



## Sydney Weeds Committee

- Sydney Central • Sydney South West
- Sydney North • Sydney West – Blue Mountains

# CONSTITUTION

April 2012

## 1.0 PRELIMINARY

### 1.1 CITATION

(1) This constitution may be cited as the Constitution of the Sydney Weeds Committee.

### 1.2 DEFINITIONS

(1) In this constitution:

**Director-General** means the Director-General of the NSW Department of Finance and Services.

**The Board** means the Sydney Weeds Committee, the elected management committee of the Association.

**Community representative** means the additional person, representing the broader interests of the community, who is appointed to be on the Board. The person must not be financially affiliated with a weed industry business in the private or public sectors. The person may be a Bushcare volunteer, a representative of the agriculture farming sector and/or an elected representative of local, state or federal government.

**Secretary** means the contracted Executive Officer of Sydney Weeds Committee who is secretary to the Board and its permanent sub-committees

**Honorary Secretary** means the elected member of the management committee who will supervise the secretarial functions of the Executive Officer

**Permanent sub-committees** means those regional weeds committees functioning at the adoption of this constitution being the Sydney Central, Sydney North, Sydney South West and Sydney West Blue Mountains committees.

**Special General Meeting** means a meeting of the Association other than an annual general meeting.

The **Act** means the Associations *Incorporation Act 2009*.

**The Regulation** means the Associations *Incorporation Regulation 2010*.

(2) In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(c) the provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## 2.0 AIM OF THE ASSOCIATION

(1) The aim of the Sydney Weeds Committee (the Association) is to promote a co-operative and strategic approach to weed management across the Sydney Metropolitan and Lower Blue Mountains region.

## **3.0 MEMBERSHIP**

### **3.1 MEMBERSHIP ELIGIBILITY**

- (1) A member of the Association is an organisation nominated by another member organisation of the Association, as per the criteria for membership of organisations listed in clauses 3.1(2) and 3.1(3)
- (2) Organisations eligible for membership are government organisations with a responsibility for the control of weeds and/or that have a formal role in the formulation of policy and implementation of legislation pertaining to weed management.
- (3) Other government and non-government organisations capable of demonstrating commitment to the aim of the Association may be invited to become members at the discretion of the Board.

### **3.2 MEMBERSHIP APPLICATION PROCESS**

- (1) An application of an organisation for membership of the Association must be:
  - (a) proposed by another member organisation in writing, and
  - (b) lodged with the Secretary of the Association.
- (2) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Board to determine its approval.
- (3) As soon as practicable after the Board makes that determination, the Secretary must:
  - (a) notify the applicant, in writing, that the Board has approved or rejected their application, and
  - (b) if the Board approved the application, request the applicant to pay the annual membership fee payable as set out in the Association's current Schedule of Fees and Charges.
- (4) The Secretary must, on payment by the applicant of the membership fee, enter the Applicant's name in the Register of Members and, upon the name being so entered, the applicant becomes a member organisation of the Association.
- (5) Each member organisation must nominate up to two representatives to act on its behalf, with regard to the meetings and business of the Association.

### **3.3 MEMBERSHIP ENTITLEMENTS**

- (1) Annual membership entitles a member organisation:
  - (a) Eligibility to join a specific sub-committee, as defined in clause 6.1
  - (b) One vote at a regional sub-committee meeting
  - (c) Eligibility for one nominated representative of that organisation to be elected as a Board member
  - (d) Eligibility to apply to for grant funding that is devolved through the Association, so long as the member organisation meets the grant funding criteria.
  - (e) The right, privilege or obligation held by a nominated representative of a member organisation of the Association to be transferable to the next nominated representative of that member organisation. Rights, privileges or obligations bestowed on this person cease once they are no longer the nominated representative of a member organisation or, termination of the membership of the organisation they represent.

### **3.4 CESSATION OF MEMBERSHIP**

- (1) An organisation ceases to be a member of the Association if that organisation:
  - (a) withdraws its membership, or
  - (b) is expelled from the Association, or
  - (c) fails to pay the annual membership fee within 3 months after the fee is due.

### **3.5 RESIGNATION OF MEMBERSHIP**

- (1) A member organisation must withdraw its membership of the Association by giving the Secretary at least one month written notice of the intention to do so, on the expiration of the period of notice, that organisation ceases to be a member of the Association.
- (2) Upon resignation of a member organisation, and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the Register of Members recording the date on which that organisation ceased to be a member.

### **3.6 REGISTER OF MEMBERS**

- (1) The Public Officer of the Association must establish and maintain a Register of Members and their nominated representatives specifying the name and address of the member organisation together with the date on which the organisation became a member.
- (2) The Register of Members must be kept in New South Wales at the main premises of the Association.
- (3) The Register of Members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.

### **3.7 FEES**

- (1) A member organisation of the Association is required to pay to the Association an annual membership fee as set out in the Association's current Schedule of Fees and Charges.
- (2) The annual membership fee is determined by the Board and subject to annual review.

### **3.8 MEMBERS' LIABILITIES**

- (1) The liability of a member organisation of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member organisation in respect of membership of the Association as required by clause 3.7.

### **3.9 HANDLING OF COMPLAINTS**

- (1) A complaint may be made to the Board by any person that a member organisation of the Association:
  - (a) has refused or neglected to comply with a provision or provisions of this Constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Board of the Association is responsible for handling complaints received from other Board Members, member organisations, associate organisations, sub-committee representatives and contractors engaged to undertake work for the Association.
- (3) The Board of the Association is responsible for handling complaints from other outside organisations not directly associated with the Association.
- (4) In dealing with a complaint, the Board must:
  - (a) cause notice of the complaint to be served on the organisation or person concerned, and
  - (b) give the organisation or person at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
  - (c) take into consideration any submissions made by the organisation or person in connection with the complaint.
- (5) The Board has power to suspend or terminate the membership of any member organisation that wilfully refuses or neglects to comply with the provisions of this Constitution, or who is guilty of conduct prejudicial to the interests of the Association. Such action must be taken in accordance with a process that provides for proper notice and rights of appeal.
- (6) The Board may, by resolution, expel the member organisation from the Association or suspend the organisation from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

(7) If the Board expels or suspends a member organisation, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member organisation of the action taken, of the reasons given by the Board for having taken that action and of the member organisation's right of appeal under clause 3.9.

(8) The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the member organisation is entitled to appeal against the resolution concerned, or

(b) if within that period the member organisation exercises the right of appeal, unless and until the Board of the Association confirms the resolution at a Board meeting, whichever is the later.

(9) Complaints or disputes involving the Executive Officer or other contractors engaged by the Association are to be referred to the President. The President, or an approved delegate of the Board, must attempt to resolve the issue to the satisfaction of the complainant. The President or delegate must advise the person about whom a complaint is being made of the notification and the nature of the complaint.

(10) If a complaint remains unresolved, the President or delegate must raise the matter at the next Board Meeting following notification. Depending on the seriousness of the complaint, the Board may:

(a) deal with the matter at that Board Meeting by determining appropriate action to resolve the issue to the satisfaction of the aggrieved party, or

(b) defer the matter to a special meeting of the Board.

### **3.10 RIGHT OF APPEAL**

(1) An organisation or person may appeal to the Association against a resolution of the Board, within 7 days after notice of the resolution is served on the organisation or person, by lodging with the Secretary a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the organisation or person intends to rely for the purposes of the appeal.

(3) On receipt of a notice under subclause (1), the Secretary must notify the Board which is to consider it at the next scheduled Board meeting.

(4) At a Board meeting of the Association convened under subclause (3):

(a) the Board and the organisation or person making the appeal must be given the opportunity to state their respective cases orally or in writing, or both, and

(b) the Board members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(5) The appeal is to be determined by a simple majority of votes cast by members of the Board.

## **4.0 ASSOCIATE ORGANISATIONS**

(1) An associate organisation is one that is excluded from the definition in clause 3.1 but that still has a responsibility in land management and/or weed control. Representatives of associate organisations may be invited to attend sub-committee meetings and participate in collaborative projects of the Association.

(2) Associate organisations are not member organisations of the Association, and therefore are not eligible to vote at all meetings of the Association.

## **5.0 THE BOARD**

### **5.1 POWERS OF THE BOARD**

(1) Subject to the Act, the Regulation, this constitution and to any resolution passed by the Association in general meeting, the powers of the Board are to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

### **5.2 COMPOSITION OF THE BOARD**

(1) The Board is to consist of:

- (a) Eight representatives that are elected by the sub-committees (as listed in clause 6.1), with two representatives to be elected from each regional sub-committee
- (b) At least one community representative, who is appointed by the Board
- (c) Up to two co-opted Board members at any one time, as defined in clause 5.8
- (d) A representative of the NSW Department of Primary Industries, who attends the Board meetings as an observer and contributor, but is not eligible to vote.

(2) Four Board members will also hold the office-bearer positions of the Association.

(3) The office-bearers of the Association are:

- (a) President
- (b) Vice-President
- (c) Treasurer
- (d) Honorary Secretary
- (e) Secretary
- (f) Public Officer

(4) The Board members holding Office Bearer positions must represent an equitable coverage of the four sub-committee regions.

(5) A Board member may hold up to two offices (other than being President and Vice-President at the same time).

(6) Each Board member, including the community representative, is to hold office until the commencement of the next annual general meeting.

(7) Each Board member that holds office is eligible for re-election.

(8) A community representative has one vote at a Board meeting, and is to be paid a sitting fee for attending Board meetings.

### **5.3 ELECTION OF BOARD MEMBERS**

(1) A ballot for the election of Board Members is to be conducted at each regional sub-committee meeting prior to the date fixed for the holding of the annual general meeting.

(2) A person nominated as a candidate for election as a Board member of the Association must be a nominated representative of a current member organisation of the Association.

(3) Election of candidates as Board members of the Association:

- (a) must include representation from each of the four permanent regional sub-committees
- (b) must be proposed in writing and signed by two member organisations of the Association
- (c) must be given to the Secretary of the Association by the day of the regional sub-committee meeting prior to the date fixed for the holding of the annual general meeting
- (d) must be accompanied by written consent of a senior manager of the organisation which the Board Member is employed by, within two weeks after the sub-committee meeting at which the election took place.

(4) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

(5) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.

- (6) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (7) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (8) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board.

#### **5.4 EXECUTIVE OFFICER**

- (1) The Executive Officer is a non-voting delegate of the Board, contracted to undertake a secretarial function. The address of the Executive Officer is to be lodged with the Association within two weeks after appointment.
- (2) The Executive Officer holds two officer bearer positions of the Association: Secretary and Public Officer, as listed in clause 5.3(3).

#### **5.5 HONORARY SECRETARY**

- (1) The Honorary Secretary assists in the absence of the Executive Officer.
- (2) The Honorary Secretary is to ensure that the Executive Officer keeps records of:
- (a) all appointments of office-bearers and members of the Board, and
  - (b) the names of member organisations and nominated representatives that attend meetings of the Board, sub-committees, annual general meetings and special general meetings of the Association.
  - (c) proceedings of the Board, sub-committee, annual and special general meetings. Where the Executive Officer is unavailable, the Honorary Secretary will be asked to undertake these functions.
- (3) The Minutes of Board meetings must be signed by the President at the following meeting, once the Minutes are adopted.

#### **5.6 TREASURER**

- (1) The Treasurer is to ensure that:
- (a) all money due to the Association is collected and received
  - (b) all payments authorised by the Association are made, and
  - (c) correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

#### **5.7 CASUAL VACANCIES**

- (1) A casual vacancy of the Board occurs if a Board member:
- (a) dies
  - (b) the organisation which they represent, becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth
  - (c) resigns office by notice in writing to the Secretary, at least four weeks prior to the next scheduled Board meeting
  - (d) is dismissed under clause 5.13
  - (e) becomes a mentally incapacitated person
  - (f) is absent without the consent of the Board from three consecutive meetings of the Board,
  - (g) is convicted of an offence involving fraud or dishonesty, or,
  - (h) is prohibited from being a director of a company under Part 2D (6) of the *Corporations Act 2001* of the Commonwealth.
- (2) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a nominated representative of a member organisation of the Association to fill the vacancy.

(3) The casual Board member so appointed is to hold office until the commencement of the next annual general meeting.

### **5.8 CO-OPTION OF BOARD MEMBERS**

(1) The Board can co-opt up to two additional Board members to provide specific expertise required to support the aims of the Association.

(2) The term of office for a co-opted Board member is the same as an elected Board member, which shall be until the commencement of the sub-committee meeting immediately prior to fixed date for the holding of the next annual general meeting. In some cases, the Board may co-opt a person with particular expertise for a shorter period of time.

(3) Co-opted Board members are not entitled to vote at Board meetings.

(4) Prior to recruiting co-opted Board members, the Board will:

- (a) identify the specific areas where expertise is needed
- (b) consider whether co-option is the best way to address the need for specific expertise.

### **5.9 BOARD MEETINGS AND QUORUM**

(1) The Board must meet at least 3 times in each period of 12 months at such place and time as the Board may determine.

(2) Additional meetings of the Board may be convened by the President or any other Board member.

(3) Oral or written notice of a meeting of the Board must be given by the Executive Officer to each member of the Board at least 7 days (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted notwithstanding that other business might be raised without notice under a 'general business' section of the agenda and that this business may be transacted if Board members present unanimously agree. As such a meeting agenda and business papers will be distributed by the Executive Officer to each Board member at least 7 days prior to the meeting.

(5) A minimum of five Board Members must be present at a Board meeting to constitute a quorum for the transaction of the business of the meeting.

(6) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

(7) If at the adjourned meeting a quorum is not present within an hour of the time appointed for the meeting, the meeting is to be dissolved.

(8) At a Board meeting:

- (a) the President or, in the President's absence, the Vice-President is to preside, or
- (b) if the President and the Vice-President are absent or unwilling to act, one of the remaining Board members may be chosen by the other Board members present at the meeting is to preside.

(9) Meetings are hosted by a Board member's organisation of employment or at a venue of their choice, on a rotational basis.

### **5.10 BOARD MEETINGS AND VOTING**

(1) Questions arising at a meeting of the Board are to be determined by a majority of the votes of the Board members present at the meeting. However the Board should not consider it essential to vote on every issue put forward. In particular, for the latter the approach, it is to be consensus based decision making with the opportunity for putting a motion to the vote in the incidence of a demand that this take place by more than 25% of Board Members present.

(2) To determine a resolution of a meeting, the wording of a proposed motion must be tabled in writing and read to the meeting. The motion requires a mover and seconder. If this is not achieved, no further debate or vote is required. If this is achieved a vote must take place. If the majority vote



in favour of the motion, it becomes a formal resolution of the meeting and is recorded as such in the Minutes.

(3) Each Board member present at a meeting (including the person presiding at the meeting) is entitled to one vote per sub-committee that they are representing, but, in the event of an equality of votes on any question, the person presiding can exercise a second or casting vote.

#### **5.11 BOARD MEETINGS AND MAKING OF DECISIONS**

(1) A question or vote arising at a Board meeting is to be determined by either:

(a) a show of hands, or

(b) if on the motion of the President or five or more members present at the meeting decide that the question should be determined by a written ballot, a written ballot.

(2) If the question is to be determined by a show of hands, a declaration by the President that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the President.

#### **5.12 ATTENDANCE AT BOARD MEETINGS**

(1) Attendance by all Board members is required at each Board meeting. At least one Board member from each region should be in attendance at the Board meeting. If this is not possible, then they are required to nominate and provide a briefing to at least one other sub-committee representative from a current Member organisation, who can attend the Board meeting in their place.

#### **5.13 DISMISSAL OF BOARD MEMBERS**

(1) The Association, at a Board meeting, may by resolution remove any member of the Board from the office before the expiration of the Board member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Board member so removed.

(2) A member of the Board to whom a proposed resolution referred to in subclause (1) relates may make representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association. The Secretary or the President may send a copy of the representations to each member organisation of the Association or, if the representations are not so sent, the Board member is entitled to require that the representations be read out at the meeting at which the resolution is to be made.

#### **5.14 DELEGATION BY BOARD TO SUB-COMMITTEE**

(1) The Board may, by instrument in writing, delegate to one or more of the permanent sub-committees as listed in clause 6.1, the exercise of such of the functions of the Board as are specified in the instrument, other than:

(a) this power of delegation, and

(b) a function that is a duty imposed on the Board by the Act or by any other law.

(2) A function to exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

(4) Despite any delegation under this clause, the Board may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.

(6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.

### **5.15 BOARD MEETINGS - PECUNIARY INTERESTS**

(1) A Board Member or observer who has, directly or indirectly, any pecuniary interest with the business of the Association must declare his or her interest at the commencement of a Board meeting.

## **6.0 SUB - COMMITTEES**

### **6.1 PERMANENT SUB-COMMITTEES**

(1) The Association has four permanent regional sub-committees:

Sydney North

Sydney Central

Sydney South West

Sydney West - Blue Mountains

(2) The composition and number of sub-committees may change depending on area of representation and overall effectiveness.

(3) Sub-committee agendas must include an item that records issues and recommendations to be put to the next Board meeting.

### **6.2 SUB-COMMITTEE MEETINGS AND QUORUM**

(1) Each sub-committee meets at least twice within each period of 12 months

(2) Additional meetings of the sub-committee may be convened by any member organisation.

(3) Sub-committee meetings are hosted by a sub-committee member organisation or at a venue of their choice, on a rotational basis.

(4) Oral or written notice of a meeting of the sub-committee must be given by the Executive Officer to each sub-committee member at least 7 days (or such other period as may be unanimously agreed on by the members of the sub-committee) before the time appointed for the holding of the meeting.

(5) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted notwithstanding that other business might be raised without notice under a 'general business' section of the agenda and that this business may be transacted if sub-committee members present unanimously agree. As such the sub-committee meeting will be distributed by the Executive Officer to each member of the sub-committee at least 7 days prior.

(6) 50% of member organisations of the sub-committee must be in attendance to constitute a quorum for the transaction of the business of a meeting of the sub-committee.

(7) No business is to be transacted by the sub-committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the sub-committee meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

(8) If at the adjourned meeting a quorum is not present within an hour of the time appointed for the meeting, the meeting is to be dissolved.

(9) At a meeting of the sub-committee:

(a) a nominated Chair is to preside, or

(b) if the Chair is absent or unwilling to act, one of the remaining nominated representatives of Member organisations of the sub-committee may be chosen to preside by the nominated representatives present at the meeting.

### **6.3 SUB-COMMITTEE MEETINGS AND VOTING**

(1) Questions arising at a sub-committee meeting are to be determined by a majority of the votes of members of the sub-committee present at the meeting. However the sub-committee should not consider it essential to vote on every resolution put forward. In particular, for the latter, the approach is to be consensus based decision making with the opportunity for putting a motion to the vote in the incidence of a demand that this take place by more than 25% of the Member organisations present at the meeting.

(2) Each member organisation in attendance at a sub-committee meeting (including the person presiding at the meeting) is entitled to one vote, but, in the event of an equality of votes on any question, the person presiding the meeting may exercise a second or casting vote.

### **6.4 PECUNIARY INTEREST – SUB-COMMITTEES**

(1) A representative of a Member organisation or Associate organisation who has, directly or indirectly, any pecuniary interest with the Association must declare his or her interest at the commencement of a sub-committee meeting.

### **6.5 PROJECT TEAMS**

(1) Specific Project Teams comprising of representatives from member and association organisations may be formed as sunset committees and meet as required to undertake specific functions in support of the aim and objectives of the Association.

## **7. GENERAL MEETINGS**

### **7.1 ANNUAL GENERAL MEETINGS - HOLDING OF**

(1) The Association must hold its Annual General Meeting:

(a) within 6 months after the close of the Association's financial year, as per clause 8.4, and immediately after the holding of all four sub-committee meetings.

(2) At least one Board member from each sub-committee region is required to attend the Annual General Meeting or otherwise nominate a representative from their member organisation who can be in attendance.

(3) The nominated representative attending on behalf of a Board member is entitled to vote at the Annual General Meeting. It is expected that this alternative representative will be appropriately briefed beforehand on the issues to be discussed at the meeting.

### **7.2 ANNUAL GENERAL MEETINGS - CALLING OF**

(1) Notice of the annual general meeting is to be sent by the Executive Officer at least 3 weeks before the fixed meeting date

(2) In addition to any other business that may be transacted at an annual general meeting, the business of an Annual General Meeting is to include the following:

(a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since the last preceding annual general meeting

(b) to confirm the elections of Board members, held at the preceding sub-committee meetings

(c) to elect the office bearers of the Association

(d) to receive office bearer reports on the activities of the Association during the preceding financial year

(e) to receive and consider any financial statement or report required to be submitted to member organisations under the Act.

(3) An annual general meeting must be specified as such in the notice convening it.

### **7.3 SPECIAL GENERAL MEETINGS - CALLING OF**

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Board must, on the requisition in writing of at least 5 per cent of the total number of member organisations, convene a special general meeting of the Association.
- (3) A requisition of member organisations for a special general meeting:
  - (a) must state the purpose or purposes of the meeting,
  - (b) must be signed by the member organisations making the requisition,
  - (c) must be lodged with the secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the member organisations making the requisition.
- (4) If the Board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of member organisations for the meeting is lodged with the Secretary, any one or more of the member organisations who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member organisation or member organisations as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as Board meetings are convened.

### **7.4 ANNUAL AND SPECIAL GENERAL MEETINGS - QUORUM**

- (1) A minimum of five Board Members must be present at an annual or special general meeting to constitute a quorum for the transaction of the business of the meeting.
- (2) No business is to be transacted at an annual or special general meeting unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (3) If at the adjourned meeting a quorum is not present within an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (4) At an annual or special general meeting:
  - (a) the President of the Association is to preside, or
  - (b) if the President is absent or unwilling to act, another Board member may be chosen to preside, by the other Board members present at the meeting.

### **7.5 ANNUAL AND SPECIAL GENERAL MEETINGS - VOTING**

- (1) Questions arising at an annual or special general meeting are to be determined by a majority of the votes of members of the Association present at the meeting.
- (2) Each member organisation represented at the annual or special general meeting (including the person presiding at the meeting) is entitled to one vote, but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

### **7.6 SPECIAL RESOLUTIONS**

- (1) A special resolution may only be passed by the Association in accordance with section 39 of The Act.

### **7.7 PROXY VOTES**

- (1) Proxy voting is not to be undertaken at or in respect of:
  - (a) a board meeting
  - (b) an annual general meeting
  - (c) a special general meeting
  - (e) the election of Board members, and
  - (f) the election of office bearers of the Association.

## **7.8 POSTAL BALLOTS**

- (1) The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 3.9).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 of the Regulation.

## **8.0 MISCELLANEOUS**

### **8.1 INSURANCE**

- (1) The Association will effect and maintain the appropriate insurances.

### **8.2 MEMBERSHIP CONTRIBUTIONS**

- (1) The funds of the Association are to be derived from annual membership fees, grants and donations, and, subject to any resolution passed by the Association in general meeting such other sources as the Board determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **8.3 GRANT FUNDING AND SPONSORSHIP**

- (1) The Association may apply for grants and sponsorship from private companies, individuals, government agencies, not for profit and non-government organisations.
- (2) The Association will not accept sponsorship or advertising from:
  - (a) organisations or individuals that are engaged in business which is unlawful, unethical, or damaging to public health, wellbeing or the natural environment.
  - (b) political parties
- (3) The Association will not accept sponsorship or advertising, or agree to any conditions of sponsorship, which may compromise its independence, or compromise the aims of the Association.

### **8.4 FINANCIAL YEAR**

- (1) The financial year of the Association commences on 1st July each year and ends on the following 30th June.

### **8.5 FUNDS MANAGEMENT**

- (1) Subject to any resolution passed by the Association at a Board meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two authorised signatories, which includes at least one member of the Board and the Executive Officer.

### **8.6 CHANGE OF NAME, OBJECTS AND CONSTITUTION**

- (1) An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Board member.

### **8.7 CUSTODY OF BOOKS AND RECORDS**

- (1) Except as otherwise provided by this constitution, the public officer must keep books, documents and other records belonging to the Association at the premises of the Association.

## **8.8 INSPECTION OF BOOKS AND RECORDS**

(1) The following documentation will be made freely and publicly available on the Association's website:

- (a) this constitution
- (b) adopted minutes of meetings of the Board and sub-committees
- (c) adopted minutes annual and special general meetings
- (d) adopted annual financial statements
- (e) annual reports
- (f) strategic documents

(2) The following documents must be open to inspection, free of charge, by a member organisation of the Association at any reasonable hour:

- (a) records, books and other financial documents of the Association not listed above

(3) A member organisation of the Association may obtain a copy of any of the documents referred to in sub clause 2(a) on payment of a fee of not more than \$1.00 for each page copied.