



**South Coast Natural Resource Management Inc.**

**Constitution  
(Rules of Association)**

**Incorporated under the *Associations Incorporation Act 1987 WA*  
Association Number A1006675H**

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**1. NAME OF ASSOCIATION**

1.1 The name of the Association is South Coast Natural Resource Management Inc.

**2. DEFINITIONS**

In these Rules, unless the contrary intention appears:

- 2.1 “Act” means the *Associations Incorporation Act 1987 (WA)*.
- 2.2 “Annual General Meeting” is the meeting convened under Rule 24.1.2.
- 2.3 “Association” means the Association referred to in Rule 1.
- 2.4 “Auditor” means a licensed accountant appointed by the Members at the Annual General Meeting to audit the accounts of the Association.
- 2.5 “Board of Management” means the committee of management of the Association having supervisory powers, referred to in Rule 12.
- 2.6 “Chairperson” means the person appointed to chair, and be the spokesperson of, the Board of Management, undertaking duties referred to in Rule 19.
- 2.7 “Chief Executive Officer” means the executive director of South Coast Natural Resource Management Inc. as appointed by the Board of Management undertaking duties referred to in Rule 21.
- 2.8 “Department” means the Department of Environment and Heritage or its successor.
- 2.9 “Deputy Chairperson” means the person appointed to support the Chairperson of the Board of Management, undertaking duties referred to in Rule 19
- 2.10 “Donation Fund” means the fund established in accordance with Rule 36.
- 2.11 “Donation Fund Management Committee” means the committee established in accordance with Rule 36.2.
- 2.12 “Financial Year” means each period commencing on 1 July and ending on 30 June in the following year.
- 2.13 “Friend of South Coast NRM” means an individual or organisation who is not a Member but is registered to receive general email or print media communiqué.
- 2.14 “General Meeting” means a meeting to which all Members are invited.
- 2.15 “Government Agency” means any public sector department at local, state or federal level.

- 2.16 “ITAA 97” means the *Income Tax Assessment Act 1997*.
- 2.17 “Member” means a person, group, agency or organisation who has satisfied the conditions of Membership of the Association - OR - is the nominated representative of a Member organisation.
- 2.18 “Natural Resource Management” (NRM) means the ecologically sustainable management of the land, water, air, marine and biodiversity resources for the benefit of existing and future generations, and for the maintenance of life support capability of the biosphere.
- 2.19 “Non Executive Director” is a Member of the Board of Management who does not form part of the association’s executive management team.
- 2.20 “Objects” means the Objects of the Association referred to in Rule 3.
- 2.21 “Region” means the marine and land area comprising the southern flowing catchments from the Deep River catchment west of Walpole to Cape Arid in Western Australia, including the Shire of Esperance, and the internally drained areas immediately to the north of these catchments and out to the three nautical mile State marine boundary.
- 2.22 “Regulations” means Regulations under the Act.
- 2.23 “Responsible Person” means an individual who:
- 2.23.1 performs a significant public function including, but not limited to:
    - 2.23.1.1 a trustee or board member of a not-for-profit school or college;
    - 2.23.1.2 a justice of the peace;
    - 2.23.1.3 a public servant with more than five (5) years service;
    - 2.23.1.4 a person holding public or elected office;
    - 2.23.1.5 a director of a public company with responsibilities under the companies code;
    - 2.23.1.6 an academic or teacher with more than five (5) years experience;
    - 2.23.1.7 a past or present office holder of a community organisation other than the Association;
    - 2.23.1.8 a person who holds (or has held) a public position;
  - 2.23.2 is a member of a professional body having a code of ethics or Rules of conduct;
  - 2.23.3 is officially charged with spiritual functions by a religious institution;
  - 2.23.4 has received formal recognition from government for services to the community.
- 2.24 “Rules” means these Rules set out in this Constitution of the Association.
- 2.25 “Special Resolution” has the meaning given to that term in the Act.

- 2.26 “Special General Meeting” means a General Meeting other than the Annual General Meeting.
- 2.27 “Subregion” means the areas of the region defined by drainage or administrative boundaries.

### **3. OBJECTS OF THE ASSOCIATION**

- 3.1 The Objects of the Association are the protection and enhancement of the natural environment of the region, including coastal and marine resources, and in particular:
- 3.1.1 to protect, support and conserve the natural environment and ecology of the region;
  - 3.1.2 to bring together people, organisations and information so that communities in the region are able to facilitate the better management of the natural environment;
  - 3.1.3 to promote environmental, social and economic sustainability of the region amongst the regional community;
  - 3.1.4 to enhance management of the land, water, air and biodiversity resources in the region;
  - 3.1.5 to act as an advocate for the regional community in management issues in respect of the natural environment;
  - 3.1.6 to develop, implement, monitor and evaluate a natural resource management strategy for the region; and
  - 3.1.7 to promote, financially or otherwise, local and regional initiatives that facilitate sustainable natural resource management;
  - 3.1.8 the property and income of the Association shall be used and applied solely in the promotion of the Objects of the Association and no part of that property or income may be paid, transferred or otherwise distributed, directly or indirectly by way of dividend, bonus or by way of profit to Members, Non Executive Directors or trustees of the Association;
  - 3.1.9 nothing in this Rule prevents the payment in good faith of:
    - 3.1.9.1 remuneration to an officer or servant of the Association in return for services in fact rendered in the ordinary course of business;
    - 3.1.9.2 out-of-pocket expenses properly incurred by any person on account of the Association.
- 3.2 The Association is structured so as to qualify as an “Environmental Organisation” within the meaning of Item 6.1.1 of subsection 30-55(1) of the ITAA 97. Notwithstanding any other provisions of this Constitution, the Association shall not carry on any activity not permitted to be carried on by an “Environmental Organisation” within the meaning of Item 6.1.1 of subsection 30-55(1) of the ITAA 97.

**4. DEPARTMENT OF ENVIRONMENT AND HERITAGE – COMPLIANCE**

- 4.1 The Association must inform the Department of any non-compliance with the Constitution within a reasonable time of becoming aware of any non-compliance.
- 4.2 If the Association proposes to change this Constitution, then it must inform the Department as soon as possible.
- 4.3 The Association agrees to comply with any Rules that the Federal Treasurer and the Minister for the Environment may make to ensure that gifts made to the Donation Fund are only used for the Objects.
- 4.4 Statistical information requested by the Department and in relation to donations to the Donation Fund will be provided within four (4) months of the end of the Financial Year. The Association must supply an audited financial statement for the Association and the Donation Fund with the annual statistical return. The statement will provide information on expenditure of Donation Fund monies and the management of Donation Fund assets.
- 4.5 If the Association changes either its name or the name of the Donation Fund, it must inform the Department of as soon as possible.
- 4.6 If the Association proposes to change the Members of the Donation Fund Management Committee then it must submit a nomination form to the Department as soon as possible for the Department's assessment of Responsible Person status of the proposed Member.

**5. POWERS OF THE ASSOCIATION**

- 5.1 The powers conferred on the Association are the same as those conferred by Section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its Objects and purposes, and in particular, may -
  - 5.1.1 acquire, hold, lease, deal with and dispose of any property both real and personal;
  - 5.1.2 apply for and receive grants, loans or other monies from public or private sources;
  - 5.1.3 open and operate bank accounts;
  - 5.1.4 invest money in any manner in which trust monies may be invested;
  - 5.1.5 make application for funds upon such terms and conditions as the Association thinks fit;
  - 5.1.6 give security for the discharge of liabilities incurred by the Association as the Association sees fit;
  - 5.1.7 appoint, employ or remove staff in order for the Association to meet its Objects;

- 5.1.8 enter into any other contract the Association considers necessary or desirable;
- 5.1.9 establish, maintain and administer a public fund or funds for the purposes of protecting and enhancing the natural environment of the region;
- 5.1.10 buy, sell and deal in all kinds of promotional material, souvenirs and other goods;
- 5.1.11 negotiate with any person, or interested party including a business, incorporated association, company or government body in order to secure sponsorship monies, or services in kind in order for the Association to pursue its Objects; and
- 5.1.12 do all such other lawful things as are incidental or conducive to the Objects of the Association.

## **6. QUALIFICATIONS FOR MEMBERSHIP OF THE ASSOCIATION**

- 6.1 Membership of the Association is open to all residents, landowners, interested persons, groups, agencies and organisations of the region who have identified an interest in NRM and in promoting the Objects.
- 6.2 Persons, groups, agencies and organisations wishing to become Members of the Association must:
  - 6.2.1 submit the application for membership form as supplied by the Association and pay a subscription fee if one has been prescribed by the Members at an Annual General Meeting;
  - 6.2.2 only be accepted as a Member, by a majority vote of the Board of Management.
- 6.3 Any person whose application for membership is rejected shall have the right to appeal by presenting their case at the next Board of Management meeting. The decision of the Board of Management meeting shall be final.

## **7. REGISTER OF MEMBERS OF THE ASSOCIATION**

- 7.1 The Chief Executive Officer, on behalf of the Association, must comply with Section 27 of the Act by keeping and maintaining in an up to date condition, a register of the Members and their postal or residential addresses and, upon the request of a Member, shall make the register available for the inspection of the Member and the Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 7.2 The register must be so kept and maintained at the Association's head office or at such other place as the Members at a General Meeting decide.

7.3 The Chief Executive Officer must cause the name of a person who dies or who ceases to be a Member under Rule 10 to be deleted from the register of Members referred to in Rule 7.1.

## **8. SUBSCRIPTIONS OF MEMBERS OF THE ASSOCIATION**

8.1 The Members may, from time to time at a General Meeting, determine the amount of the subscription fee to be paid by each Member.

8.2 Each Member must pay to the Chief Executive Officer, annually on or before 1 July or such other date as the Board of Management from time to time determines, the amount of the subscription fee determined under Rule 8.1.

8.3 Subject to Rule 8.4, a Member whose subscription fee is not paid within three (3) months after the relevant date fixed by or under Rule 8.2, automatically converts to the status of “Friend of South Coast NRM”, unless the Board of Management decides otherwise.

8.4 A person exercises all the rights and obligations of a Member for the purposes of these Rules if his or her subscription is paid on or before the relevant date fixed by or under Rule 8.2 or within three (3) months thereafter, or such other time as the Board of Management allows.

## **9. TERMINATION OF MEMBERSHIP**

9.1 Membership of the Association may be terminated upon –

9.1.1 receipt by the Chief Executive Officer of a notice in writing from a Member of his or her resignation from the Association; or

9.1.2 expulsion of the Member in accordance with Rule 10.

## **10. SUSPENSION OR EXPULSION OF MEMBERS OF THE ASSOCIATION**

10.1 If the Board of Management considers that a Member should be suspended or expelled from Membership of the Association because his or her conduct is detrimental to the interests of the Association, the Board of Management must communicate, either orally or in writing, to the Member -

10.1.1 notice of the proposed suspension or expulsion and of the time, date and place of the Board of Management meeting at which the question of that suspension or expulsion will be decided; and

10.1.2 particulars of that conduct, not less than thirty (30) days before the date of the Board of Management meeting referred to in 10.1.1.

10.2 At the Board of Management meeting referred to in a notice communicated under Rule 10.1, the Board of Management may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the



Board of Management, suspend or expel or decline to suspend or expel that Member from Membership of the Association and must, forthwith after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.

10.3 Subject to Rule 10.5, a Member has his or her membership suspended or ceases to be a Member fourteen (14) days after the day on which the decision to suspend or expel a Member is communicated to him or her under Rule 10.2.

10.4 A Member who is suspended or expelled under Rule 10.2 must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Chief Executive Officer of his or her intention to do so within the period of fourteen (14) days referred to in Rule 10.3.

10.5 When notice is given under Rule 10.4 -

10.5.1 the Association in a General Meeting, must either confirm or set aside the decision of the Board of Management to suspend or expel the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting; and

10.5.2 the Member who gave that notice is not suspended or does not cease to be a Member unless and until the decision of the Board of Management to suspend or expel him or her is confirmed under this Rule.

## **11. BOARD OF MANAGEMENT**

11.1 The affairs of the Association will be managed exclusively by a Board of Management, consisting of a minimum of six (6) elected Non Executive Directors, and one Executive Director being the CEO, all of whom must be Members of the Association.

11.2 Employees of the Association are ineligible to be elected Non Executive Directors.

## **12. ELECTION OF NON EXECUTIVE DIRECTORS ON THE BOARD OF MANAGEMENT**

12.1 Board Non Executive Director elections will be conducted at:

12.1.1 the Annual General Meeting by endorsement of the Members; or

12.1.2 as a special resolution by endorsement of the Members; or

12.1.3 as otherwise appointed in acting positions in accordance with Rule 21.2.2 by the Board of Management.

12.2 The Board of Management is a skills-based Governance Board, requiring Board Non Executive Directors to be elected based on their comparative skills from a predefined knowledge and skills attributes list held by the Board Nominations and Remuneration Committee.

- 12.3 The elections of the Board of Management are based on a skills assessment process as defined in the South Coast NRM Board Nominations and Remuneration Committee Policy and accompanying procedure documents.
- 12.4 A Member who wishes to be elected to the Board of Management must complete a Non Executive Director Nomination Form as defined in the South Coast NRM Board Nominations and Remuneration Committee Policy.
- 12.5 The Board Nominations and Remuneration Committee shall present to the Board of Management a list of ranked nominating candidates in accordance with the South Coast NRM Board Nominations and Remuneration Committee Policy provisions. The Board of Management shall accept the list, however reserve the right to dispute or make new information known where a nominee may not meet the eligibility or be suitable for a Non Executive Director role. The ruling of the Board Nominations and Remuneration Committee Chairperson on eligibility or the validity of the ranking shall be final.
- 12.6 Subject to Rule 12.1.1, the Board of Management shall present to the Members, the Non Executive Director nomination recommendations from the Board Nominations and Remuneration Committee for the vacancy/vacancies to be filled. The Members shall accept the recommendation or otherwise:
- 12.6.1 have the right to dispute or make new information known where a nominating candidate may not meet the eligibility for a Non Executive Director role; and
- 12.6.2 in the event of new information becoming available, the Members retain the right to:
- 12.6.2.1 accept the recommendations pending confirmation of the ineligibility being confirmed by the Board Nominations and Remuneration Committee at which time, in the event of ineligibility, the next most eligible candidate shall be approved subject to the same Rule 12.6.1.
- 12.7 The Executive Director, being the Chief Executive Officer, is appointed by the Board of Management and is not subject to the election process.
- 12.8 At the first Board of Management meeting that follows the Annual General Meeting, the following positions are to be filled from the Board of Management and shall be elected by a simple majority vote of the Board of Management:
- 12.8.1 Chairperson; and
- 12.8.2 Deputy Chairperson.
- 12.9 To the extent that the Board of Management determines that the Board of Management is lacking sufficient expertise or experience relevant to project/s undertaken by the Association, the Board of Management may appoint up to a maximum of four (4) additional Non Executive Directors who are referred to in these

Rules as “Supernumery Non Executive Director.” In making an appointment of Supernumery Non Executive Directors, the Board of Management must ensure that any proposed appointee has demonstrated an interest in and commitment to NRM. In making the appointment, the Board of Management must specify the period of appointment and, in the absence of any such specification, a Supernumery Non Executive Director shall hold office until the second Annual General Meeting following that Supernumery Executive Director appointment. The Board of Management need not replace a Supernumery Executive Director who retires or whose appointment is terminated pursuant to this provision.

### **13. NON EXECUTIVE DIRECTORS – GENERAL PROVISIONS**

#### **13.1 Non Executive Director**

- 13.1.1 The term of membership for a Non Executive Director is three (3) years.
- 13.1.2 At each Annual General Meeting, the Non Executive Directors who were elected and have held office for three years must retire. A retiring Non Executive Director shall be eligible for re-appointment.
- 13.1.3 The office of a Non Executive Director becomes vacant if the Non Executive Director -
  - 13.1.3.1 becomes bankrupt;
  - 13.1.3.2 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - 13.1.3.3 resigns his or her office by notice in writing to the Association; or
  - 13.1.3.4 is directly or indirectly interested in any contract or proposed contract with the Association which interest has not been disclosed by the Non Executive Director in accordance with the Act and Rule 14.2.
- 13.1.4 A Non Executive Director automatically ceases to hold office if -
  - 13.1.4.1 the Non Executive Director is absent from three (3) consecutive meetings of the Board of Management; and
  - 13.1.4.2 the Non Executive Directors have not, prior to the conclusion of the third meeting, resolved to grant a leave of absence to the absent Non Executive Director.

### **14. ROLE OF THE NON EXECUTIVE DIRECTORS**

#### **14.1 A Non Executive Director must -**

- 14.1.1 have an understanding of NRM in the region;

- 14.1.2 provide leadership and guidance in NRM to the region;
  - 14.1.3 facilitate communication between the community, the Association, the NRM Committee and the Board of Management;
  - 14.1.4 participate in the Association’s decision-making processes at meetings of the Association and the Board of Management; and
  - 14.1.5 comply with the Board of Management’s Code of Conduct.
- 14.2 A Non Executive Director who has any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board of Management must, as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to the Board of Management.
- 14.3 A Non Executive Director who has disclosed an interest must not, without the approval of the Board of Management, be present during any deliberation about that matter or take part in any decision about that matter.

## **15. DUTIES OF THE BOARD OF MANAGEMENT**

- 15.1 The Board of Management undertakes to:
- 15.1.1 coordinate the business and implementation of the Objects;
  - 15.1.2 adjudicate on all matters brought before it which in any way affect the Association;
  - 15.1.3 meet the requirements of the Act;
  - 15.1.4 appoint the CEO; and
  - 15.1.5 make, amend and rescind rulings and by-laws of the Association subject to relevant Sections of the Act.
- 15.2 The Board of Management may, by resolution, delegate the exercise of any of the Board of Management’s functions other than:
- 15.2.1 the power of delegation; and
  - 15.2.2 a function which is a duty imposed on the Board of Management by the Act or any other law.
- 15.3 The Board of Management may, in writing, revoke wholly or in part any delegation under Rule 15.2.
- 15.4 The Board of Management may, by resolution, appoint committees comprising one or more Directors and/or other persons to act in an advisory role to the Board of Management and to any committees of the Board of Management.
- 15.4.1 These committees will operate under their own Terms of Reference as approved by the Board of Management.

- 15.5 The Board of Management 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 an area or in relation to any issues determined by the Board of Management. The Board of Management is to endorse recommendations on which the CEO is to act.
- 15.6 The Board of Management may:
- 15.6.1 establish guidelines for the meetings and processes of the Advisory Panels;
  - 15.6.2 appoint persons to the Advisory Panels;
  - 15.6.3 terminate the appointment of persons to the Advisory Panels; or
  - 15.6.4 resolve to disband any Advisory Panel.
- 15.7 An Advisory Panel may make recommendations to the CEO, but no recommendation or decision of an Advisory Panel is binding until endorsed by the Board of Management.
- 15.8 The Board of Management shall undertake an annual review of attendance at Board of Management meetings by Non Executive Directors.

## **16. REMUNERATION OF NON EXECUTIVE DIRECTORS**

- 16.1 The Non Executive Directors are to be paid such remuneration as is from time to time determined by the Members of the Association at the Annual General Meeting by reference to fees paid to Non Executive Directors of bodies similar to this Association.
- 16.2 The Non Executive Directors’ remuneration is deemed to accrue from day to day.
- 16.3 The Non Executive Directors may also be paid all travelling and other expenses properly incurred by them in attending and returning from Board of Management meetings or any meetings of the committees or panels of the Board of Management or otherwise in connection with the approved business of the Association.

## **17. RESIGNATION OF NON EXECUTIVE DIRECTORS**

- 17.1 A Board Non Executive Director who delivers notice in writing of their resignation from the Board of Management to the Chairperson of the Board of Management ceases on that delivery to be a Non Executive Director.

## **18. EXPULSION OF NON EXECUTIVE DIRECTORS**

- 18.1 If the Board of Management in its own right, or by advice of the majority of the Membership, considers that a Board Non Executive Director should be expelled from the Board of Management because that Board Non Executive Director has ceased to

be qualified under Rule 14.1.4, it shall communicate in writing to the Non Executive Director:

18.1.1 notice of the proposed expulsion and of the time, date and place of the Board of Management meeting at which the question of that expulsion will be decided; and

18.1.2 particulars of the status of their qualifications or conduct, and such notice shall be communicated not less than thirty (30) days before the date of the Board of Management meeting referred to in Rule 18.1.1.

18.2 At the Board of Management meeting referred to in a notice communicated under Rule 18.1.1, the Board of Management may, having afforded the Non Executive Director concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board of Management, resolve to expel or decline to expel that Non Executive Director from the Board of Management and shall forthwith communicate that decision in writing to that Non Executive Director.

## **19. CHAIRPERSON AND DEPUTY CHAIRPERSON**

19.1 The Chairperson shall preside at all General Meetings and Board of Management meetings.

19.2 In the event of the absence of the Chairperson at a Board of Management meeting, the Deputy Chairperson shall take the chair. In the absence of both the Chairperson and Deputy Chairperson, a Non Executive Director elected by the Non Executive Directors present at the meeting shall preside.

19.3 In the event of the absence of the Chairperson at a General Meeting, the Deputy Chairperson shall take the chair. In the absence of both the Chairperson and Deputy Chairperson, a Non Executive Director elected by Members present at the meeting shall preside.

19.4 The Chairperson shall act as spokesperson for the Association. Other individuals may act as spokesperson only when authorised by the Chairperson.

19.5 The Chairperson shall encourage balanced participation in meetings and shall seek decisions by consensus where possible prior to a vote being required.

19.6 The Chairperson may be removed as Chairperson by a resolution of the Board of Management. Such a person may remain a Non Executive Director after the removal as Chairperson.

## **20. CHIEF EXECUTIVE OFFICER**

20.1 The Chief Executive Officer shall:

20.1.1 operate within the delegation parameters exercised by the Board of Management;

- 20.1.2 coordinate the correspondence of the Association;
- 20.1.3 keep full and correct minutes of the proceedings of the Board of Management and of the Association;
- 20.1.4 comply on behalf of the Association with -
  - 20.1.4.1 Section 27 of the Act with respect to the register of Members of the Association, as referred to in Rule 7;
  - 20.1.4.2 Section 28 of the Act by keeping and maintaining in an up to date condition the Rules of the Association and, upon the request of a Member of the Association, must make available those Rules for the inspection of the Member and the Member may make a copy of or take an extract from the Rules but will have no right to remove the Rules for that purpose; and
  - 20.1.4.3 Section 29 of the Act by maintaining a record of -
    - (a) the names, residential or postal addresses of the persons who hold the offices of the Association provided for by these Rules, including all offices held by the persons who constitute the Board of Management and persons who are authorised to use the common seal of the Association under Rule 31; and
    - (b) the names, residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,  
and the Chief Executive Officer must, upon the request of a Member of the Association, make available the record for the inspection of the Member and the Member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- 20.1.5 keep and maintain custody of all books, documents, records and registers of the Association, including those referred to in Rule 20.1.4; and
- 20.1.6 be responsible for the receipt of all moneys paid to or received by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association in accordance with Accounting Standards;
- 20.1.7 pay all moneys referred to in Rule 20.1.7 into such account or accounts of the Association as the Board of Management may from time to time direct;
- 20.1.8 make payments from the funds of the Association with the authority of a General Meeting or of the Board of Management and in so doing ensure that all electronic transfers and cheques are authorised or signed by himself or herself and at least one other authorised Board of management member, or by any two others as are authorised by the Board of Management;
- 20.1.9 comply on behalf of the Association with Sections 25 and 26 of the Act with respect to the accounting records of the Association by -

- 20.1.9.1 keeping accounting records as correctly recorded and explain the financial transactions and financial position of the Association;
  - 20.1.9.2 keeping the accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
  - 20.1.9.3 keeping the accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
  - 20.1.9.4 submitting to Members at each Annual General Meeting accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year;
  - 20.1.10 whenever directed to do so by the Chairperson, submit to the Board of Management a report, balance sheet or financial statement in accordance with that direction;
  - 20.1.11 perform such other duties as are imposed by these Rules on the Chief Executive Officer.
- 20.2 All securities, books and documents of a financial nature and accounting records of the Association, including those referred to in Rules 20.1.10 and 20.1.11 are kept at the Association's head office.

## **21. CASUAL VACANCIES IN MEMBERSHIP OF THE BOARD OF MANAGEMENT**

- 21.1 A casual vacancy occurs in the office of a Non Executive Director and that office becomes vacant if the Non Executive Director -
- 21.1.1 dies;
  - 21.1.2 resigns by notice in writing delivered to the Chairperson or, if the Non Executive Director is the Chairperson, to the Deputy Chairperson and that resignation is accepted by resolution of the Board of Management;
  - 21.1.3 is convicted of an offence under the Act;
  - 21.1.4 is permanently incapacitated by mental or physical ill-health;
  - 21.1.5 is absent from more than -
    - (a) three (3) consecutive Board of Management meetings; or
    - (b) three (3) Board of Management meetings in the same financial year without tendering an apology to the person presiding at each of those Board of Management meetings;of which meetings the Non Executive Director received notice, and the Board of Management has resolved to declare the office vacant;
  - 21.1.6 ceases to be a Member of the Association; or
  - 21.1.7 is the subject of a resolution passed by a General Meeting of Members terminating his or her appointment as a Non Executive Director.



21.2 The vacancy shall be:

21.2.1 kept vacant where the vacancy occurs within three (3) months of the next Annual General Meeting date, with the exception of the Chairperson role where the Deputy Chairperson will act in the role for the remaining period; or

21.2.2 otherwise filled with an Acting Non Executive Director by special invitation at the discretion of the Board of Management until the next Annual General Meeting.

## **22. PROCEEDINGS OF BOARD OF MANAGEMENT MEETINGS**

22.1 Board of Management meetings must meet together for the dispatch of business not less than four (4) times in each year. The Chairperson, or at least half the members of the Board of Management, may at any time convene a meeting of the Board of Management.

22.2 Each Non Executive Director has a deliberative vote.

22.3 A question arising at a Board of Management meeting must be decided by a majority of votes. If the votes are tied, the person presiding at the Board of Management meeting will have a casting vote in addition to his or her deliberative vote.

22.4 At a Board of Management meeting, a majority of the Non Executive Directors as appointed from time to time, constitutes a quorum.

22.5 Subject to these Rules, the procedure and order of business to be followed at a Board of Management meeting must be determined by the Board of Management members present at the Board of Management meeting.

22.6 As required under Sections 21 and 22 of the Act, a Board of Management member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board of Management (except if that pecuniary interest exists only by virtue of the fact that the member of the Board of Management is a member of a class of persons for whose benefit the Association is established), must -

22.6.1 as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board of Management; and

22.6.2 not take part in any deliberations or decision of the Board of Management with respect to that contract.

22.7 Rule 22.6.2 does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board of Management is an employee of the Association.

22.8 The Chief Executive Officer must cause every disclosure made under Rule 22.6.1 by a member of the Board of Management to be recorded in the minutes of the meeting of the Board of Management at which it is made.

### **23. GENERAL MEETINGS**

23.1 The Board of Management -

23.1.1 may at any time convene a Special General Meeting;

23.1.2 must convene Annual General Meetings within the time limits provided for the holding of such meetings by Section 23 of the Act, that is, in every calendar year within (four) 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first Annual General Meeting which may be held at any time within eighteen (18) months after incorporation; and

23.1.3 must, within thirty (30) days of -

23.1.3.1 receiving a request in writing to do so from not less than five (5) Non Executive Directors or twenty (20) Members, convene a Special General Meeting for the purpose specified in that request; or

23.1.3.2 the Chief Executive Officer receiving a notice under Rule 10.4, convene a General Meeting to deal with the appeal to which that notice relates.

23.2 The Members making a request referred to in Rule 23.1.3 must -

23.2.1 state in that request the purpose for which the Special General Meeting concerned is required; and

23.2.2 sign that request.

23.3 If a Special General Meeting is not convened within the relevant period of thirty (30) days referred to -

23.3.1 in Rule 23.1.3.1, the Members who made the request concerned may themselves convene a Special General Meeting as if they were the Board of Management; or

23.3.2 in Rule 23.1.3.2, the Member who gave the notice concerned may him or herself convene a Special General Meeting as if he or she were the Board of Management.

23.4 When a Special General Meeting is convened under Rule 23.3.1 or 23.3.2 the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

- 23.5 Subject to Rule 23.7, the Chief Executive Officer must give to all Members not less than fourteen (14) days notice of a Special General Meeting and that notice must specify -
- 23.5.1 when and where the General Meeting concerned is to be held; and
  - 23.5.2 particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.
- 23.6 Subject to Rule 23.7, the Chief Executive Officer must give to all Members not less than twenty one (21) days notice of an Annual General Meeting and that notice must specify -
- 23.6.1 when and where the Annual General Meeting is to be held;
  - 23.6.2 the particulars and order in which business is to be transacted, as follows -
    - 23.6.2.1 first, the consideration of the accounts and reports of the Board of Management;
    - 23.6.2.2 second, announcement of the election of Board of Management members to replace outgoing Board of Management members; and
    - 23.6.2.3 third, any other business requiring consideration by the Association at the General Meeting.
- 23.7 A special resolution may be moved either at a Special General Meeting or at an Annual General Meeting, however the Chief Executive Officer must give to all Members not less than twenty one (21) days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in Rule 23.5 or 23.6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- 23.8 The Chief Executive Officer must give a notice under Rule 23.5, 23.6 or 23.7 by -
- 23.8.1 serving it on a Member personally; or
  - 23.8.2 sending it by post  
at the address of the Member appearing in the register of Members kept and maintained under Rule 7; or
  - 23.8.3 by email at the email address provided by the Member on the Application for Membership form.
- 23.9 When a notice is sent by post under Rule 23.8.2, 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 post.
- 23.10 When a notice is sent by email under Rule 23.8.3, sending of the notice will be deemed to be properly effected if the notice is sufficiently sent to the provided email address.

## **24. QUORUM AND PROCEEDINGS AT GENERAL MEETINGS**

- 24.1 At a General Meeting, the lesser of 20% or 20 Members present in person or by proxy constitutes a quorum.
- 24.2 If within thirty (30) minutes after the time specified for the holding of a General Meeting in a notice given under Rule 23 -
- 24.2.1 as a result of a request or notice referred to in Rule 23.1.3 or as a result of action taken under Rule 23.3 a quorum is not present, the General Meeting lapses; or
- 24.2.2 otherwise than as a result of a request, notice or action referred to in Rule 24.2.1, the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 24.3 If within 30 minutes of the time appointed by Rule 24.2.2 for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- 24.4 The Chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- 24.5 There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- 24.6 When a General Meeting is adjourned for a period of thirty (30) days or more, the Chief Executive Officer must give notice under Rule 23 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- 24.7 At a General Meeting -
- 24.7.1 an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to Rule 24.9; and
- 24.7.2 a special resolution put to the vote will be decided in accordance with Section 24 of the Act, and, if a poll is demanded, in accordance with Rules 24.9 and 24.11.
- 24.8 A declaration by the Chairperson of a General Meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with Rule 24.9.

- 24.9 At a General Meeting, a poll may be demanded by the Chairperson or by three or more Members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- 24.10 If a poll is demanded and taken under Rule 24.9 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 24.11 A poll demanded under Rule 24.9 must be taken immediately on that demand being made.

## **25. MINUTES OF MEETINGS OF ASSOCIATION**

- 25.1 The Chief Executive Officer must cause proper minutes of all proceedings of all General Meetings and Board of Management meetings to be taken and then to be entered within thirty (30) days after the holding of each General Meeting or Board of Management meeting, as the case requires, in a minute book kept for that purpose.
- 25.2 The Chairperson must ensure that the minutes taken of a General Meeting or Board of Management meeting under Rule 25.1 are checked and signed as correct by the Chairperson of the General Meeting or Board of Management meeting to which those minutes relate or by the Chairperson of the next succeeding General Meeting or Board of Management meeting, as the case requires.
- 25.3 When minutes have been entered and signed as correct under this Rule, they are, until the contrary is proved, evidence that -
- 25.3.1 the General Meeting or Board of Management meeting to which they relate (in this Rule called "the meeting") was duly convened and held;
  - 25.3.2 all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - 25.3.3 all appointments or elections purporting to have been made at the meeting have been validly made.

## **26. VOTING RIGHTS OF MEMBERS OF ASSOCIATION**

Subject to these Rules, only Members of the Association present in person or by proxy at a General Meeting is entitled to a deliberative vote.

## **27. PROXIES OF MEMBERS OF ASSOCIATION**

A Member (in this Rule called "the appointing Member") may appoint in writing another Member who is a natural person to be the proxy of the appointing Member and to attend, and vote on behalf of the appointing Member at any General Meeting.

**28. NRM COMMITTEE**

- 28.1 The Board of Management must ensure that there is, at all times, an NRM Committee. The NRM Committee is a representative body whose primary objective is to provide guidance to the Board of Management on NRM issues across the region.
- 28.2 The NRM Committee meeting will be chaired by the Board of Management Chairperson. In the absence of the Chairperson, the meeting will be chaired by the Board of Management Deputy Chairperson. In the absence of both the Chairperson and Deputy Chairperson, a Non Executive Director appointed by the Chairperson shall preside over the NRM Committee meeting.

**29. AUDITOR**

The Auditor shall examine and audit all the books and accounts of the Association at least once annually and have the power to call for all books, papers, accounts and receipts of the Association and shall report thereon to the Annual General Meeting.

**30. RULES OF ASSOCIATION**

- 30.1 No alteration, repeal or addition shall be made to the Constitution except at an Annual General Meeting, or at a Special General Meeting of the Members called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to Members twenty one (21) days prior to such meeting.
- 30.2 Such motions or any part thereof shall be of no effect unless passed by a special resolution.
- 30.3 Within one (1) month of the passing of a special resolution, the Board of Management shall notify the Department of Commerce or its successor of the amendment.
- 30.4 These Rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these Rules and agreed to be bound by all their provisions.

**31. COMMON SEAL**

- 31.1 The Association must have a common seal on which its corporate name appears in legible characters.
- 31.2 The common seal of the Association shall be kept in the care of the Board of Management or of such other person as the Board of Management from time to time decides.
- 31.3 The common seal shall not be used or affixed to any deed or other document except:
- 31.3.1 pursuant to a resolution of the Board of Management; and

31.3.2 in the presence of two (2) Non Executive Directors of the Association appointed by the Board of Management to affix the common seal of the Association, both of whom shall subscribe their names as witnesses.

### **32. INSPECTION OF RECORDS OF ASSOCIATION**

A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

### **33. DISSOLUTION**

The dissolution of the Association may be decided by an order of a competent Court of Law, or by special resolution passed by seventy-five per cent (75)% of members present and eligible to vote at a General Meeting to dissolve the Association.

### **34. DISTRIBUTION OF SURPLUS PROPERTY**

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members or former Members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual Members, and which association shall be determined by resolution of the Members.

### **35. SOUTH COAST NRM REGION TAX DEDUCTIBLE DONATION FUND – SOUTH COAST ENVIRONMENT FUND**

35.1 The Association must establish and maintain a tax deductible donation fund to be called the South Coast Environment Fund for the specific purpose of supporting the environmental Objects/purposes of the Association as described in the Objects.

35.2 Subject to Rule 35.3, the Board of Management must establish the South Coast Environment Fund Management Committee and may appoint, remove or make provision for the appointment and removal of members of the South Coast Environment Fund Management Committee and such changes shall be made in accordance with the terms of Rule 4.

35.3 The South Coast Environment Fund's Management Committee shall be comprised as follows:

35.3.1 a minimum of three (3) persons; and

35.3.2 the members must be responsible persons by virtue of their tenure of public office or their position in the community

35.4 The Association must maintain the South Coast Environment Fund:

35.4.1 to which gifts of money or property for that purpose are to be made;

- 35.4.2 to which any money received by the Association because of those gifts is to be credited; and
- 35.4.3 that does not receive any other money or property.
- 35.5 The Association must invite members of the public to make gifts of money or property to the South Coast Environment Fund for the Objects of the Association as described in the Objects.
- 35.6 The Association must use the following only for the Objects:
  - 35.6.1 gifts made to the South Coast Environment Fund; and
  - 35.6.2 any money received because of those gifts.
- 35.7 The property and income of the South Coast Environment Fund shall be applied solely towards the Objects and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members except in good faith in the promotion of the Objects.
- 35.8 The South Coast Environment Fund shall be operated on a not-for-profit basis.
- 35.9 Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the association and not be influenced by the preference of the donor.
- 35.10 The Association must maintain a separate bank account for the South Coast Environment Fund. The South Coast Environment Fund Management Committee members must be the only signatories to the Donation Fund's bank account.
- 35.11 Any money received by the Association because of gifts of money or property referred to in Rule 35.4 (including but not limited to money from interest on gifts, income derived from gifts, and money from the realisation of gifts) must be credited to the South Coast Environment Fund's bank account referred to in Rule 35.10.
- 35.12 The South Coast Environment Fund Management Committee must ensure that receipts are issued in the name of the South Coast Environment Fund for all monies received by the South Coast Environment Fund.
- 35.13 The release of monies from the South Coast Environment Fund and the management of, and sale of, South Coast Environment Fund assets must be authorised by the South Coast Environment Fund Management Committee.
- 35.14 At the first occurrence of the winding up of the South Coast Environment Fund or the Association ceasing to be endorsed as a deductible gift recipient under Item 6.1.1 of subsection 30-55(1) of the ITAA 97, any surplus assets of the South Coast Environment Fund must be transferred to another fund with similar objectives that is on the Register of Environmental Organisations and is an incorporated body, as the South Coast Environment Fund Management Committee decides.



**36. CONTRIBUTIONS TO THE ASSOCIATION**

- 36.1 Upon receipt by the Association of a contribution of money or property, the Board of Management, within a reasonable time, must determine whether that contribution is:
- 36.1.1 a subscription for membership;
  - 36.1.2 a gift;
  - 36.1.3 a grant; or
  - 36.1.4 sponsorship.
- 36.2 If the Board of Management determines that the contribution is a gift, then it must form part of the South Coast Environment Fund and must be dealt with in accordance with Rule 35.11.
- 36.3 If the Board of Management determines that the contribution is a subscription, a grant or sponsorship, then the money or property must be deposited in a general account and may be used by the Association in pursuit of the Objects.