



## **Northern Agricultural Catchments Council Incorporated**

### **Constitution**

Incorporated under the Associations Incorporation Act 2015 WA:

Association No. A1007067J

Adopted: 24 July 1998

Amended: By Special Resolution 21 March 2002

Amended: By Special Resolution 12 September 2003

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This is the annexure of twenty (20) pages marked "A" referred to in Form 5 signed by the Chair of NACC NRM and dated 27 February 2025.

**Elisabeth McLellan**

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## 1. Name of Association

The name of the Association is the Northern Agricultural Catchments Council Incorporated.

## 2. Definitions

In these rules, unless the contrary intention appears:

- (a) "Act" means the Associations Incorporation Act 2015 (WA).
- (b) "Advisory Panel" has the meaning given in sub-rule 17(d).
- (c) "AGM" means the annual general meeting.
- (d) "Association" means the Northern Agricultural Catchments Council Incorporated as referred to in rule 1.
- (e) "Board" means a governing committee of Directors having supervisory powers.
- (f) "Candidate" means a person who has been selected by the Nominations Committee as a suitable candidate for election by the Members to the Board.
- (g) "CEO" means the chief executive officer or equivalent role appointed by the Board.
- (h) "Committee" means a special group delegated to consider some matter.
- (i) "Director" means the persons referred to in rule 9.
- (j) "Election Year" means an odd-numbered year.
- (k) "NAR" (also referred to as "the region") means the Northern Agricultural Region, which comprises an area of approximately 7.5 million hectares in Western Australia, the mainland boundaries of which extend from Gingin in the South, to Kalbarri in the north, to Mullewa, Perenjori and Kalannie (along the Local Government Area boundaries) in the East and to three nautical miles off the coast in the west and which also includes the Abrolhos Islands.
- (l) "Nominations Committee" means the nominations committee as described in rule 18.
- (m) "NRM" means Natural Resource Management, the ecologically sustainable management of the land, water, air, and biodiversity resources of the State for the benefit of existing and future generations, and for the maintenance of the life support capability of the biosphere. It does not include mineral resources but includes coastal and marine resources up to the State's three nautical mile boundary.
- (n) "Office Bearer" has the meaning given in sub-rule 17(c).
- (o) "Ordinary Resolution" means a resolution other than a Special Resolution.
- (p) "Proxy Vote" is a delegated vote.
- (q) "Register of Members" means the register of the Members of the Association maintained by the Secretary in accordance with sub-rules 6(c) and 22(b)(iii)A.
- (r) "Special Meetings" means special general meeting.

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- (s) "Special Resolution" has the meaning given by Section 3 of the Act.
  - (t) "Sub-region(s)" are Yarra Yarra, Moore, West Midlands, and Greenough.

### **3. Objects of the Association**

The objects of the Northern Agricultural Catchments Council are defined as but not limited to:

- (a) To work with the community and organisations to provide leadership, advice and on ground support for Natural Resource Management (NRM) issues and projects in the region including the environmental conservation, management, and protection of our:
  - (i) Land – Encompassing agricultural, urban, crown and Aboriginal land;
  - (ii) Water – Including waterscapes from salt lakes to wetlands plus major groundwater reserves;
  - (iii) Coastal and Marine – 550km of coastline in the region;
  - (iv) Biodiversity – Nature reserves, national parks, and bush land; and
  - (v) Community Assets – To enhance environmental values to be protected and conserved from environmental threats.
- (b) To develop and support projects that promote ecologically sustainable development practices, the conservation restoration and protection of our native flora and fauna – including controlling declared pests, the improvement of our water quality, and the environmental recovery of our river systems and wetlands within the region.
- (c) To provide landholders, community groups and other NRM organisations with understanding, education, and skills to contribute to environmental conservation and sustainable natural resources.
- (d) To establish and maintain a public fund called "The Northern Agricultural Catchments Council Fund" for the purpose of supporting the environmental objects of the Northern Agricultural Catchments Council.
- (e) The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members of the Association, except in good faith in the promotion of those objects or purposes.

### **4. Powers of the Association**

For the purpose of achieving or furthering its objects, the Association shall have the power to:

- (a) Purchase, sell, hold, lease or rent real or personal property;
- (b) Raise or secure money to enable the undertaking of a contract, sponsorship or guarantee incurred or to be entered into by the Association;
- (c) Enter into any arrangements with any Commonwealth, State or Local Government authority, or private or corporate groups;
- (d) Employ, hire, engage or contract persons as necessary to achieve the objects of the Association;

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- (e) Invest the moneys of the Association in any manner in which trust moneys may be invested;
  - (f) Make gifts or give prizes;
  - (g) Associate with any other Associations or organisations; and
  - (h) Do all such other things as are incidental or conducive to the objects of the Association.

## **5. Membership of the Association**

Membership of the Association is open to individuals who are residents, landowners, or individuals who are a Member of groups, agencies or organisations within the Region who have identified an interest in NRM and in promoting the objects of the Association.

## **6. Register of Members of the Association**

- (a)
  - (i) By a date, at least four (4) weeks prior to the AGM date in any year, those persons seeking membership of the Association and eligibility to vote at an AGM, shall complete and submit a membership application form either from the Association's website at <http://www.nacc.com.au/membership/> or by collecting an application form from any of the Association's offices.
  - (ii) Voting in the elections for Directors is open to all current and new members who have complied with the conditions specified in sub-rule 6(a)(i) above in an Election Year.
- (b) Membership of the Association will continue unless either the Member resigns or, it is reasonably apparent that the Member is no longer contactable using his or her contact details as recorded in the Register of Members or, the Member is suspended or expelled as per sub-rule 7.
- (c) An up-to-date Register of Members of the Association is kept and maintained by the Secretary.
- (d) Registered Members of the association shall have the right to submit Proxy Votes at Special Meetings and AGMs, and:
  - (i) Proxy Votes shall be registered with the secretary 14 days prior to Special Meetings and/or AGMs;
  - (ii) Proxy forms shall be signed by the nominator Member and by the nominee Member;
  - (iii) A nominee Member shall be limited to three (3) Proxy Votes plus their own; and
  - (iv) A nominator Member cannot then vote in person at the meeting for which the proxy is valid unless said proxy is withdrawn.

## **7. Suspension and Expulsion of Members of the Association**

- (a) Any Member of the Association who fails to observe these rules or whose conduct in the opinion of the Board is prejudicial to the interests of the Association may be suspended or removed from membership of the Association by a resolution voted on

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and passed by a majority of at least two-thirds of the Board, at a meeting of the Board called for that purpose.

- (b) A Member or expelled Member shall have the right of appeal to a meeting called by the Board at the written request of the Member or expelled Member, provided that such written request is given to the Secretary within fourteen days of the date of service of notice of the decision of the Board. The meeting may confirm, disallow, or reduce the penalties imposed but may not increase them.

## **8. Subscriptions**

- (a) The Board must determine the entrance fee (if any) and the annual subscription fee (if any) to be paid for membership of the Association.
- (b) A Member must pay the annual fee to the treasurer, or another person authorised by the Board to accept payments, by the date (the due date) determined by the Board.
- (c) If a Member has not paid the annual fee within the period of 3 months after the due date, the Member ceases to be a Member on the expiry of that period.
- (d) If a person who has ceased to be a Member under sub-rule 8(c) offers to pay the annual fee after the period referred to in that sub-rule has expired —
  - (i) the Board may, at its discretion, accept that payment; and
  - (ii) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## **9. Number of Directors**

- (a) The number of elected Directors is to be a minimum of five (5) and a maximum of seven (7).
- (b) Subject to sub-rule 9(a), the Board must, at least six (6) months before the next Election Year AGM, determine the number of Directors to hold office following that AGM.

## **10. Directors – General Provisions**

- (a) A Director must be a Member of the Association.
- (b) Directors must be natural persons ordinarily residing in Australia.
- (c) Employees of the Association or contracted partners or State Government agency staff funded via the Association's programs are not eligible to be a Director.

## **11. Directors – ceasing to hold office**

- (a) Subject to sub-rules 11(b) and 11(c), at each Election Year AGM, those Directors whose term in office will exceed four (4) years at, or during the next 2 years after, the date of that AGM, must retire as a Director (and for the purpose of this sub-rule 10(c) and sub-rules 11(b) and 11(c), the Chair shall be regarded as a Director).
- (b) If the number of Directors to retire under sub-rule 11(a) (would, but for this sub-rule) constitute either a half or a majority (i.e. - more than a half) of the Directors then serving, then the number of Directors to retire will be reduced until the number to retire

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constitutes a minority (i.e. – less than half) of the Directors then serving, and in determining which of those Directors will continue to serve, and which must retire, regard must be had to the length of the service, such that the shorter serving Directors will continue to serve and the longer serving Directors will retire.

- (c) If sub-rule 11(b) applies but it is not possible to determine which Directors will continue to serve and which must retire because two (2) or more of them have served for an equal number of days, then the matter will be determined, as between the relevant Directors:
- (i) (subject to sub-rule 11(c)(ii)) by agreement; or
  - (ii) if they are unable to agree, then by drawing lots.
- (d) The office of a Director becomes vacant if the Director:
- (i) becomes ineligible to accept an appointment or act as a Committee Member under section 39 of the Act;
  - (ii) becomes prohibited from being a Director of a company by reason of any order made under the law;
  - (iii) becomes permanently unable to act as a Committee Member because of a mental or physical disability;
  - (iv) resigns his/her office by notice in writing to the Association.
- (e) A Director automatically ceases to hold office if:
- (i) the Director is absent from three (3) consecutive meetings of the Board; and
  - (ii) the Directors have not, prior to the conclusion of the third meeting, resolved to grant a leave of absence to the absent Director.

## **12. Directors – suspension and expulsion**

- (a) The Board may decide to suspend a Director's membership of the Board or to expel a Director from the Board if the Director has, or is alleged to have:
- (i) ceased to be qualified under sub-rules 10(a) or 10(b) to be a Director; or
  - (ii) given false information in their application to become a Director; or
  - (iii) breached a rule or regulation governing the Association; or
  - (iv) failed to uphold the Association's code of conduct as amended from time to time and published on the Association's website; or
  - (v) committed an act detrimental to the Association; or
  - (vi) been directly or indirectly interested in any contract or proposed contract with the Association which interest has not been disclosed by the Director in accordance with Section 42 of the Act;

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- (vii) in his or her capacity as a director or Committee Member or equivalent office holder of another association, committed an act described in sub-rules 12(a)(i) to 12(a)(vi) in respect of that other association; or
    - (viii) become otherwise unable to satisfactorily undertake the duties of a Director.
  - (b) The Secretary must give the Director written notice of the proposed suspension or expulsion under sub-rule 12(a) at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
  - (c) The notice given to the Director must state:
    - (i) when and where the Board meeting is to be held;
    - (ii) the grounds on which the proposed suspension or expulsion is based; and
    - (iii) that the Director may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion.
  - (d) At the Board meeting, the Board must:
    - (i) give the Director a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion;
    - (ii) give due consideration to any submissions so made; and
    - (iii) decide (by simple majority):
      - A. whether or not to suspend the Director's membership of the Board and, if the decision is to so suspend the Director, the period of suspension; or
      - B. whether or not to expel the Director from the Board.
  - (e) A decision of the Board to suspend the Director's membership of the Board or to expel the Director from the Board takes immediate effect.
  - (f) The Board must give the Director written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.

### **13. Directors – vacancies**

- (a) In the event of a vacancy in the office of a Director then:
  - (i) subject to sub-rules 13(a)(ii) and 13(b), the Board may appoint a person to fill the vacancy and the person so appointed will hold office until the next Election Year AGM, at which time the person will be deemed to retire;
  - (ii) if the vacancy occurred within three (3) months of the next Election Year AGM, then the office shall remain vacant until the next Election Year AGM;

and in either case the provisions of rules 15 and 18 shall apply to the appointment of a new director at the next Election Year AGM.

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- (b) In making an appointment under sub-rule 13(a)(i) the Board may not appoint a person who was, at the most recent Election Year AGM, a Candidate who was the subject of a failed resolution under sub-rule 15(d)(ii).

#### **14. Remuneration of Directors**

- (a) The Directors are to be paid such remuneration as is from time to time determined by the Board by reference to fees paid to Directors of bodies similar to this Association and authorised by an Ordinary Resolution of the Association.
- (b) Directors' remuneration is deemed to accrue from day to day.
- (c) The Directors may also be paid all travelling and other out of pocket expenses properly incurred by them in attending and returning from Board meetings or any meetings of any Committees, or of the Board or AGMs or Special Meetings of the Association or otherwise in connection with the approved business of the Association.

#### **15. Appointment of Directors**

- (a) A Member becomes a Director if the Member:
  - (i) is elected to the Board at an Election Year AGM; or
  - (ii) is appointed to the Board, by the Board, to fill a vacancy under sub-rule 13(a)(i).
- (b) At least six (6) months before the next Election Year AGM, the Board shall determine in accordance with the provisions of sub-rules 11(a), 11(b) and 11(c) who shall be the Directors to retire.
- (c) Following such determination, the Board:
  - (i) may (but is not obliged to) call for nominations for election to the Board, such call to state the date by which nominations must be received by the Secretary in order to be considered and the Board must provide any nominations so received to the Nominations Committee; and
  - (ii) must request the Nominations Committee to recommend appropriate Candidates.
- (d) If the number of Candidates for the position of Director (as recommended by the Nominations Committee) is equal to or less than the number to be elected, then for each such Candidate, an Ordinary Resolution that the Candidate be appointed to the Board shall be put to the Members, and:
  - (i) if the resolution passes the Candidate will be deemed to have been elected as a Director; and
  - (ii) if the resolution fails, a vacancy will be deemed to exist, which vacancy may be filled by the Board in accordance with sub-rule 13(a)(i).
- (e) If the number of Candidates for the position of Director (as recommended by the Nominations Committee) is greater than the number to be elected, then the Members must vote in accordance with procedures that have been determined by the Board to decide the Candidates who are to be elected as Directors.

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- (f) A Member who has nominated for the position of ordinary Committee Member may vote in accordance with that nomination.

## **16. Powers, Obligations and Duties of the Board and the Directors**

- (a) The Board undertakes to:
- (i) coordinate the business and implementation of the objects of the Association;
  - (ii) propose such amendments to these rules as the Board considers necessary to further the objects of the Association;
  - (iii) employ person/s to carry out certain duties as required;
  - (iv) appoint the CEO;
  - (v) keep minutes of Board meetings; and
  - (vi) develop partnerships with the representatives of NRM sub-regional groups and any other organisation or group that can assist in the delivery of the objects of the Association.
- (b) The Directors have power to manage the affairs of the Association.
- (c) Subject to the Act and these rules, the Board has power to do all things necessary or convenient for the proper management of the affairs of the Association.
- (d) The Board must take all reasonable steps to ensure the Association complies with its obligations under the Act and these rules.
- (e) The Directors must exercise their duties with the degree of care and diligence that a reasonable person would exercise in the circumstances.
- (f) The Directors must exercise their powers and discharge their duties in good faith in the best interests of and in accordance with the objectives of the Association and for a proper purpose.
- (g) The Directors must not at any time (including after they have ceased to be a Director) improperly use information obtained as a result of their holding office as a Director to:
- (i) gain an advantage for themselves or any other person; or
  - (ii) cause detriment to the Association.
- (h) Any Director who has any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board shall, as soon as he/she becomes aware of his/her interest, disclose the nature and extent of his/her interest to the Board and must not be present during discussion or voting on matters of material personal interest in accordance with Division 2 of the Act.
- (i) Subject to the provisions of the Privacy Act 1988, a Director may at any reasonable time inspect without charge the books, documents, records, and securities of the Association for the sole purpose and intent of discharging their obligations and duties as a Director.

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## 17. Delegation

- (a) The Board may, by resolution, delegate the exercise of any of the Board's functions (other than this power of delegation).
- (b) The Board may, by resolution, appoint Committees comprising Directors, Members, or other persons, to act in an advisory role to the Board and to any Committees of Directors.
- (c) The Board must comprise the following office bearers ("Office Bearers"):
  - (i) Chair;
  - (ii) Deputy-Chair;
  - (iii) Treasurer; and
  - (iv) Secretary
- (d) The Board may from time to time resolve to appoint one or more groups of persons ("Advisory Panels") on an ad hoc or standing basis to advise the CEO in any area or in relation to any issues determined by the Board.
- (e) The Board may:
  - (i) establish guidelines for the meetings and processes of the Advisory Panels;
  - (ii) appoint persons to the Advisory Panels;
  - (iii) terminate the appointment of persons to the Advisory Panels;
  - (iv) resolve to disband any Advisory Panel.
- (f) An Advisory Panel may make recommendations to the CEO, but no recommendation or decision of an Advisory Panel is binding.

## 18. Nominations Committee

- (a) The Board must ensure that there is at all times a Nominations Committee, whose task will be to make selections of Candidates for election by the Members to the position of Director as required by these rules.
- (b) The primary objective of the Nominations Committee is to ensure the overall Board is skill-based and capable of overseeing the strategic regional development and implementation of community-driven natural resource management in the NAR.
- (c) The Nominations Committee shall comprise at least three (3), but no more than four (4), persons being:
  - (i) a chairperson who is a current Director who is not, as at the date of the appointment, the subject of a retirement determination under sub-rule 15(b);
  - (ii) two (2) other current Directors who are not, as at the date of the appointment, the subject of a retirement determination under sub-rule 15(b); and,
  - (iii) if the Board from time to time determines it appropriate for a person who is not a Director to be a Member of the Nominations Committee, then a community

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based representative (who may be, but is not required to be, a Member of the Association).

- (d) The Board must take steps to ensure that the appointment of representatives to the Nominations Committee shall form part of an agenda of a Board meeting to be held within six (6) weeks of the date of the adoption of this rule.
- (e) Any resolution to effect an appointment may be carried by a simple majority.
- (f) Once appointed to the Nominations Committee, then whilst ever the person is still able to satisfy the criteria relevant to their original appointment, that person shall continue to hold office on that Committee:
  - (i) in respect of a person who is a Director, until the earlier of:
    - A. the date the person ceases to be a Director for any reason; or
    - B. the date the Board determines under sub-rule 15(b) that the Director is to retire; and
  - (ii) in respect of a person who is not a Director, until the fourth AGM following that person's appointment.

Any person vacating membership of the Nominations Committee shall (subject to sub-rule 18(c)) be eligible for reappointment.

- (g) Whenever a vacancy occurs on the Nominations Committee either as a result of resignation, incapacity, eligibility or death, the Board must take steps to fill the vacancy as soon as practicable by undertaking the process set out in this rule.
- (h) In selecting Candidates for election to the Board by the Members, the Nominations Committee will have due regard to any specifications (including any knowledge and skills attributes) referred to in its terms of reference.
- (i) The Nominations Committee must provide its list of Candidates to the Secretary by no later than six (6) weeks prior to the date of the next Election Year AGM.

## **19. Election of Chair**

- (a) The Chair shall be nominated by and from the existing Directors at the first meeting of the Board following the relevant Election Year AGM and shall be elected by a simple majority vote of Directors.
- (b) The Chair may be removed as chairperson by a resolution of the Board. Such a person may remain a Director after their removal as Chair.
- (c) A person who holds office as Chair may not simultaneously hold office as Deputy Chair, Secretary or Treasurer.

## **20. Role of the Chair**

The Chair, or the Chair's nominated delegate or proxy, shall:

- (a) chair meetings of the Association and the Board;

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- (b) represent the Association in state and national forums as required and any other official functions;
  - (c) represent the Association in negotiating any agreements with all government and non- government entities;
  - (d) assume responsibility for strategic management of the activities of the Association and the Board;
  - (e) assume responsibility for all communication with all NRM groups of the Northern Agricultural Region in order to maintain awareness of local level issues, and to communicate State and Commonwealth issues at a local level;
  - (f) assume responsibility in keeping the Board fully informed of all matters in carrying out the above functions;
  - (g) encourage full balanced participation in meetings and seek decision by consensus where possible prior to a vote being required; and
  - (h) act as spokesperson for the Association.

**21. Role of the Deputy-Chair**

- (a) The Deputy Chair shall be nominated at the first meeting of the Board following the relevant Election Year AGM and shall be elected by a simple majority vote of Directors.
- (b) In the event that the Chair is indisposed and cannot fulfil the role of the Chair, the Chair has the right to delegate to the Deputy Chair the responsibility to attending to these roles.
- (c) A person who holds office as Deputy Chair may not simultaneously hold office as Chair, Secretary or Treasurer.

**22. Role of the Secretary**

- (a) The Secretary shall be nominated at the first meeting of the Board following the relevant Election Year AGM and shall be elected by a simple majority vote of Directors.
- (b) The Secretary shall:
  - (i) coordinate the correspondence of the Board and of the Association;
  - (ii) keep full and correct minutes of the proceedings of the Board and of the Association;
  - (iii) comply on behalf of the Association with –
    - A. Section 53 of the Act in respect of the Register of Members of the Association; and
    - B. Section 35 of the Act in respect of the rules of the Association; and
    - C. Section 58 of the Act in respect of the record of the officeholders, and any trustees, of the Association;

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- (iv) have custody of the Common Seal and all books, documents, records and registers of the Association, including those referred to in sub-rule 23(b) below, other than those required to be kept and maintained by, or in the custody of, the Treasurer;
  - (v) perform such other duties as are imposed by these rules on the Secretary.
- (c) The Board can delegate specific functions of the Secretary to person/s employed, hired, engaged or contracted by the Board.
  - (d) A person who holds office as Secretary may not simultaneously hold office as Chair, Deputy Chair or Treasurer.

### **23. Role of the Treasurer**

- (a) The Treasurer shall be nominated at the first meeting of the Board following the relevant Election Year AGM and shall be elected by a simple majority vote of Directors.
- (b) The Treasurer shall:
  - (i) be responsible for the receipt of all moneys paid to or received by, or by them on behalf of, the Association and shall issue receipts for those moneys in the name of the Association;
  - (ii) pay all moneys referred to in sub-rule 23(b)(i) above into such account or accounts of the Association as the Board may from time to time direct;
  - (iii) make payments from the funds of the Association with the authority of a General or Special meeting of the Board and in so doing ensure that all fund transfers are authorised in accordance with sub-rule 26(a);
  - (iv) comply on behalf of the Association with Division 3 of Part 5 of the Act in respect of the accounting records of the Association;
  - (v) whenever directed to do so by the Chair, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
  - (vi) have custody of all securities, books, and documents of the Association, including those referred to in rule 29;
  - (vii) perform such other duties as are imposed by these rules on the Treasurer.
- (c) The Board can delegate specific functions of the Treasurer to person/s employed, hired, engaged or contracted by the Board.
- (d) A person who holds office as Treasurer may not simultaneously hold office as Chair, Deputy Chair or Secretary.

### **24. Board Meetings**

- (a) Board meetings will be held at least three times a year (including the AGM).
- (b) A quorum of a meeting of the Board is a majority of the Directors as appointed from time to time.
- (c) The Chair is to have voting rights at Board meetings, including a casting vote.

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- (d) The presence of a Director at Board Meeting need not be by attendance in person but may be by that Director and each other Director at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
  - (e) A Director who participates in a Board Meeting as allowed under sub-rule 24(d) is taken to be present at the meeting and for the avoidance of doubt is entitled to vote at the meeting.

## **25. Annual General and Special Meetings of the Association**

- (a) All registered Members present at any AGM or Special Meeting of the Association shall have the right to a determining vote in any decision taken.
- (b) An AGM of the Association will be held within six months of the end of the financial year.
- (c) Notice of an AGM will be published in writing at least 21 days before the date set for the AGM.
- (d) The AGM is open to any interested Member of the community in the Region.
- (e) The business of the AGM shall include:
  - (i) Chair's report;
  - (ii) Treasurer's report and audited financial statement for the previous year;
  - (iii) Elections of Directors; and
  - (iv) Appointment of an auditor.
- (f) A quorum at the AGM and Special Meetings will be at least two (2) per cent of the current membership.
- (g) The presence of a Member at an AGM or Special Meeting need not be by attendance in person but may be by that Member and each other Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (h) A Member who participates in an AGM or Special Meeting as allowed under sub-rule 25(g) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.
- (i) The Board
  - (i) may at any time convene a Special Meeting;
  - (ii) must, within 30 days of receiving a request in writing to do so from not less than five (5%) per cent of its current membership, convene a Special Meeting for the purpose specified in that request.
- (j) The Members making a request referred to in sub-rule 25(i)(ii) must-
  - (i) state in that request the purpose for which the Special Meeting concerned is required; and

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- (ii) sign that request.
  - (k) If a Special Meeting is not convened within the relevant period of 30 days referred to in sub-rule 25(i)(ii), the Members who made the request may themselves convene a Special Meeting as if they were the Board; or
  - (l) When a Special Meeting is convened the Association must pay the reasonable expenses of convening and holding the Special Meeting.
  - (m) The Secretary must give to all Members not less than 14 days' notice of an AGM or a Special Meeting and that notice must specify-
    - (i) when and where the AGM or the Special Meeting concerned is to be held; and
    - (ii) particulars of the business to be transacted at the AGM or the Special Meeting concerned and of the order in which that business is to be transacted.
  - (n) The Secretary must give a notice by-
    - (i) serving it on a Member personally; or
    - (ii) sending it by post to a Member at the address of the Member appearing in the Register of Members or;
    - (iii) sending it by email to the email address provided by the Member on that Member's application form.
  - (o) When a notice is sent:
    - (i) under sub-rule 25(n)(ii), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.
    - (ii) under sub-rule 25(n)(iii), sending of the notice will be deemed to be properly effected if the notice is sent to the email address provided by that Member and no 'return to sender' or equivalent notification is received by the sender that notifies the sender that the email has not been delivered.

## **26. Control of Funds**

- (a) Fund transfers must be authorised by two (2) people nominated by the Board.
- (b) An appointed CEO may be delegated authority to be one of the signatories.
- (c) The financial year will commence on 1 July each year.

## **27. Alteration of Rules**

The name and objects of the Association and these rules may only be changed, repealed or added to by Special Resolution either at the AGM, or at a Special Meeting of Members of the Association called for that purpose and advertised to Members in accordance with the notice provisions of sub-rule 25(c). These Special Resolutions can only be passed by a 75% majority vote of registered Members present at the AGM or Special Meeting.

## **28. Common Seal**

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- (a) The common seal on which the corporate name of the Association appears in legible characters is only to be used with the authority of the Board, or its delegated authority.
  - (b) Every use of the common seal must be recorded in a registration log.
  - (c) Use of the common seal must be witnessed by any two Office Bearers or by one Office Bearer and one other Director.
  - (d) The common seal is to be kept in the custody of the Secretary or delegate.

## **29. Records**

All records, books, documents, and securities of the Association are to be kept by the Secretary.

## **30. Record Inspection**

Members of the Association on request to the Secretary may inspect records and documents of the Association.

## **31. Dissolution**

- (a) The dissolution of the Association may be decided by an order of a competent Court of Law, or by a Special Resolution passed by 75% of voting Members attending a Special Meeting convened for that purpose. Quorum for such a meeting is 75% of the membership of the Board.
- (b) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.
- (c) In this rule “surplus property,” in relation to the Association, means property remaining after satisfaction of:
  - (i) the debts and liabilities of the Association; and
  - (ii) the costs, charges, and expenses of winding up or cancelling the incorporation of the Association;

but does not include books relating to the management of the Association.

## **32. Trust Fund**

- (a) The Association shall establish and maintain a public fund to be called “The Northern Agricultural Catchments Council Fund” for the specific purpose of supporting the environmental objects/purposes of the Northern Agricultural Catchments Council under rule 3 and sub-rules 3(a), 3(b) and 3(c). The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.
- (b) The Fund will be operated on a not-for-profit basis.
- (c) Members of the public are to be invited to make gifts of money or property to the Fund for the environmental purposes of the organisation.

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- (d) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.
  - (e) Gifts of money received will be credited into the Fund as soon as practicable. Receipts are to be issued appropriately in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.
  - (f) A Committee of management of no fewer than three persons will administer the fund. The Committee of management for the fund will be appointed by the Board. A majority of the Members of the committee of management for the fund are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations published by the Australian Department responsible for the environment.
  - (g) The association shall inform the Australian Department responsible for the Environment as soon as possible if:
    - (i) It changes its name or the name of its public fund; or
    - (ii) There is any change to the membership of the management Committee of the public fund; or
    - (iii) There has been any departure from the model rules for public funds as outlined in the guidelines of the Register of Environmental Organisations.
  - (h) The Association agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.
  - (i) Any allocation of funds or property to other persons or organisations shall be made in accordance with the established objects of the association and shall not be influenced by the preference of the donor.
  - (j) Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year (i.e., the income year 1 July to 30 June). An audited financial statement for the organisation and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund moneys and the management of public fund assets.
  - (k) In the case of winding up of the Fund, any surplus assets will be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
  - (l) A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the organisation.

### **33. Resolving Disputes**

#### **33.1. Disputes Arising under the Rules**

- (a) This rule applies to:
  - (i) Disputes between Members; and

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- (ii) Disputes between the Association and one or more Members that arise under the rules or relate to the rules of the Association.
  - (b) In this rule “Member” includes any former Member whose membership ceased not more than six months before the dispute occurred.
  - (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
  - (d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties, and details of, the dispute.
  - (e) The Secretary must convene a Board Meeting within 28 days after the Secretary receives notice of the dispute under sub-rule 33.1(d) for the Board to determine the dispute.
  - (f) At the Board Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
  - (g) The Secretary must inform the parties to the dispute of the Board’s decision and the reasons for the decision within 7 days after the Board Meeting referred to in sub-rule 33.1(e).

### **33.2. Mediation**

- (a) This rule applies:
  - (i) where a person is dissatisfied with a decision made by the Board under rule 33.1; or
  - (ii) where a dispute arises between a Member or more than one Member and the Association and any party to the dispute elects not to have the matter determined by the Board.
- (b) Where the dispute relates to a proposal for the suspension or expulsion of a Member this rule does not apply until the procedure under rule 7 in respect of the proposed suspension or expulsion has been completed.
- (c) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by sub-rule 33.1(c), or a party to the dispute is dissatisfied with a decision made by the Board under sub-rule 33.1(e) a party to a dispute may:
  - (i) provide written notice to the Secretary of the parties to, and the details of, the dispute;
  - (ii) agree to, or request the appointment of, a mediator.
- (d) The party, or parties requesting the mediation must pay the costs of the mediation.
- (e) The mediator must be:
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement:
    - A. if the dispute is between a Member and another Member – a person appointed by the Board; or

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- B. if the dispute is between a Member or more than one Member and the Association, the Board or a Board Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- (f) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (i) The mediator, in conducting the mediation, must:
- (i) give the parties to the mediation process every opportunity to be heard;
  - (ii) allow all parties to consider any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (j) The mediator must not determine the dispute, and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

### **33.3. Inability to Resolve Disputes**

If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

End.

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