



GLADSTONE
REGIONAL COUNCIL

GENERAL MEETING MINUTES

**HELD AT THE GLADSTONE ENTERTAINMENT CONVENTION CENTRE,
56 GOONDOON STREET, GLADSTONE**

On 15 December 2020

Commencing at 9.00am

**Leisa Dowling
CHIEF EXECUTIVE OFFICER**

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Elected Members

Councillor - Mayor M J Burnett
Councillor G G Churchill
Councillor K Goodluck
Councillor R A Hansen
Councillor D V O'Grady
Councillor C A Trevor
Councillor N Muszkat
Councillor C Cameron
Councillor D Branthwaite

Officers

Mrs L Dowling (Chief Executive Officer)
Mrs R Millett (Executive Secretary)
Mrs T Whalley (Manager Governance)
Mr M Holmes (General Manager Finance Governance and Risk)
Ms K Lee (General Manager Community Development and Events)
Mr R Huth (General Manager Customer Experience)
Mr S Corcoran (General Manager People Culture and Safety (Acting))
Ms S Hunter (General Manager Strategy and Transformation (Acting))
Mr J Tumbers (General Manager Operations)
Mr G Scanlan (Economic Development Specialist)
Ms H Robertson (Manager Development Services)
Ms K Wockner (Manager Contracts and Procurement)
Mr L Griffiths (Manager Engagement and Partnerships)

G/0.3.2. APOLOGIES AND LEAVE OF ABSENCE

Nil.

G/0.3.3. MESSAGES OF CONDOLENCE

Nil

G/0.3.4. DECLARATION OF INTERESTS

Cr Trevor had a prior declarable conflict of interest with Agnes Water Car Park and noted there is mention of Agnes Water Car Park in Item G4.4 Monthly Financial Report for the Period Ending 24 November 2020 and therefore should a discussion regarding the Agnes Water Car Park occur during consideration of Item G4.4, Cr Trevor would leave the room and not participate in the decision.

G/1. MAYORAL STATEMENT OF CURRENT ISSUES

I would like to remind everyone in the Gladstone Region that cyclone season is upon us. It is not a matter of if but when we have another weather event in the Gladstone Region, having dealt with cyclones, bushfires and floods previously. The Bureau of Meteorology are predicting significant rainfall for the Gladstone Region over the next few months particularly in the summer season and we want everyone to stay safe. We all know the saying "If its flooded forget it". If you haven't already, log onto Gladstone Regional Council's Region Watch, regionwatch.gladstone.qld.gov.au, to keep up to date.

The Gladstone Aquatic Centre Splash Zone is being upgraded and community are invited to vote on what our new play park should look like. Head to the Conversations platform on the Gladstone Regional Council website for details.

G/2. CONFIRMATION OF MINUTES

G/2.1. CONFIRMATION OF GENERAL MEETING MINUTES FOR 01 DECEMBER 2020

Responsible Officer: Chief Executive Officer

Council Meeting Date: 1 December 2020

File Ref: CM7.2

Purpose:

Confirmation of the minutes of the General Meeting held on 1 December 2020.

Officer's Recommendation:

That the minutes of the General Meeting of Council held on 1 December 2020 be confirmed.

GM/20/4402 Council Resolution:

Moved Cr Trevor
Seconded Cr Churchill

That the Officer's Recommendation be adopted.

CARRIED

G/3. DEPUTATIONS

G/3.1. MOVEMENT DAY GLADSTONE

Responsible Officer: Chief Executive Officer

Council Meeting Date: 15 December 2020

File Ref: CM7.6

Purpose:

To present to Council the concept and information about Movement Day Gladstone and to pray for the Councillors.

Officer's Recommendation:

That the deputation from Movement Day be received.

Discussion

A verbal presentation regarding Movement Day was provided by Reverend Jarrod Beezley with a prayer for Councillors and Council by Pastor Ian Alwood.

Movement Day is a yearly day of gathering allowing people to meet and gather in unity to understand future visions, collaborations, sharing, networking and empowering Christians and one and other to work together to see Gladstone flourish spiritually and socially. "To lead is to serve and to serve is to lead". A date has not been finalised, currently in the beginning stages of developing Gladstone's Movement Day and dependent on the COVID regulations and a suitable venue being available.

GM/20/4403 Council Resolution:

Moved Cr O'Grady
Seconded Cr Trevor

That the Officer's Recommendation be adopted.

CARRIED

G/3.2. CQ UNIVERSITY MIT REAP GLADSTONE CONNECT

Responsible Officer: Chief Executive Officer

Council Meeting Date: 1 December 2020

File Ref: CM7.6

Purpose:

The following deputation will be held on 1 December 2020:

- CQ University to present briefing on the Massachusetts Institute of Technology Regional Entrepreneurship Accelerator Project (MIT REAP) Gladstone Connects program.

Officer's Recommendation:

That the deputation from CQ University be received.

GM/20/4404 Council Resolution:

Moved Cr Cameron

Seconded Cr Branthwaite

That the Officer's Recommendation be adopted.

CARRIED

G/4. OFFICERS' REPORTS

G/4.1. REQUEST FOR CHANGE APPLICATION TO DEVELOPMENT APPROVAL 33/2018 FOR A MATERIAL CHANGE OF USE OF PREMISES FOR AN EDUCATIONAL ESTABLISHMENT LOCATED AT LOT 22 SP 178795

Responsible Officer: General Manager Customer Experience

Council Meeting Date: 15 December 2020

File Ref: DA.33.2018; DB1.7

Development Application:

Application Number: DA/33/2018
Applicant: Goora Gan Steiner School C/- Angelo Oliaro
Owner: Department of Natural Resources, Mines and Energy (DNRME)
Request Lodged: 5 November 2020
Location: Lot B SP 218087 in Lot 22 SP 178795
RPD: Lot B SP 218087 in Lot 22 SP 178795
Area: 1.287 hectares (Lease)
Current Use of Land: Club and Educational Establishment
Zoning: Conservation Zone
Proposal: Educational Establishment
Planning Scheme: *Our Place Our Plan Gladstone Regional Council Planning Scheme V2*
Public Notification Period: Original Application - 1 November 2018 to 22 November 2018
Number of Submissions: 1 Not Properly Made Submission

Purpose:

The purpose of this report is to assess the requested Change Application (Minor) to Development Application 33/2018 for a Material Change of Use of Premises for an Educational Establishment at Lot B SP 218087 in Lot 22 SP 178795 against the *State Planning Policy – July 2017* and the *Our Place Our Plan Gladstone Regional Council Planning Scheme Version 2* under the *Planning Act 2016*.

Officer's Recommendation:

That the request for a Changed Decision Notice (Minor) for Development Application 33/2018 for a Material Change of Use of Premises for an Educational Establishment be refused. The original Amended Decision Notice dated 22 January 2019 to remain in effect.

GM/20/4405 Council Resolution:

Moved Cr Trevor
Seconded Cr Muszkat

That the request for a Changed Decision Notice (Minor) for Development Application 33/2018 for a Material Change of Use of Premises for an Educational Establishment be approved from 50 to 70 students plus 7 staff.

Statement of Reasons (s254H of the *Local Government Regulations 2012*): An increase of student numbers from 50 to 70, plus 7 staff, will not pose a significant impact on the conservation zone and that Council should support educational facilities wherever possible.

CARRIED

G/4.2. NAMING OF INFRASTRUCTURE ASSET - RENAME NICHOLS ROAD

Responsible Officer: General Manager Customer Experience

Council Meeting Date: 15 December 2020

File Ref: FM3.2

Purpose:

The purpose of this report is to allow Council to consider a request to change the spelling of Nichols Road to Nicholls Road, Targinnie.

Officer's Recommendation:

That Council approve the request to change the spelling of Nichols Road, Targinnie to Nicholls Road.

GM/20/4406 Council Resolution:

Moved Cr Hansen
Seconded Cr O'Grady

That the Officer's Recommendation be adopted.

CARRIED

G/4.3. SYSTEMATIC APPROVED INSPECTION PROGRAM 2021

Responsible Officer: General Manager Customer Experience

Council Meeting Date: 15 December 2020

File Ref: LE2.1

Purpose:

This purpose of this report is to seek Council approval to implement a Systematic Approved Inspection Program under the *Animal Management (Cats & Dogs) Act 2008* (the Act) for dogs.

The objectives of the program are to carry out house to house inspections to identify if dogs are being kept and if the animals are registered in accordance with requirements of the Act and Councils *Local Law No. 2 (Animal Management) 2011*.

Officer's Recommendation:

That Council adopt the attached Approved Systematic Inspection Program - Animal Inspection Program for Registration and Renewal of Animals 2020 for the period 01 February 2021 to 30 July 2021.

GM/20/4407 Council Resolution:

Moved Cr Goodluck
Seconded Cr Churchill

That the Officer's Recommendation be adopted.

CARRIED

**G/4.4. MONTHLY FINANCIAL REPORT FOR THE PERIOD ENDING 24
NOVEMBER 2020**

Responsible Officer: General Manager Finance Governance and Risk

Council Meeting Date: 15 December 2020

File Ref: FM15.1

Purpose:

This report seeks Council adoption of the Monthly Financial Statements for the 2020-21 year to date, for the period ended 24 November 2020.

Officer's Recommendation:

That Council adopt the Monthly Financial Statements attached to the officer's report for the 2020-21 year to date, for the period ended 24 November 2020 as required under Section 204 *Local Government Regulation 2012*.

GM/20/4408 Council Resolution:

Moved Cr Goodluck
Seconded Cr Hansen

That the Officer's Recommendation be adopted.

CARRIED

G/4.5. REVISED ETHICS INTEGRITY AND AUDIT POLICY

Responsible Officer: General Manager Finance Governance and Risk

Council Meeting Date: 15 December 2020

File Ref: CM28.2

Purpose:

This report presents a revised Ethics Integrity and Audit Policy for Council's consideration.

Officer's Recommendation:

That Council:

1. Repeal existing P-2018-29 Ethics Integrity and Audit Policy; and
2. Adopt revised P-2020-20 Ethics Integrity and Audit Policy attached as **Addendum 1**.

GM/20/4409 Council Resolution:

Moved Cr Churchill
Seconded Cr Cameron

That the Officer's Recommendation be adopted.

CARRIED

G/4.6. AUDIT RISK AND IMPROVEMENT COMMITTEE MEETING SCHEDULE 2021

Responsible Officer: General Manager Finance Governance and Risk

Council Meeting Date: 15 December 2020

File Ref: CM26.2

Purpose:

The purpose of this report is for Council to endorse the Audit Risk and Improvement Committee's schedule for 2021.

Officer's Recommendation:

That Council:

1. Endorse that the Audit Risk and Improvement Committee meetings be scheduled for the following dates in 2021 for a duration of four hours:
 - Wednesday 17 March 2021
 - Wednesday 16 June 2021
 - Wednesday 15 September 2021
 - Wednesday 1 December 2021
2. Undertake an Information Briefing at a Councillor Information Session scheduled for 13 April and 12 October 2021 (subject to future Council meeting dates); and
3. Endorse that the Audit Risk and Improvement Committee attend a planning meeting and site visit on 9 February 2021 subject to committee and Council availability.

GM/20/4410 Council Resolution:

Moved Cr O'Grady
Seconded Cr Muszkat

That the Officer's Recommendation be adopted.

CARRIED

G/4.7. GLADSTONE REGION YOUTH COUNCIL UPDATE

Responsible Officer: General Manager Community Development and Events

Council Meeting Date: 15 December 2020

File Ref: CC9.10

Purpose:

The purpose of this report is to provide an annual overview on the work and achievements of the Gladstone Region Youth Council for the year of 2020.

Officer's Recommendation:

That Council note the contributions and achievements of the Gladstone Region Youth Council for 2020.

GM/20/4411 Council Resolution:

Moved Cr Churchill
Seconded Cr Branthwaite

That the Officer's Recommendation be adopted.

CARRIED

G/4.8. COMMUNITY INVESTMENT PROGRAM - COMMUNITY CELEBRATION FUND - IGNITE EVENT - OUT OF ROUND APPLICATION

Responsible Officer: General Manager Community Development and Events

Council Meeting Date: 15 December 2020

File Ref: GS3.1

Purpose:

Consider the recommendation of the Community Investment Panel on an Out of Round application received under the Community Investment Program's Community Celebration Fund – Ignite Event for an event to be held in January 2021.

Officer's Recommendation:

That Council:

1. Adopt the Community Investment Panel recommendation and approve the funding in the below table:

Applicant	Event	Date	Location		
Calliope Rodeo Association	2021 Australia Day Weekend Calliope Rodeo	23/01/2021	Calliope	\$3760.00	0.00

2. Authorise the Chief Executive Officer to enter into funding agreements (detailing entitlements and conditions) with the successful applicant.

GM/20/4412 Council Resolution:

Moved Cr Muszkat
Seconded Cr Branthwaite

That the Officer's Recommendation be adopted.

CARRIED

G/4.9. TENDER 105-21 PURCHASE OF MEDIUM RIGID TRUCKS

Responsible Officer: General Manager Operations

Council Meeting Date: 15 December 2020

File Ref: PE1.1

Purpose:

This report seeks resolution from Council to enter into a contract with Western Truck Group Pty Ltd for the supply and delivery of four (4) Medium Rigid Trucks and one (1) Tag Trailer.

Officer's Recommendation:

That Council:

1. Endorse the Tender Evaluation Panel's recommendation and accept the offer from Western Truck Group Pty Ltd for Tender 105-21 Supply and Delivery of 4 Medium Rigid Trucks & 1 Tag Trailer; and
2. Authorise the Chief Executive Officer to enter into a contract, including any relating contract variations within budget, with Western Truck Group Pty Ltd for Tender 105-21 Supply and Delivery of four (4) Medium Rigid Trucks & one (1) Tag Trailer.

GM/20/4413 Council Resolution:

Moved Cr Trevor
Seconded Cr O'Grady

That the Officer's Recommendation be adopted.

CARRIED

G/5. COUNCILLORS REPORT

Nil.

G/6. URGENT BUSINESS

G/6.1. URGENT BUSINESS

G/6.2. COUNCILLOR APPOINTMENT - CENTRAL QUEENSLAND REGIONAL REPRESENTATIVE - RAILTRAILS AUSTRALIA INC

Refer to Relevant Report in **Addendum 2**

Responsible Officer: General Manager Finance Governance & Risk

Council Meeting Date: 15 December 2020

File Ref: CM7.2

Purpose:

For Council to consider nominating a representative Councillor as a regional representative for central Queensland for Railtrails Australia Inc.

Officer's Recommendation:

That Council nominate Cr O'Grady as Central Queensland Regional Representative to Railtrails Australia Inc.

GM/20/4414 Council Resolution:

Moved Cr Trevor
Seconded Cr Branthwaite

That the Officer's Recommendation be adopted.

CARRIED

G/7. NOTICE OF MOTION

Nil.

G/8. CONFIDENTIAL ITEMS

Nil.

There being no further business the Mayor formally closed the meeting.

THE MEETING CLOSED AT 11:25am

CERTIFICATION

I hereby confirm that I have read the minutes and they are a true and correct record of the proceedings of the meeting. I certify that these 53 pages form the official copy of Gladstone Regional Council General Meeting Minutes of the 15 December 2020.

.....
Mayor Matt Burnett

...../...../.....
Date

ATTACHMENTS

Addendum 1



Gladstone Regional Council

Council Policy

Title	ETHICS INTEGRITY AND AUDIT
Policy Number	P-2020-20
Business Unit/s	FINANCE GOVERNANCE AND RISK
Date of Adoption	
Resolution Number	
Review Date	
Date Repealed	

1.0 PURPOSE:

This Policy establishes the authority and responsibility conferred by Council to the Ethics, Integrity and Audit function in the fulfilment of internal audit requirements under the *Local Government Act 2009* and other legislation. This policy supports the Audit Risk and Improvement Committee Policy.

2.0 SCOPE:

This policy applies to the Audit Risk and Improvement Committee, Councillors and our People. As a Government-Owned Corporation, the Gladstone Airport Corporation is not subject to this Policy except to the extent that the Audit Risk and Improvement Committee must provide oversight and Council must adopt Gladstone Regional Council's annual financial statements which incorporates the financial statements of the Gladstone Airport Corporation.

3.0 RELATED LEGISLATION:

- *Local Government Act 2009*
- *Local Government Regulation 2012*
- *Public Interest Disclosure Act 2013*
- *Crime and Corruption Act 2001*
- *Crime and Corruption Regulation 2015*
- *Integrity Act 2009*
- *Public Sector Ethics Act 1994*

4.0 RELATED DOCUMENTS:

- Gladstone Regional Council Audit Risk and Improvement Committee Policy.

5.0 DEFINITIONS:

To assist in interpretation of this policy the following definitions apply:

Assurance means the objective assessment of evidence to provide an independent opinion or conclusions regarding a process, system or other subject matter.

Audit Function includes the activities of internal and external audit and other associated processes and organisational change activities resulting from audits and/or reviews of business practices and business improvement.

the Business means Gladstone Regional Council in its operational capacity.

Consulting Service means services that are advisory in nature and are generally performed at the specific request of the business, including Council, management and/or the Audit Risk and Improvement Committee. The nature and scope of the consulting service engagement is subject to the approval of the Chief Executive Officer or delegate.

Executive Team means the Chief Executive Officer and General Managers of Gladstone Regional Council.

External Audit means the audit function of Auditors of, or appointed by, the Queensland Audit Office to carry out the annual audit of Council's financial statements in accordance with Section 212 of the *Local Government Regulation 2012*.

Internal Audit is an independent, objective assurance activity conducted by our People or a consulting service appointed by the CEO, designed to add value and improve the business's operations. It helps the business accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes.

Leader means the Executive Team, Managers, Team Leaders and other supervisory positions that report to a General Manager.

Our People means the employees of Gladstone Regional Council.

6.0 POLICY STATEMENT:

6.1 APPROACH

The business will adopt a risk-based approach to allocating resources and planning ethics, integrity and internal audit projects.

Based on a risk assessment and in consultation with management, the general direction of the business's Ethics, Integrity and Audit activities over the medium term is to be documented in a Three-Year Internal Audit Plan. This plan shall be reviewed and approved by the Chief Executive Officer and presented to the Audit Risk and Improvement Committee. The Plan will also be reviewed annually to take account of any change in circumstances.

The Annual Internal Audit Plan projects may include financial, compliance, performance, due diligence, information systems, program evaluation, operational audits and other

approaches as deemed appropriate, given the resources and priorities established through the risk assessment process and other identified considerations.

6.2 INDEPENDENCE

Independence, objectivity, and integrity are the foundation of an effective internal audit and assurance system and for that purpose:

- a. The Ethics Integrity and Audit (EIA) Team will report to the Ethics Integrity and Audit Specialist who reports:
 - administratively to the General Manager Finance Governance and Risk; and
 - functionally to Chief Executive Officer and the Audit Risk and Improvement Committee through the Chair.
- b. The Ethics Integrity and Audit team should not develop and implement procedures or internal controls, prepare records, outside of those required for the operation of EIA team, or engage in any other activities which the team would normally review or appraise, and which could reasonably be construed to compromise independence. The Ethics Integrity and Audit Team must carry out their activities in an impartial and unbiased frame of mind, avoid conflicts of interest and be independent in fact and appearance.

6.3 AUTHORITY

- 6.3.1. Ethics, Integrity and Audit is authorised to review all areas of the business and to have full, free, and unrestricted access to all the business's activities, records (both manual and electronic), property, and people. Business activities include entities over which Council has direct management, sponsorship or financial control.
- 6.3.2. The business's people shall co-operate fully in making available any material or information reasonably requested by Ethics, Integrity and Audit.
- 6.3.3. Ethics, Integrity and Audit activities will remain free of influence by any organisational elements. This includes such matters as scope of activities/projects, the frequency and timing of examinations and the content of audit reports.
- 6.3.4. For approved areas of audit, evaluation and review, where Ethics, Integrity and Audit do not possess all the necessary experience/skills, additional internal or external consulting service resources may be engaged subject to approval by the Chief Executive Officer.

6.4 RESPONSIBILITY FOR DETECTING AND REPORTING IRREGULARITIES

- 6.4.1. Ethics Integrity and Audit is not legally or professionally responsible for preventing irregularities (which include fraud, other illegal acts and errors). However, in order to facilitate the fraud and corruption prevention function, the Ethics Integrity and Audit Team will be informed of any special investigation, fraud, theft or other suspected cases of misappropriation.
- 6.4.2. The responsibility for prevention of irregularities rests with the business and management through the implementation and continued operation of an adequate internal control system. Ethics Integrity and Audit representatives are responsible for examining and

evaluating the adequacy and the effectiveness of actions taken by management to fulfil this obligation.

- 6.4.3. Ethics Integrity and Audit has a responsibility to report irregularities to the Chief Executive Officer and the Audit Risk and Improvement Committee.
- 6.4.4. The Chief Executive Officer or delegate is responsible for reporting any irregularities according to the provisions of the *Local Government Act 2009*, and the *Crime and Corruption Act 2001* and any other statutory regulations that may come into force from time to time. In this regard the Manager Governance will fulfil the liaison officer's role to the Crime and Corruption Commission.

6.5 REPORTING AND RESPONSIBILITY FOR CORRECTIVE ACTION

- 6.5.1. The General Manager of the business unit under audit retains ultimate responsibility for audit actions, but the position nominated in audit actions is responsible for carrying out the agreed corrective action within the agreed timeframe. Timeframes for audit actions will generally be based on the Classification of Internal Audit Findings Table attached as Appendix 1 to this policy.
- 6.5.2. Recommendations are considered outstanding until they are implemented and/or hold a status of 'complete'. Any recommendations that have not been actioned within the agreed timeframe will be reported to and followed through by the Executive Team.
- 6.5.3. A status report of actions will be presented to the Audit Risk and Improvement Committee at each meeting.

6.6 INTERNAL AUDIT QUALITY ASSURANCE

6.6.1 Audit Work

In order to ensure that the quality of audit work is consistently maintained at a high standard, Ethics Integrity and Audit will establish and maintain a quality assurance program. This program is to include:

- Developing a comprehensive work reporting arrangement.
- Maintaining a regular review of audit plans, reports and working papers.
- Maintaining effective communication links with the Audit Risk and Improvement Committee, Chief Executive Officer, management, external auditors and the Queensland Audit Office.
- Arranging and providing on-going training for the EIA Team as appropriate.
- Issuing necessary oral and written directions and maintain written policies and procedures to assist and direct the Ethics Integrity and Audit Team in the performance of duties.

6.6.2 External Quality Assessment

Ethics Integrity and Audit will be subject to an external quality assessment on a regular basis, not exceeding an interval of five years.

6.7 RESPONSIBILITIES

6.7.1 Council

- Set the strategic direction for the ethics, integrity and audit program through the adoption of this Policy and other supporting Policies associated with risk management and corporate governance.
- Consider the advice of the Audit Risk and Improvement Committee and other advisory parties in ethics, integrity and audit decision making.

6.7.2 Chief Executive Officer

- Authorise the annual and three-year internal audit plans
- Ensure adequate resources of the Ethics Integrity and Audit function
- Where required, action and report irregularities identified through ethics, integrity, audit and assurance activities (via delegation where appropriate).

6.7.3 Executive Team

- Contribute to the development and review of the annual and three-year internal audit plans
- Oversee the completion of audit actions and ensure regular progress reports are provided through to completion
- Report to the Audit Risk and Improvement Committee as required.

6.7.4 Audit Risk and Improvement Committee

- Provide oversight of Council's activities in accordance with Section 105 of the *Local Government Act 2009* and Council's Audit Risk and Improvement Committee Policy
- Provide advice and report annually to Council on audit risk and improvement activities
- Report irregularities and concerns related to audit, assurance, financial, risk, compliance and governance matters
- Consider and provide advice on the business's annual and three-year internal audit plan, annual financial statements and associated policies.

6.7.5 Ethics Integrity and Audit Team

- Develop, review and implement the annual and three-year internal audit plans in consultation with all stakeholders
- Report to the Audit Risk and Improvement Committee and the Chief Executive Officer on audit, compliance, and assurance activities and any associated irregularities.

6.7.6 Our People

- Provide assistance and information to the Ethics, Integrity and Audit Team in the delivery of the annual audit program as required
- Support the implementation and actioning of ethics, integrity and audit actions and activities as required
- Report any irregularities or concerns on ethics, integrity and audit related matters via Leaders or directly to the EIA Specialist where appropriate.

7.0 ATTACHMENTS:

Appendix 1 - Classification of Internal Audit Findings Table

8.0 REVIEW TRIGGER:

This policy will be reviewed when any of the following occur:

1. The related legislation or governing documents are amended or replaced; or
2. Other circumstances as determined by resolution of Council or by the CEO; or
3. Three years from date of adoption.

TABLE OF AMENDMENTS			
Document History	Date	Council Resolution No.	Notes (including the prior Policy No, precise of change/s, etc)
Originally Approved	5 October 2010	G/10/32	
Amendment 1	3 July 2012	G/12/1103	
Amendment 2	17 September 2013	G/13/1722	
Amendment 3	7 April 2015	G/15/2363	
Amendment 4	01 November 2016	G/16/0090	First considered by the Finance & Corporate Governance Committee 25/10/2016
Amendment 5	4 December 2018	G/18/3593	
Amendment 6			

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LEISA DOWLING
CHIEF EXECUTIVE OFFICER

APPENDIX 1 - CLASSIFICATION OF INTERNAL AUDIT FINDINGS TABLE

The following framework for internal audit ratings has been developed for prioritising internal audit findings according to their relative significance depending on their impact on the process. The individual internal audit findings contained in audit reports will be discussed and rated with Management.

Rating	Definition	Examples of business impact	Action(s) required
Extreme	Issue represents control weakness which could have a catastrophic adverse effect on the ability to achieve process objectives.	<ul style="list-style-type: none"> • Failure of critical business operations for an extended period • Strategic objectives unable to be delivered • Unable to access business premises for an extended period • Entire community affected for a short period • Complete failure of critical service delivery • Widespread, long term loss of substantial critical asset(s) • Major regulatory breach resulting in major penalties/criminal charges against Council or individual/Councillors/Management; or loss of licence to deliver critical services • Adverse outcome from a third-party investigation (e.g. CCC/parliamentary enquiry/other regulatory authority) that may result in legal action against employees or class action • Detrimental long-term impact, permanent loss of habitat or value, damage irreversible • Prolonged adverse media attention. Staff and elected members forced to resign • One or more major industries (E.g. tourism, agriculture, construction, education, retail, fishing) within the Gladstone Region interrupted or significantly impacted • Fatality, permanent disability or long-term hospitalisation • Financial Impact of >\$8,200,000; >10% of Net General Rates 	<ul style="list-style-type: none"> • Requires immediate action. • Actively managed by Chief Executive Officer. • Requires detailed plan of action to be put in place within 20 days with an expected resolution date and substantial improvement within one month.
High	Issue represents a control weakness, which could have or is having major adverse effect on the ability to achieve process objectives.	<ul style="list-style-type: none"> • Failure of a critical business operation for a limited period • Unable to access premises for a short period greater than several days • High proportion of the local community affected for a short period • Significant impact on operational objectives • Partial failure of several critical services • Widespread, short term to medium term loss of critical assets(s) • Deliberate breach of regulation or gross negligence – penalty /sanctions imposed against Council • Formal investigation from a third party (e.g. CCC/parliamentary enquiry/other regulatory authority) • Partial loss of habitat or value • Remediation/recovery possible - achieved over long term (1 year +) • Significant State and National media coverage with some effect on Councils reputation • Significant, substantiated complaints from the management of a broader group of stakeholders and community petitions • Serious physical or psychological injuries where short-term hospitalisation is required. • Moderate physical or psychological injuries incurred by multiple people requiring medical treatment • Financial Impact of \$820,000 to <\$8,200,000; 2.5% to 10% of Net General Rates 	<ul style="list-style-type: none"> • Requires immediate/prompt management action. • Requires executive management attention. • Requires a detailed plan of action to be put in place within 60 days with an expected resolution date and a substantial improvement within 3-6 months.

Rating	Definition	Examples of business impact	Action(s) required
Medium	Issue represents a control weakness, which could have or is having significant adverse effect on the ability to achieve process objectives.	<ul style="list-style-type: none"> • Business interruption to whole of business operations for a limited time • Access to premises restricted for several days • Extended impact on operational objectives • Isolated failure of several critical services within a contained area impacting limited population • Short to medium term loss of critical asset(s) • Regulatory breach – penalty or sanction incurred by Council • Civil claim filed against Council • Impact to habitat or value is measurable/confirmed • Remediation/recovery likely - achieved over medium term (1 month - 1 year) • Negative Regional and State media coverage with minimal consequence • Businesses or community groups within the Gladstone Region are put at risk or impacted • Substantiated complaints from key stakeholders and community groups • Moderate physical or psychological injuries where medical treatment is required • Financial Impact of \$500,000 to <\$820,000; 1% to 2.5% of Net General Rates 	<ul style="list-style-type: none"> • Requires short-term management action. • Requires general management attention. • Requires a detailed plan of action to be put in place within 90 days with an expected resolution date and a substantial improvement within 6-9 months.
Low	Issue represents a minor control weakness, with minimal but reportable impact on the ability to achieve process objectives.	<ul style="list-style-type: none"> • Interruption to one business operation or the limited short-term impact on business objectives • Limited access to business premises for one day • Limited interruption to critical service delivery to a contained proportion of the population • Moderate adjustment to operational routine • Minor regulatory breach / warning letter received • Dispute resolved through external mediation or legal services • Impact to habitat or value is observed/expected • Remediation/recovery certain - achieved over short term (1 week – 1 month) • Council is referenced in adverse, limited, media coverage • Inconvenience to a group of businesses or community groups within the Gladstone Region • Substantiated complaints from the community • Minor physical or psychological injuries resulting in first aid treatment only • Financial Impact of \$205,000 to <\$500,000; 0.25% to 1% of Net General Rates 	<ul style="list-style-type: none"> • Requires management action within a reasonable time period. • Requires process manager attention. • Timeframe for action is subject to competing priorities and cost/benefit analysis, eg. 9-12 months.
Improvement Opportunity	Matter raised when current processes meet process objectives, however business improvement recommended to increase efficiency and/or effectiveness of the process	<ul style="list-style-type: none"> • Business process more efficient and effective 	<ul style="list-style-type: none"> • Management action not required, management action suggested • Timeframe for action is subject to cost/benefit analysis eg immediate action to within 12 months

Addendum 2

G/6.2. COUNCILLOR APPOINTMENT - CENTRAL QUEENSLAND REGIONAL REPRESENTATIVE - RAILTRAILS AUSTRALIA INC

Responsible Officer: General Manager Finance Governance & Risk

Council Meeting Date: 15 December 2020

File Ref: CM7.2

Purpose:

For Council to consider nominating a representative councillor as a regional representative for central Queensland for Railtrails Australia Inc.

Officer's Recommendation:

That Council nominate Cr _____ as Central Queensland Regional Representative to Railtrails Australia Inc.

Background:

By letter dated 18 November 2020, Council received a written request from Railtrails Australia Inc (RTA) to nominate a representative for the position of Central Queensland Regional Representative of RTA.

Rail Trails Australia (RTA) is a predominately volunteer, not-for-profit organisation supporting the development and promotion of rail trails across Australia.

RTA's Rules of Association defines the association's purpose as:

- To be the reference organisation for rail trails in Australia, promoting their development and use to the community
- To share information with and provide support to:
 - members and friends of the Association
 - rail trail committees of management
 - governments and other agencies and organisations
 - international bodies and related organisations
- To assist and promote the many aspects of rail trails to ensure their sustainable management and use including:
 - Protection, conservation and rehabilitation of Australia's natural environment along old railway corridors that may include endangered/threatened native flora and fauna, and the habitat of threatened ecological communities and migratory species.
 - Protection, conservation and restoration of structures of historical railway significance that includes bridges, tunnels, and station buildings.
 - Healthy lifestyle by providing a safe enjoyable facility for recreation and commuting
 - Tourism, local economic development, and trail related business opportunities, which will also enable the widest possible section of the community to enjoy the above benefits.

RTA have advised that Regional representatives allow regular contact with the local rail trail stakeholders to promote their work or achievements, and to provide assistance where required.

Currently the open and proposed rail trails in the Central Queensland region are:

- Boyne Burnett Inland Rail Trail
- Capricorn Coast Pineapple Rail Trail
- Bundaberg Gin Gin Rail Trail
- Mary to the Bay Rail Trail

The Regional Representative role is a voluntary role and a copy of RTA's Rules of Association is attached.

Options, Risk and Opportunity Analysis:

Council can choose to nominate a Councillor as a representative but is not obliged to do so.

It is noted that only one of the four open/proposed rail trails are situated within the Gladstone Region. Council should consider if Regional Representative is a role suitable for a Councillor representative or more suited to an individual.

If Council were not of a mind to appoint a Councillor representative a suitable resolution would be:

"That Council does not nominate a Councillor representative as Central Queensland Regional Representative of Railtrails Australia Inc."

Communication and Consultation:

NA

Legal Strategy and Policy Implications:

Council is entitled to be represented on boards and committees by virtue of constitutions, policies, funding arrangements and other agreements.

Councillor representatives need to be aware of the relevant governance frameworks for the appointments they accept and councillors are responsible for complying with relevant legislation that govern the organisation.

In addition, Councillors need to ensure to manage their conflicts of interest as a Councillor and as a representative of the relevant organisation.

Financial and Resource Implications:

The role is voluntary and out-of-pocket expenses will be paid by RTA if required and approved.

The Councillor representative will be expected to liaise with rail trail organisations. It is not anticipated that there will be any cost to Council besides the Councillor's time.

Summary:

NA

Anticipated Resolution Completion Date:

Governance will notify Railtrails Australia Inc of Councils decision by 18 December 2020.

Attachments:

1. Letter from Rail Trails Australia Inc to Mayor Burnett dated 18 November 2020; and
2. Rules of Association – Rail Trails Australia Inc

Tabled Items:

Nil.

Report Prepared by: Manager Governance



18 November 2020

Councillor Matt Burnett
Mayor
Gladstone Regional Council
mayor@gladstone.qld.gov.au

Rail Trails Australia Inc.
ABN 94 479 743 813
PO Box 2127
Oak Park Vic 3046

Phone: 03 9306 4846
Email: admin@railtrails.org.au

Dear Mayor Burnett

Central Queensland Regional Representative Position

Rail Trails Australia (RTA) is a predominately volunteer, not-for-profit organisation supporting the development and promotion of rail trails across Australia.

RTA plays a significant role in providing a single source of information for all rail trails in Australia in order to encourage greater use by the community, with the benefits this brings to all. Rail trail organisations also value our assistance.

Regional representatives are vital for RTA to be an effective organisation to allow regular contact with the local rail trail stakeholders to promote their work or achievements, and to provide assistance where required.

RTA requires a regional representative for central Queensland including the following open and proposed rail trails in the general Gladstone region:

- Boyne Burnett Inland Rail Trail
- Capricorn Coast Pineapple Rail Trail
- Bundaberg Gin Gin Rail Trail
- Mary to the Bay Rail Trail
- And any others that may eventuate in the region

The role is voluntary and out-of-pocket expenses will be paid if required and approved by the RTA Committee.

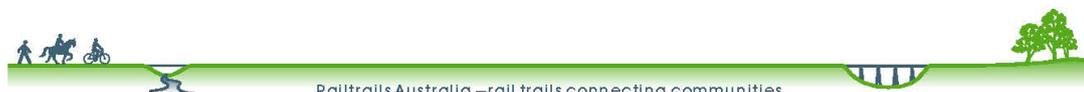
We would appreciate the Gladstone Regional Council nominating a representative for this position.

Yours sincerely

Damian McCrohan
President

0407 547 016

dmcrohan@railtrails.org.au





Rail Trails Australia (Incorporated)

Rules of Association

November 2012

The Rules of Association of Rail Trails Australia (Inc) are to be read in conjunction with the Associations Incorporation Act 2012 and subsequent amendments, and the Model Rules which form part of that Act.

At all times the Act and the Model Rules take precedence over these Rules.

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1 Name

The name of the incorporated association defined in this document is .Rail Trails Australia. (within these Rules called .the Association.).

2 Purpose

- To be the reference organisation for rail trails in Australia, promoting their development and use to the community
- To share information with and provide support to:
 - members and friends of the Association
 - rail trail committees of management
 - governments and other agencies and organisations
 - international bodies and related organisations
- To assist and promote the many aspects of rail trails to ensure their sustainable management and use including:
 - Protection, conservation and rehabilitation of Australia’s natural environment along old railway corridors that may include endangered/threatened native flora and fauna, and the habitat of threatened ecological communities and migratory species.
 - Protection, conservation and restoration of structures of historical railway significance that includes bridges, tunnels, and station buildings.
 - Healthy lifestyle by providing a safe enjoyable facility for recreation and commuting
 - Tourism, local economic development, and trail related business opportunities, which will also enable the widest possible section of the community to enjoy the above benefits.

3 Definitions

(1) In these Rules, unless the contrary intention appears-

‘Act’ means the Associations Incorporation Act 2012;

‘committee’ means the committee of management of the Association;

‘financial year’ means the year ending on 30 June;

‘general meeting’ means a general meeting of members convened in accordance with rule 14;

‘member’ means a member of the Association;

‘ordinary member of the committee’ means a member of the committee who is not an officer of the Association under Rule 23;

‘Regulations’ means regulations under the Act;

‘relevant documents’ has the same meaning as in the Act.

- (2) In these Rules, a reference to the Secretary of the Association is a reference-
- (a) If a person holds office under these Rules as Secretary of the Association, to that person; or
 - (b) If a person is appointed to the position of Executive Officer of the Association, to that person
- and
- (c) In any other case, to the public officer of the Association.

4 Alteration of the rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

5 Members

- (1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the entrance and annual membership fees payable under these Rules.
- (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless
 - (a) he or she applies for membership in accordance with sub-rule (3); and
 - (b) the admission as a member is approved by the committee.
- (3) An application of a person for membership of the Association must
 - (a) be made in writing in a form approved by the committee; and
 - (b) be forwarded to the Secretary of the Association, with the sum payable under these Rules as the entrance fee and the first year’s annual membership fee.
- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
- (5) The committee must determine whether to approve or reject the application.
- (6) The Secretary must, as soon as practicable, notify the applicant in writing of the approval for membership.
- (7) The Secretary must, within 14 days after approval of the application, enter the applicant’s name in the register of members.
- (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- (9) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected and refund all payments.
- (10) A right, privilege, or obligation of a person by reason of membership of the Association

- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (11) The annual membership fee and any entrance fee will be determined by the committee from time to time, and ratified by the membership at the following Annual General Meeting.
- (12) The annual membership fee is payable on or about the anniversary of initial membership approval. The committee may, at its discretion, waive or reduce annual fees for individual members of the Association.

6 Register of members

- (1) The Secretary must keep and maintain a register of members containing-
- (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.

7 Ceasing membership

- (1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in sub-rule (1), or in the event of failure to pay due membership fees within 3 months of final notice
- (a) the member ceases to be a member; and
 - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

8 Discipline, suspension and expulsion of members

- (1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution
- (a) suspend that member from membership of the Association for a specified period; or
 - (b) expel that member from the Association.
- (2) A resolution of the committee under sub-rule (1) does not take effect unless
- (a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).

- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice
 - (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following-
 - (i) attend that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must
 - (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under sub-rule (7)
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

9 Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between-
 - (a) a member and another member; or
 - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement -
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

10 Annual general meetings

- (1) The committee may determine the date, time and place of the annual general meeting of the Association
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be-

- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect officers of the Association and the ordinary members of the committee; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

11 Special general meetings

- (1) In addition to the annual general meeting, other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 20 per cent of the total number of members, but not fewer than 5 members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a general meeting convened by the committee.

12 Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

13 Notice of general meetings

- (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent
 - (a) by prepaid post to the address appearing in the register of members; or
 - (b) if the member requests, by facsimile transmission or electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

14 Quorum at general meetings

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within one hour after the appointed time for the commencement of a general meeting, a quorum is not present
 - (a) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
 - (a) in any other case the meeting shall stand adjourned to the same day in the next week at the same time and at the same place. (unless another time or place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned).
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

15 Presiding at general meetings

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

16 Adjournment of meetings

- (1) The person presiding may, with the consent of a majority of members present at a general meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 14.
- (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

17 Voting at general meetings

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid.

18 Poll at general meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

19 Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands, and a declaration by the Chairperson that a resolution has been

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost; then

an entry made to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

20 Proxies

- (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be in a form as determined by the committee.

21 Committee of Management

- (1) The affairs of the Association shall be managed by the committee of management.
- (2) The committee
 - (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.
- (3) The committee shall consist of
 - (a) the officers of the Association; and
 - (b) at least two, but not more than 5 ordinary members, each of whom shall be elected at the annual general meeting of the Association in each year.
- (4) Members of the committee of management shall be financial members of the Association at the time of their initial election, and subsequently.

22 Officeholders

- (1) The officers of the Association shall be -
 - (a) a President;
 - (b) a Vice-President;
 - (c) a Treasurer; and
 - (d) a Secretary.
- (2) The provisions of rule 25, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (1).
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

23 Ordinary members of the committee

- (1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

24 Election of officers and ordinary committee members

- (1) Nominations of candidates for election as officers of the Association or as ordinary members of the committee must be
- (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- (3) If the number of nominations received for any position is equal to the number of vacancies to be filled, the person(s) nominated shall be deemed to be elected to those positions.
- (4) If the number of nominations for any position exceeds the number of vacancies to be filled, a ballot must be held for that position.
- (5) If insufficient nominations are received to fill all vacancies on the committee, further nominations may be received at the annual general meeting.
- (6) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

25 Vacancies

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member -

- (a) ceases to be a member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary.

26 Meetings of the committee

- (1) The committee must meet at least 6 times in each year at such place or in such manner and at such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or by not less than half the current membership of the committee.

27 Notice of committee meetings

- (1) Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

28 Quorum for committee meetings

- (1) No fewer than half the current membership of the committee constitutes a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within one hour of the time appointed for the meeting a quorum is not present
 - (a) in the case of a special meeting - the meeting lapses;
 - (b) in any other case - the meeting shall stand adjourned to a time and place to be determined within the next 6 weeks.
- (4) The committee may act notwithstanding any vacancy on the committee.

29 Presiding at committee meetings

At meetings of the committee

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

30 Voting at committee meetings

- (1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

31 Removal of committee member

- (1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

32 Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

33 Notice to members

Except for the requirement in rule 14, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the member has advised that the notice can be given to him or her in this manner.

34 Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

A member may make reasonable copies of any accounts, books, securities and any other relevant documents of the Association.

35 Funds

- (1) The Treasurer of the Association must

- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
 - (3) The funds of the Association shall be derived from entrance and membership fees, annual subscriptions, donations and such other sources as the committee determines.
 - (4) The assets and income of the Association shall be applied solely in furtherance of its above mentioned purposes and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association

36 Winding up

If upon winding up or dissolution of the Association there remains, after the satisfaction of all debts and liabilities including any monies lent to or deposited with the Association by its members, any property whatsoever, the same shall not be paid or distributed among the members of the Association but shall be given or transferred to some other association or associations having objectives similar to the objectives of the Association, and which prohibits the distribution of its income or their income and property amongst its or their members. Such association or associations shall be determined by the members of the Association at or before the time of dissolution, or in fault thereof by the Chief Justice of the Supreme Court of Victoria. If the aforesaid cannot for some reason be carried out, then such monies and properties to be given to some charitable object.

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