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# Constitution

of the

# Sydney Weeds Network

Incorporated

Adopted  
7th December 2021

## 1.0 **PRELIMINARY**

### 1.1 **CITATION**

- (1) This constitution may be cited as the Constitution of the Sydney Weeds Network Incorporated.

### 1.2 **DEFINITIONS**

- (1) In this constitution:

The **Association** means the Sydney Weeds Network Incorporated.

The **Sydney Weeds Network Incorporated** is an association of organisations, primarily local councils, formed to promote and facilitate an efficient and cooperative approach to weed management across the Greater Sydney region. It is made up of three subnetworks.

The **Greater Sydney region** refers to the Greater Metropolitan Sydney region and Sydney surrounds (this is the same region covered by the Greater Sydney Local Land Services)

The term **subnetwork** refers to the three subnetworks functioning at the adoption of this constitution being the Coastal, Central and West subnetworks.

The **Board** means the management committee of the association.

The **Greater Sydney Regional Weed Committee** is the committee that was set up by Greater Sydney Local Land Services to develop and implement the Greater Sydney Regional Strategic Weed Management Plan.

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

The **Regulation** means the *Associations Incorporation Regulation 2016*.

- (2) In this constitution:

- (a) A reference to a function includes a reference to a power, authority, and duty,
- (b) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty, and
- (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 association known as the Sydney Weeds Network Incorporated is to promote and facilitate an efficient and cooperative approach to weed management across the Greater Sydney region through its subnetworks.

## **3.0 MEMBER ORGANISATIONS**

### **3.1 MEMBERSHIP ELIGIBILITY**

- (1) Organisations eligible for membership are local, state and federal government organisations with a responsibility for the control of weeds and/or that have a formal role in the formulation of policy and/or implementation of legislation pertaining to weed management in the Greater Sydney region.
- (2) Other government and non-government organisations capable of demonstrating commitment to the aims of the Association may be invited to become members at the discretion of the Board.
- (3) Private companies, businesses, industry associations and individual people are not eligible to become members of the Association.

### **3.2 MEMBERSHIP APPLICATION PROCESS**

- (1) An application for membership of the Association must:
  - (a) be proposed by another member organisation in writing or be as a result of an invitation from the Board,
  - (b) be lodged with the Executive Officer of the Association,
  - (c) indicate which subnetwork/s, the applying member organisation proposes to join.
- (2) As soon as practicable after receiving an application for membership, the Executive Officer must refer the application to the Board to determine its approval.
- (3) As soon as practicable after the Board makes that determination, the Executive Officer must notify the applicant, in writing, that the Board has approved or rejected their application.
- (4) If the Board approves the application, the Executive Officer must request the applicant to pay the annual membership fee payable as set out in the Association's Schedule of Fees and Charges.
- (5) The Executive Officer must, on receipt of payment 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.

### **3.3 MEMBERSHIP ENTITLEMENTS**

- (1) Annual membership entitles a member organisation:
  - (a) Eligibility to join a specific subnetwork (or more if warranted). Each member organisation can send as many representatives as it sees fit to participate in subnetwork meetings.
  - (b) The number of participants from each member organisation able to attend member-funded special events will be at the discretion of the Board.
  - (c) One vote at one of the subnetwork meetings.

- (d) One vote at the Annual General Meeting.
- (e) Eligibility for one nominated representative to be elected to the Board.
- (f) Eligibility to apply for grant funding that is devolved through the Association, so long as the member organisation meets the grant funding criteria.
- (g) 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. The Board can however make variations to this time period as it sees fit.

### **3.5 RESIGNATION OF MEMBERSHIP**

- (1) A member organisation must withdraw its membership of the Association by giving the Executive Officer 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 Executive Officer 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 Executive Officer of the Association must establish and maintain a Register of Members, listing all member organisations and their nominated representatives specifying the names and addresses of the organisations 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 premises of the Public Officer.
- (3) The Register of Members must be open for inspection, free of charge, on request from any member of the Association at any reasonable hour.

### **3.7 MEMBERSHIP FEE**

- (1) A member organisation of the Association is required to pay an annual membership fee as set out in the Association's Schedule of Fees and Charges.
- (2) The period of annual membership is the financial year, commencing on 1<sup>st</sup> July until the following 30<sup>th</sup> June.
- (3) 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 willfully acted in a manner prejudicial to the interests of the Association.
- (2) The Board is responsible for handling complaints received from other Board members, member organisations, associate organisations, other subnetwork representatives and contractors engaged to undertake work for the Association.
- (3) The Board is responsible for handling complaints about the Association from other outside organisations not directly involved 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,
  - (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 the power to suspend or terminate the membership of any member organisation that willfully 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 Executive Officer must, within 7 days after the action is taken, write to the member organisation informing them 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 3.10.
- (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 confirms the resolution at a Board meeting, whichever is the later.
- (9) Complaints or disputes involving contractors engaged by the Association are to be referred to the President of the Association. 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 of the Association or a delegated Board member 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 Executive Officer 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 Executive Officer must notify the Board that 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. The President gets the deciding vote if it is a draw.

### **4.0 ASSOCIATE ORGANISATIONS**

- (1) An associate organisation is one that has an allied responsibility in land management and/or weed control.
- (2) Representatives of associate organisations may be invited to attend subnetwork meetings and participate in collaborative projects of the Association at the discretion of the Board.
- (3) Associate organisations are not financial members of the Association and therefore are not eligible to vote at any meetings of the Association or hold any official positions.
- (4) Associate organisations can become financial members.
- (5) Local Councils and County Councils cannot be associate members.

### **5.0 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 meetings, 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 comprises the elected Chairs and Deputy Chairs from each of the three subnetworks, as listed in clause 6.1
- (2) Other people may be invited to participate in the business and meetings of the Board at the direction of the Board, including:
  - (a) A representative from the NSW Department of Primary Industries
  - (b) A representative from an organisation that administers a regional grant or project which directly involves members of the Association.
  - (c) Up to two co-opted Board members at any one time, for specific periods of time, being additional people asked to provide specific expertise to support the aims of the Association.
- (3) The Board members are to also hold the office-bearer positions of:
  - (a) President
  - (b) Vice President
  - (c) Treasurer
- (4) The Board members holding office-bearer positions must represent an equitable coverage from the three subnetworks. However, this can vary at the discretion of the Board.
- (5) A Board member cannot hold two offices at the same time.
- (6) Each Board member 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.

## **5.3 ELECTION OF THE BOARD**

- (1) The Chairs and Deputy Chairs that are elected at either the three subnetwork meetings held just prior to the holding of the annual general meeting or at the annual general meeting are then duly appointed as Board members. These positions take effect from the date of the annual general meeting and are current until the follow year's annual general meeting.
- (2) A person nominated as a candidate for election as a Chair or Deputy Chair (and hence Board member) of a subnetwork must be a nominated representative of a current financial member organisation of that subnetwork.
- (3) The elected Board members elect the office-bearer positions at the annual general meeting.

## **5.4 EXECUTIVE OFFICER**

- (1) The Executive Officer is a non-voting delegate of the Board, engaged by the Association as a paid employee or as a contractor to undertake a secretarial function.
- (2) The Executive Officer is to ensure that the following records are kept:
  - (a) all names of appointments of the Board and office bearers,
  - (b) the names of member organisations, associate organisations and their nominated representatives, and
  - (c) proceedings and record of attendance of all Board, subnetwork, annual general and any special general meetings.
- (3) In the absence of the Executive Officer at a meeting, a member who is present should be

nominated to take over the duties of the Executive Officer for that meeting.

## **5.5 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,
  - (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,
  - (d) an audit of the Association's financial affairs is conducted every 12 months, and
  - (e) that all financial matters that need to be reported to the Office of Fair Trading are reported annually.

## **5.6 PUBLIC OFFICER**

- (1) The Public Officer can be anyone in the Association.
- (2) The Public officer is responsible for:
  - (a) notifying the Department of Fair Trading of any change in the Association's official address within 28 days,
  - (b) collecting all Association documents from former Board members and delivering the documents to the new Board members if needed,
  - (c) returning all Association documents to a Board member within 14 days, upon vacating office,
  - (d) acting as the official contact for the Association, including taking delivery of documents served on the Association and bringing them to the attention of the Board as soon as practicable, and
  - (e) custody of any documents as required by this Constitution.

## **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 Executive Officer, at least three weeks prior to the next scheduled Board meeting,
  - (d) is dismissed under clause 5.9,
  - (e) becomes a mentally incapacitated person,
  - (f) is absent without the consent of the Board from two 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 the same or another member organisation of that subnetwork 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 ADDITIONAL BOARD MEMBERS**

- (1) The Board can co-opt up to two additional members from any of the three subnetworks to provide specific expertise required for a specific period of time to support the aims of the Association.
- (2) Co-opted Board members are not entitled to vote at Board meetings.
- (3) Prior to recruiting co-opted Board members, the Board will:
  - (a) identify the specific areas where expertise is needed, and
  - (b) consider whether co-option is the best way to address the requirement for specific expertise.

## **5.9 DISMISSAL OF BOARD MEMBERS**

- (1) A Board member, may by resolution at a Board meeting, be removed 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 Executive Officer or President and requests that the representations be notified to the members of the Association.
- (3) The Executive Officer or the President of the Association 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.

## **5.10 BOARD MEETINGS - HOLDING OF**

- (1) Board meetings may be held in the form of face-to-face meetings, teleconferences or online video conferencing.
- (2) The Board must meet at least twice within each period of 12 months, but can carry out business out-of-session when required.
- (3) Additional meetings of the Board may be convened.
- (4) Oral or written notice of a meeting of the Board must be given by the Executive Officer to each Board member 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.
- (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 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.
- (6) A minimum of four Board Members must be present at a Board meeting to constitute a quorum for the transaction of the business of the meeting.
- (7) No business is to be transacted by the Board unless a quorum is present.
- (8) At least one Board member from each subnetwork should be in attendance at the Board

meeting. If this is not possible, then they can nominate and provide a briefing to another subnetwork representative from a current member organisation, who can attend the Board meeting in their place.

- (9) 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 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 to preside.
- (10) Face-to-face meetings are to be hosted at a venue reasonably central to all Board members.
- (11) The Minutes of Board meetings must be signed by the President once the Minutes have been adopted.

#### **5.11 BOARD MEETINGS - VOTING**

- (1) 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.
- (2) Each Board member present at a meeting (including the President) is entitled to one vote but, in the event of a tie, the President or the person presiding can exercise a second or casting vote.
- (3) 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.
- (4) 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 minutes, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (5) 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 DELEGATION BY THE BOARD TO THE SUBNETWORKS**

- (1) The Board may delegate to one or more of the subnetworks 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 subnetwork under this clause may, while the delegation remains unrevoked, be exercised from time-to-time by the subnetwork 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 subnetwork 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.

### **5.13 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.

### **5.14 USE OF TECHNOLOGY AT BOARD MEETINGS**

- (1) A Board meeting may be held at 2 or more venues using any technology approved by the Board that gives each of the Board members a reasonable opportunity to participate.
- (2) A Board member who participates in a Board meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **6.0 SUBNETWORKS**

### **6.1 COMPOSITION OF THE SUBNETWORKS**

- (1) The Association comprises three subnetworks:
  - (a) Coastal
  - (b) Central
  - (c) West
- (2) The composition and number of subnetworks may change depending on the area of representation and overall effectiveness. The Board can amalgamate existing subnetworks or create new subnetworks as it sees fit.
- (3) Election of Chairs and Deputy Chairs:
  - (a) can be carried out at the subnetwork meetings held just before the annual general meeting or at the annual general meeting, at the discretion of the Board.
  - (b) nominations must be proposed in writing and signed by representatives of two other member organisations of the Association.
  - (c) must be given to the Executive Officer by the day of the subnetwork meeting prior to the date fixed for the holding of the annual general meeting or at the annual general meeting whichever is applicable.
- (4) If no nominations are received at the subnetwork or annual general meeting the position remains vacant.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a vote or a ballot is to be held.

## **6.2 SUBNETWORK MEETINGS - HOLDING OF**

- (1) Each subnetwork is to meet at least twice within each period of 12 months.
- (2) Subnetwork meetings are hosted by a member or associate organisation at a venue of their choice, on a rotational basis.
- (3) Oral or written notice of a meeting of a subnetwork must be given by the Executive Officer to all subnetwork members at least 7 days (or such other period as may be unanimously agreed on by the members of the subnetwork) 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 an 'other business' section of the agenda and that this business may be transacted if the majority of the subnetwork members present agree.
- (5) At each meeting of the subnetworks:
  - (a) The elected Chair is to preside, or
  - (b) if the Chair is absent or unwilling to act, the Deputy Chair or one of the remaining nominated representatives of member organisations of the subnetwork may be chosen to preside by the nominated representatives present at the meeting, or
  - (c) the Executive Officer can be nominated to run the meeting by the Chair or Deputy Chair. Under these circumstances the Executive Officer still doesn't have any voting rights and will only conduct the meeting to satisfy the agreed agenda of business.
- (6) Any matters or questions raised at the subnetwork meeting for the Board to consider must be recorded and passed on for consideration at the next Board meeting.
- (7) Any matter or question raised at the subnetwork meeting for the Regional Weed Committee to consider must be recorded and passed on for consideration at the next Regional Weed Committee meeting.

## **6.3 SUBNETWORK MEETINGS - VOTING**

- (1) Each member organisation in attendance at a subnetwork meeting (including the person presiding at the meeting with the exception of the Executive Officer) is entitled to one vote, but, in the event of a tie, the Chair (even if they are not presiding the meeting) may exercise a second or casting vote. If the Chair is not present then the Deputy Chair (even if they are not presiding the meeting) may exercise a second or casting vote.

## **6.4 SUBNETWORK MEETINGS - PECUNIARY INTERESTS**

- (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 subnetwork meeting.

## **6.5 PROJECT TEAMS**

- (1) Specific project teams comprising representatives from member and associate organisations may be formed and meet as required to undertake specific functions in support of the aim and objectives of the Association.

## **7.0 GENERAL MEETINGS**

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

- (1) The Association must hold its annual general meeting within 6 months after the close of the Association's financial year, as per clause 8.4.
- (2) At least one Board member from each subnetwork 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 (i.e., Chairs and Deputy Chairs), held at the preceding subnetwork meetings, if applicable or carry out these elections at the annual general meeting.
  - (c) to confirm 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 Executive Officer, 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 Executive Officer, 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 four Board Members (or their delegates) must be present at an annual general meeting 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 be adjourned and rescheduled to be held within two weeks from the time of adjournment.
- (3) If at the rescheduled meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved. In this situation, an on-line meeting would be called to satisfy the requirements of the Association.
- (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 or the Executive Officer may be chosen to preside, by the 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 allowed to be undertaken at or in respect of:
  - (a) a Board meeting, except if there is a dispute that is being resolved;
  - (b) an annual general meeting;
  - (c) a special general meeting; and
  - (d) a subnetwork meeting.

#### **7.8 POSTAL AND ELECTRONIC BALLOTS**

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

## **8.0 MISCELLANEOUS**

### **8.1 INSURANCE**

- (1) The Association will affect 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 or annual general 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 Executive Officer or an appointed Board member.

### **8.7 ASSOCIATION IS NON-PROFIT**

- (1) Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

### **8.8 DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION**

- (1) Subject to the Act and the Regulations, in a winding up of the Association, any surplus property of the Association can be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.

### **8.9 CUSTODY OF BOOKS AND RECORDS**

- (1) Except as otherwise provided by this constitution, the Executive Officer must keep books, documents and other records belonging to the Association at their premises. The Public Officer must have access to these records electronically.

### **8.10 INSPECTION OF BOOKS AND RECORDS**

- (1) The following documentation will be made publicly available on the Association's website (or on request):
  - (a) this constitution
  - (b) adopted minutes of annual and special general meetings
  - (c) adopted annual financial statements
  - (d) annual reports
  - (e) strategic documents
- (2) The adopted minutes of the Board and subnetwork meeting minutes are to be made available to the public upon request.
- (3) 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 documents of the Association not listed above
- (4) A member organisation of the Association may obtain a copy of any of the documents referred to in sub clause 3(a).