1. A **Board Meeting** being held by telephone or other electronic means; or

22.2.2. A *Member* of the *Board* from attending a meeting of the *Board* by telephone or other electronic means.

22.3. *Due Notice* should be given for any resolution proposed to the *Board* excluding such resolutions as mentioned in s38.3 of these *Rules*.

22.4. Proxy voting shall not be permitted at Board Meetings.

22.5. At a **Board Meeting** the number of members required to constitute a *Quorum* shall be a majority of *Board Members* elected provided this number is four or greater, no business shall be transacted unless a *Quorum* is present, subject to these s21.2 of these *Rules*.

22.6. All matters arising at a **Board Meeting** are to be decided by an *Ordinary Resolution* of the *Board Members* present at the meeting and, if the votes are equal, the matter shall be decided in the negative. The chairman shall not have a casting vote.

23. Resolutions of Board without Meeting

23.1. A written resolution signed by each *Board Member* is as valid and effectual as if it had been passed at a *Board Meeting* that was properly called and held.

23.2. A resolution mentioned in s23.1 of these *Rules* may consist of several documents in like form, each signed by one or more *Board Members*.

24. Annual General Meeting

24.1. The *Association* shall convene an *Annual General Meeting* which shall be held on a date to be determined by the *Board* but not later than six calendar months after the close of each *Financial Year*.

24.2. Attendance at the *Annual General Meeting* shall be open to all *Members* of the *Association*.

24.3. *Only Active Class 1 and Life Members* shall be eligible to vote at an *Annual General Meeting*.

24.4. *Due Notice* shall be given for any motions proposed at the *Annual General Meeting*.

24.5. The *Meeting Notice* for the *Annual General Meeting* shall be sent sufficiently in advance so as to enable all *Members* to receive and consider the full meeting information pack in preparation to attend the meeting or **to return their vote to the Association Secretary prior to the meeting a Proxy Form.**

24.6. No business other than that stated on the *Meeting Notice* for an *Annual General Meeting*, shall be transacted at that meeting.

24.7. The following business is to be transacted at every *Annual General Meeting* and shall occur in the following order:

24.7.1. To receive the Annual Report on the *Association* for the preceding year;

24.7.2. To elect *Members* to the *Board* as per the nominations received from *Members* and the *Governance Committee*;

24.7.3. To receive the Auditor's report upon the books and accounts for the preceding year;

- 24.7.4. To appoint an Auditor for the current *Financial Year*;
- 24.7.5. To consider any other general business on the Agenda.
- 24.8. Proxy voting shall **not** be permitted at *Annual General Meetings*.
- 24.9. At an *Annual General Meeting* the number of *Members* required to constitute a *Quorum* is at least the number of members elected or appointed to the *Association's Board* at the close of the *Association's last Annual General Meeting* plus one.
- 24.10. If the *Association* makes a decision at an *Annual General Meeting* of the *Association* for which there is no *Quorum*, the decision has no effect.
- 24.11. The returning officer for all votes at an *Annual General Meeting* shall be the *Association's Secretary*.

25. Special General Meeting

- 25.1. The *Secretary* must call a *Special General Meeting* by giving each *Member* of the *Association* notice of the meeting within 14 days after;
 - 25.1.1. being directed to call the meeting by the *Board*; or
 - 25.1.2. being given a written request signed by
 - 25.1.2.1. at least the number of *Members* of the *Association* equal to double the number of members of the *Board Members* when the request is signed plus one.
- 25.2. A request mentioned in s25.1.2 of these *Rules* must state,
 - 25.2.1. why the *Special General Meeting* is being called; and
 - 25.2.2. the business to be conducted at the meeting.
- 25.3. A *Special General Meeting* must be held within three months after the *Secretary*;
 - 25.3.1. is directed to call the meeting by the *Board*; or
 - 25.3.2. is given the written request mentioned in s25.1.2; or
- 25.4. If the *Secretary* is unable or unwilling to call the *Special General Meeting*, the *President* must call the meeting.
- 25.5. The *Meeting Notice* for a *Special General Meeting* shall be sent sufficiently in advance so as to enable all *Members* to receive and consider the full meeting information pack in preparation to attend the meeting or to return **their vote to the Association Secretary prior to the meeting a Proxy Form.**
- 25.6. No business other than that stated on the *Meeting Notice* for a *Special General Meeting*, shall be transacted at that meeting.
- 25.7. Proxy voting shall **not** be permitted at *Special General Meetings*.
- 25.8. At a *Special General Meeting* the number of *Members* required to constitute a *Quorum* is at least the number of members elected or appointed to the *Association's Board* at the close of the *Association's last Annual General Meeting* plus one.
- 25.9. If the *Association* makes a decision at a *Special General Meeting* of the *Association* for which there is no *Quorum*, the decision has no effect.
- 25.10. The returning officer for all votes at a *Special General Meetings* shall be the *Association's Secretary*.

26. Minutes of Board, Annual, Special General and Committee Meetings

- ~~26.1.~~ The *Secretary* shall ensure a full and accurate record of all matters, resolutions and other proceedings are contained in the minutes of every **Board Meeting**, *Annual General Meeting*, *Special Meeting* and *Committee Meeting*. ~~and shall be available to those persons who attended the relevant meeting.~~
- 26.2. For the purposes of ensuring the accuracy of the recording of the proceeding of **Board Meetings**, the minutes of every **Board Meeting** shall be signed by the chairman of that meeting or the chairman of the next succeeding *Board*, verifying their accuracy.
- 26.3. The minutes of every *Annual General Meeting* and *Special General Meeting* shall be signed by the chairman of that meeting or the chairman of the next succeeding *Annual General Meeting* or *Special General Meeting*.
- 26.4. The minutes of all *Committee* meetings shall be signed by the chairman of that meeting or the chairman of the next succeeding *Committee* meeting.
- 26.5. If asked by a *Member of an Association*, the *Association's Secretary* must, within 28 days after the request is made;
- 26.5.1. make the minutes for any particular meeting available for inspection by the *Member* at a mutually agreed time and place; and
- 26.5.2. give the *Member* copies of the minutes of the meeting.
- 26.6. The *Association* may require the *Member* to pay the reasonable costs of providing copies of the minutes.

27. Office Bearers

- 27.1. The *Board* shall may each year, at its first meeting after the *Annual General Meeting* (or at any other *meeting* if a casual vacancy occurs) elect as required from its members by *Ordinary Resolution*:
- 27.1.1. a *President* (who may be elected for the period up to the remainder of their respective *Board term*) ; and
- 27.1.2. a *Vice President* (who may be elected for the period up to the next *Annual General Meeting*) , and
- 27.1.3. a *Treasurer* (who may be elected for the period up to the next *Annual General Meeting*); and
- 27.1.4. a *National Board* representative (who may be elected for the period up to the next *Annual General Meeting*).
- 27.2. The *Board*
- 27.2.1. as required, may appoint a paid or *Honorary Executive Officer*, a paid *Chief Executive Officer*, a paid or *Honorary Treasurer*, a paid or *Honorary Secretary* or other paid or *honorary Association officer* as required;
- 27.2.2. an *Honorary Executive Officer*, *Honorary Treasurer*, *Honorary Secretary* or other *honorary Association officer* may be paid an *Honorarium*.
- 27.3. The *Board* of the *Association* may at any time remove an officer appointed by the *Board* as the *Executive Officer*, *Chief Executive Officer*, *Treasurer*, *Secretary* or other by *Ordinary Resolution*.
- 27.4. Before a vote of *Board Members* is taken about removing an officer from any position, the officer must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 27.5. The officer has no right of appeal against removal from office.

28. Functions of Executive Officer

- 28.1. The Executive Officer's functions include, but are not limited to the following:
- 28.2. The *Executive Officer* shall be delegated the control of all operational matters of the Association by the Board while implementing the Associations Policies.
- 28.3. The *Executive Officer* shall solely implement and be accountable to the *Board* for all *Policy Decisions* of the *Association*.
- 28.4. The *President* may, on authority from the *Board* have day to day contact with the *Executive Officer*.

29. Governance Committee

- 29.1. The *Governance Committee* shall be appointed by the Board.
- 29.2. At least one member of the *Governance Committee* shall be a *Board Member*.
- 29.3. A maximum of three members of the *Governance Committee* shall be *Members*.
- 29.4. The majority of *Governance Committee* members shall not be *Board Members* or employees.

30. Indemnity/Public Liability

- 30.1. Every *Board Member* and employee of the *Association* shall be indemnified against any liability incurred by them in their capacity as a *Board Members* or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- 30.2. *Association* Public Liability insurance shall be in accordance with the *Act* or better.
- 30.3. The *Association* shall have *Board Member* and **Office Bearers** insurance as deemed appropriate by the *Board*.

31. Portfolios and Committees

- 31.1. The *Board* may allocate *Portfolios* to *Board Members* taking account of their respective skill sets.
- 31.2. The *Board* may delegate any of its powers to a *Committee* to make a decision or only allow the *Committee* to make recommendations to the *Board* as it sees fit.
- 31.3. A *Committee* may consist of *Members* of the *Association* or others as the *Board* sees fit.
- 31.4. The *Board* will review the make up of a *Committee* on a regular basis.
- 31.5. Any *Committee* so formed shall in the exercise of the powers so delegated, conform to any directions that may be imposed on it by the *Board*.
- 31.6. All *Committees* shall have a *Charter*
- 31.7. All *Committees* shall report to the *Board* as requested.
- 31.8. A *Committee* may elect a chairman for its meetings.
- 31.9. A *Committee* may meet and adjourn as it considers appropriate.

- 31.10. A question arising at a *Committee* meeting is to be decided by an *Ordinary Resolution* at the meeting and, if the votes are equal, the question is decided in the negative.
- 31.11. Proxy voting shall not be permitted at *Committee* meetings.
- 31.12. A *Committee* delegated powers by the *Board* to perform a task shall not in turn delegate that task to others.
- 31.13. The *Board* may at any time revoke wholly or in part any delegation made under this section, and may amend or repeal any decision made by such a *Committee* as it sees fit.

32. Acts Not Affected by Defects or Disqualifications

- 32.1. An act performed by the *Board*, a *Committee* or a person acting as a member of the *Board* is taken to have been validly performed.
- 32.2. s32.1 applies even if the act was performed when,
- 32.2.1. there was a defect in the appointment of a member of the *Board*, *Committee* or person acting as a member of the *Board*; or
- 32.2.2. a *Board Member*, *Committee* member or person acting as a member of the *Board* was disqualified from being a *Member*.

33. General Procedure for Any Meeting

- 33.1. Every matter shall be decided by either an *Ordinary Resolution* or *Special Resolution* as laid out in the agenda.
- 33.2. A *Member* may take part and vote at a meeting in person; by returning their vote to the *Association Secretary* prior to the meeting, ~~by proxy (if allowed) by attorney~~ or by using any technology that reasonably allows the member to hear and take part in discussions as they happen;
- 33.3. No *Member* shall be entitled to vote at any meeting if his/her annual subscription is in arrears at the date of the meeting;
- 33.4. The accidental omission to give *Meeting Notice* of any meeting to or the non-receipt of any *Meeting Notice* by any *Member* shall not invalidate the meeting or any resolutions passed at such a meeting.

34. Adjournment of any Board, Annual General or Special Meeting

- 34.1. No business may be conducted at a *Board*, *Annual General Meeting* or *Special General Meeting* unless there is a Quorum of members when the meeting proceeds to business.
- 34.2. If there is no *Quorum* within 30 minutes after the time fixed for a *Board*, *Annual General Meeting* or *Special General Meeting* called on the request of members of the *Board* or the *Association*, the meeting lapses.
- 34.3. If there is no quorum within 30 minutes after the time fixed for a *Board*, *Annual General Meeting* or *Special General Meeting* called other than on the request of members of the *Board* or the *Association*:
- 34.3.1. the meeting is to be adjourned for at least 7 days; and
- 34.3.2. the *Board* is to decide the day, time and place of the adjourned meeting.
- 34.4. 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.

- 34.5. If a meeting is adjourned under s34.4 of these *Rules*, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 34.6. 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.
- 34.7. 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.

35. Proxies

~~35.1. Proxy votes shall not be allowed at any Association Annual General Meeting or Special General Meeting. The instrument appointing a proxy must be authorised by the appointor or the appointor's attorney properly authorised; or.~~

~~35.2. A proxy may be a member of the association or another person.~~

~~35.3. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.~~

~~35.4. Each instrument appointing a proxy must be given to the Secretary at least 48 hours before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.~~

~~35.5. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.~~

~~35.6. If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy will be in the following or similar form;~~

Queensland Rifle Association Incorporated:

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

_____ of
_____ as my proxy to vote for me
on my behalf at the (annual) general meeting of the
association, to be held on the _____ day of
_____ 20____ and at any
adjournment of the meeting.

Signed this _____ day of _____ 20____

_____ Signature

This form is to be used *in favour of/*against [~~strike out
whichever is not wanted~~] the following resolutions;

< List of resolutions >

36. Funds and Accounts

36.1. A *Delegation of Authority Policy* will cover the financial approval process for all *Association* expenditure.

36.2. As soon as practicable after the end of each *Financial Year*, the *Treasurer* shall have prepared a statement containing particulars of:

36.2.1. The income and expenditure for the *Financial Year* just ended; and

- 36.2.2. The assets and liabilities and of all mortgages, charges and securities affecting the property of the *Association* at the close of that year.
- 36.3. All such statements shall be examined by the Auditor who shall present his audit report to the *Secretary* prior to the holding of the *Annual General Meeting* in the following *Financial Year*.
- 36.4. The income and property of the *Association* shall be used and applied solely in promotion the **Objects** of the *Association*.
- 36.5. No funds shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise to *Members* of the *Association*; this shall not prevent the payment in good faith to any *Member* or other for any goods or services actually rendered to the *Association*.
- 36.6. The *Association* shall make application for approval as a tax exempt association.
- 36.7. The *Association* may make applications for grants, subsidies, loans or payments to the relevant government, semi government or private or public authorities or institutions as the *Board* deems prudent.

37. Association Documents

- 37.1. The *Secretary* shall facilitate the safe custody of books, documents, instruments of title, securities and computer systems of the *Association*.

38. Association Policy

- 38.1. A register of all *Association Policies* shall be maintained by the *Secretary*.
- 38.2. The *Board* shall have power to make, amend or repeal an individual *Policy* by *Ordinary Resolution* to conduct of the business of the *Association*.
- 38.3. A *Policy* shall not be made, amended or repealed without each *Board Member* receiving *Due Notice* of the proposed change before a **Board Meeting**.

39. Common Seal

- 39.1. The *Board* must ensure the *Association* has a common seal.
- 39.2. The common seal must be;
- 39.2.1. kept securely by the *Board*; and
 - 39.2.2. used only under the authority of the *Board*.
- 39.3. Each instrument to which the seal is attached must be signed by a member of the *Board* and countersigned by,
- 39.3.1. the *Secretary*; or
 - 39.3.2. another member of the *Board*; or
 - 39.3.3. someone authorised by the *Board*.

40. Rifle Clubs

- 40.1. Any *Rifle Club* within the State may affiliate with the *Association*; in doing so it should comply with the conditions of the affiliation.
- 40.2. A *Rifle Club* should conduct its activities in accordance with the *Standard Shooting Rules*.

41. Distribution of Surplus Assets to Another Entity

41.1. This rule applies if the *Association*:

- 41.1.1. is wound-up under Part 10 of the *Act*; and
- 41.1.2. has *Surplus Assets*.

41.2. The *Surplus Assets* shall not be distributed among the *Members* of the *Association*.

41.3. The *Surplus Assets* must be given to another entity

- 41.3.1. having objects similar to this *Association's* objects; and
- 41.3.2. whose rules prohibit the distribution of this entity's income and assets to its members.

42. Affiliations

42.1. The *Association* may affiliate with the *NRAA*, *District Rifle Associations* and other shooting or general sporting associations with the approval of the *Board*.

42.2. The *Association* may pay to the *NRAA* any fees that the *Association* deems to be reasonable.

43. Patron

43.1. The *Board* may award the status of Patron to one or more natural persons who are deemed to be appropriate to fill the position.

44. Zone Representative

44.1. The *Zone Representative Committee* of the *Association* shall consist of

- 44.1.1. a maximum of twelve members (who are *Members* of the *Association*);
- 44.1.2. each Zone will be entitled to one member, elected by the *Members* in their Zone.

44.2. The *Board* may determine the composition of the zones taking into consideration the number of members in each club, their proximity to the surrounding clubs, so that *Members* receive the fairest possible representation from *Zone Representatives*.

44.3. *Zone Representatives* shall serve for a term of three years and shall retire by rotation except when appointed to fill a casual *Board* vacancy as per s21.1 of these *Rules*.

44.4. *Zone Representatives* may only serve for a maximum of three consecutive terms on the *Zone Representative Committee*.

44.5. A *Zone Representative* may resign from the *Zone Representative Committee* by giving written notice of resignation to the *Secretary*.

44.6. The resignation takes effect at:

- 44.6.1. the time the notice is received by the *Secretary*; or
- 44.6.2. at a later time if stated in the notice.

44.7. A *Zone Representative* may be removed from the *Zone Representative Committee* at an *Annual General Meeting* or *Special General Meeting* of the *Association* by an *Ordinary Resolution* in favour of removing the *Zone Representative* from the *Zone Representative Committee*.

- 44.7.1. Before a vote of *Members* is taken about removing a *Zone Representative* from the *Zone Representative Committee*, the *Zone*

Representative must be given a full and fair opportunity to show cause why he or she should not be removed from office.

- 44.7.2. A *Zone Representative* has no right of appeal against the *Zone Representatives* removal from office under this rule.
- 44.8. The office of a *Zone Representative* shall be vacated in such circumstances (if any) as may be prescribed by the *Act* or if the person holding that office;
- 44.8.1. dies; or
- 44.8.2. is no longer an Active Class 1 Member a Club within the zone
- 44.8.3. becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or
- 44.8.4. is;
- 44.8.4.1. convicted of an offence under the *Act*; or
- 44.8.4.2. convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine; or
- 44.8.4.3. has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired.
- 44.8.5. No *Zone Representative* may serve concurrently as a member of the *Board* or any other entity providing any regular services to the *Association*.

45. Zone Representative Election Procedure

- 45.1. Elections for Zone Representatives will only be held annually when a Zone Representative position becomes vacant
- 45.2. Casual Zone Representative positions will be spilled at this time
- 45.3. The election of a *Zone Representative* is to commence during the first week of May by calling for nominations in becoming a *Zone Representative*; with a closing date for nominations no sooner than the first week in June and no later than the second week of June.
- 45.4. Any two *Members* of the *Association* from a Club within the zone may nominate another Active Class 1 Member from a Club within the zone as a candidate to serve as a *Zone Representative* on the *Zone Representative Committee*.
- 45.5. A person may be a candidate only if the person
- 45.5.1. is an adult; and
- 45.5.2. meets the requirements as detailed in the *Act* s61A.
- 45.5.3. is an Active Class 1 Member of a Club within the zone
- 45.6. Nominations for a candidate *Zone Representative* position shall be made in writing, submitted in either hard copy or electronic form signed by the candidate and the *Members* who nominated him or her by the advertised closing date to the *Secretary*.
- 45.7. Should there be insufficient nominations to fill vacant *Zone Representative* positions, the vacant position/s may be treated as **Casual Zone Representative Committee Vacancies**.

- 45.8. The Secretary shall notify Active Class 1 Members of the zone of the nominations received for vacant Zone Representative positions no later than two weeks after the nomination period has closed by postal or electronic communication.
- 45.9. Should only one nomination be received for a vacant Zone Representative position be received by the closing date, that member will be deemed to be elected to the position.
- 45.10. Should more than one nomination be received, the ballot for a vacant Zone Representative position shall be conducted by postal or electronic voting no later than four weeks after the nomination period has closed.
- 45.11. Only Active Class 1 Members of Clubs with the zone are entitled to vote.
- 45.12. The ballot period during which votes are received will last for 21 days from the date ballot papers are distributed or electronic voting is made available.
- 45.13. Any votes received after this period will not be counted.
- 45.14. The Secretary will notify all members of the Association of the outcome of the ballot by publishing the names of the successful candidates on the QRA Website
- 45.15. Successful candidates will be notified in writing by the Secretary
- 45.16. Any appeals to the outcome of the ballot are to be made in writing to the Secretary no more than fourteen days after the ballot results are published
- 45.17. All appeals are to be considered by the Governance Committee at the first committee meeting after the appeal has been received, and the appellant notified in writing of the outcome of that consideration.

46. Casual Zone Representative Committee Vacancies

- 46.1. For a *Zone Representative Committee Casual Vacancy or Vacancies*, the *Board* may appoint a *Zone Representative* or *Zone Representatives* whose appointment shall be for the remaining duration of the term of that vacated *Zone Representatives* position.
- 46.2. The remaining *Zone Representatives* may act.
- 46.3. Should a casual vacancy occur during the normal timing of the concerned *Zone Representative's* reelection period, the *Board* may decide that the position will remain vacant during this period.

47. Transitional Arrangements

- 47.1. The existing members known as Councilors under the previous Rules will be appointed as *Zone Representatives*.
- 47.2. Subject to the provision of the Act, these *Rules* may be adopted by *Special Resolution* carried at any *Annual General Meeting* or *Special General Meeting* of the *Association*.
- 47.3. These *Rules* are valid only if registered by the Chief Executive administering the *Act*.
- 47.4. The qualification period mentioned in s18.1.1 shall only come into effect when these *Rules* are registered by the Chief Executive administering the *Act*.