

NATURE CONSERVATION MARGARET RIVER REGION (Inc.) RULES OF ASSOCIATION

PART 1 — PRELIMINARY

1. Name of Association

The name of the Association is Nature Conservation Margaret River Region Inc.

2. Terms used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

Association means the incorporated association to which these rules apply;

Board means the management board of the Association;

Board meeting means a meeting of the Board;

Board member means a member of the Board;

books, of the Association, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

by laws means by-laws made by the Association under rule 61;

Chair means the Board member holding office as the chairperson of the Association;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

Committee means a committee appointed by the Board under rule 45;

Deputy Chair means the Board member holding office as the deputy chairperson of the Association;

financial records includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

financial report, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

financial statements means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

financial year, of the Association, has the meaning given in rule 3;

general meeting, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

member means member of the Association as defined in rule 6, with the rights referred to in rule 10;

register of members means the register of members referred to in section 53 of the Act;

rules means these rules of the Association, as in force for the time being;

secretary means the Board member holding office as the secretary of the Association;

special general meeting means a general meeting of the Association other than the annual general meeting;

special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

tier 1 association means an incorporated association to which section 64(1) of the Act applies;

tier 2 association means an incorporated association to which section 64(2) of the Act applies;

tier 3 association means an incorporated association to which section 64(3) of the Act applies;

treasurer means the Board member holding office as the treasurer of the Association;

writing and **written notice** means by communication in written form whether on paper or by electronic means.

3. Financial year

The financial year of the Association is a period commencing 1 July and ending on 30 June in the following year.

PART 2 — OBJECTS OF ASSOCIATION

4. Objects of the Association

- (1) The objects of the Association are —
 - (a) to inspire and work with the community, all levels of government and business to manage and promote the natural environment of the Margaret River region so that the natural systems, people and their activities co-exist in a healthy, productive and sustainable way;
 - (b) to collaborate with management agencies, organisations and groups with similar aims to address broader regional environmental issues and achieve shared benefits;
 - (c) to seek funding from and develop partnerships with government, non-government, private businesses and individuals and to organise fundraising activities to enable the Association to fulfil its aims; and
 - (d) to establish and maintain a public fund for the specific purposes of supporting the environmental objects of the Association.

PART 3 — ASSOCIATION TO BE NOT FOR PROFIT BODY

5. Not-for-profit body

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of the Association is authorised if it is —
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.
- (4) A payment under this rule must be authorised by a member of the Board who is not a recipient of the payment.

PART 4 — MEMBERS

Division 1 — Membership

6. Eligibility for membership

- (1) Any person or group as defined in subrule (2) who supports the objects or purposes of the Association is eligible to apply to become a member.
- (2) Membership of the Association is open to individuals, bodies corporate and other associations as determined by the Board from time to time.
- (3) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

7. Applying for membership

- (1) An applicant person or group as defined in rule 6(2) who wants to become a member must apply in writing to the Association.
- (2) The application must be signed by the applicant.
- (3) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

8. Dealing with membership applications

- (1) The Board must consider each application for membership of the Association at the earliest available Board meeting whether to accept or reject the application.
- (2) The Board must not accept an application unless the applicant —
 - (a) is eligible under rule 6; and
 - (b) has applied under rule 7.
- (3) The Board may reject an application even if the applicant —
 - (a) is eligible under rule 6; and
 - (b) has applied under rule 7.
- (4) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.
- (5) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

9. Becoming a member

- An applicant for membership of the Association becomes a member when —
- (a) the Board accepts the application; and
 - (b) the applicant pays any membership fees payable to the Association under rule 14.

10. Classes of membership

- (1) The Association consists of five classes of membership
 - (a) personal member
 - (b) family member
 - (c) body corporate member
 - (d) honorary member
 - (e) life member.
- (2) An individual can only belong to one class of membership.
- (3) The conditions for entry as an honorary member or a life member shall be determined by the Board, and an individual may be admitted to either class of membership by a resolution of the Board.
- (4) All members have full voting rights and any other rights conferred on members by these rules or as determined by resolution of the Board.
- (5) The number of members of any class is not limited unless otherwise determined by resolution at a general meeting.
- (6) The classes of membership can be varied from time to time by resolution at a general meeting.

11. When membership ceases

- (1) A member ceases to be a member when any of the following takes place —
 - (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a body corporate, the body corporate is wound up;
 - (c) the member resigns from the Association under rule 12;
 - (d) the member is expelled from the Association under rule 17;
 - (e) the member ceases to be a member under rule 14(4).
- (2) The Secretary must keep a record, for at least one year after a member ceases to be a member, of —
 - (a) the date on which the member ceased to be a member; and
 - (b) the reason why the member ceased to be a member.

12. Resignation

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the Secretary.
- (2) The resignation takes effect —
 - (a) when the Secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.

13. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

Division 2 — Membership fees

14. Membership fees

- (1) The Board shall from time to time determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the Treasurer, or another person authorised by the Board to accept payments, by the date (the **due date**) determined by the Board.
- (4) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (5) If a member who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired —
 - (a) the Board may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the member's membership is reinstated from the date the payment is accepted.

Division 3 — Register of members

15. Register of members

- (1) The Secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept in the Secretary's custody or under the Secretary's control.
- (4) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
- (5) If —
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

PART 5 — DISCIPLINARY ACTION AND DISPUTES

Division 1 — Term used

16. Term used: member

In this Part —

member, in relation to a member who is expelled from the Association, includes former member.

Division 2 — Disciplinary action

17. Expulsion

- (1) The Board may decide to expel a member from the Association if —
 - (a) the member contravenes any of these rules; or
 - (b) the member acts detrimentally to the interests of the Association.
- (2) The Secretary must give the member written notice of the proposed expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- (3) The notice given to the member must state —
 - (a) when and where the Board meeting is to be held; and
 - (b) the grounds on which the proposed expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed expulsion;
- (4) At the Board meeting, the Board must —
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide whether or not to expel the member from the Association.
- (5) A decision of the Board to expel the member from the Association takes immediate effect.
- (6) The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.

Division 3 — Resolving disputes

18. Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

19. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes —

- (a) between members; or
- (b) between one or more members and the Association.

20. Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

21. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 20, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the Secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
 - (a) when and where the Board meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- (5) If —
 - (a) the dispute is between one or more members and the Association; and
 - (b) any party to the dispute gives written notice to the Secretary stating that the party does not agree to the dispute being determined by the Board;
the Board must not determine the dispute.

22. Determination of dispute by Board

- (1) At the Board meeting at which a dispute is to be considered and determined, the Board must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.

PART 6 — Board

Division 1 — Powers of Board

23. Board

- (1) The Board members are the persons who, as the management Board of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

Division 2 — Composition of Board and duties of members

24. Board members

- (1) The Board members consist of —
 - (a) the office holders of the Association as specified in subrule (3); and
 - (b) at least one ordinary Board member.
- (2) The Board must determine the maximum number of members who may be ordinary Board members.
- (3) The following are the office holders of the Association —
 - (a) the Chair;
 - (b) the Deputy Chair;
 - (c) the Secretary;
 - (d) the Treasurer.
- (4) A person may be a Board member if the person is —
 - (a) an individual who has reached 18 years of age;
 - (b) a member; and
 - (c) not a staff member or contracted employee of the Association.
- (5) A person must not hold 2 or more of the offices mentioned in subrule (3) at the same time.

25. Chair

- (1) It is the duty of the Chair to consult with the Secretary regarding the business to be conducted at each Board meeting and general meeting.
- (2) The Chair has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules.

26. Secretary

The Secretary is to ensure that the following duties are performed —

- (a) dealing with the Association's correspondence;
- (b) consulting with the Chair regarding the business to be conducted at each Board meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the Board to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the Board to do so, maintaining on behalf of the Association a record of Board members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of Board meetings and general meetings;
- (i) carrying out any other duty given to the Secretary under these rules or by the Board.

27. Treasurer

The Treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the Treasurer under these rules or by the Board.

Division 3 — Election of Board members and tenure of office

28. How members become Board members

A member becomes a Board member if the member —

- (a) is elected to the Board at a general meeting; or
- (b) is appointed to the Board by the Board to fill a casual vacancy under rule 35.

29. Term of office

- (1) The term of office of a Board member begins when the member —
 - (a) is appointed at an annual general meeting; or
 - (b) is appointed to fill a casual vacancy under rule 35.
- (2) Subject to rule 35, the term of Board membership shall be 4 years.
- (3) Members shall be eligible for reappointment through the selection process set out in rule 28.

30. Nomination of Board members

- (1) At least 42 days before an annual general meeting, the Secretary must send written notice to all the members —
 - (a) stating the number of positions expected to be vacant;
 - (b) calling for nominations for election to the Board;
 - (c) stating the date by which nominations must be received by the Secretary to comply with subrule (2);
 - (d) specifying any application requirements determined by the Board such as curriculum vitae and response to selection criteria;
 - (e) stating the eligibility criteria of rule 24 and those of Section 39 of the Act.
- (2) A member who wishes to be considered for election to the Board must nominate for election by sending written notice of the nomination to the Secretary at least 28 days before the annual general meeting.
- (3) A member in nominating for the Board does not have opportunity to nominate for a specified position of office holder of the Association; the appointment of office holders being determined by the Board under rule 32.

31. Election of Board members

- (1) Board members shall be elected at an annual general meeting after consideration of the recommendation of the Board.
- (2) The Board shall recommend suitable candidates for selection at an annual general meeting from applicants eligible under rule 24(4) for all vacant positions.
- (3) The Chair must advise the meeting of the recommendations of the Board as to the suitability of the applicants to be appointed to these positions.
- (4) The Secretary or Chair may distribute a copy of the written applications by the nominated applicants as provided under rule 30(1)(d) to each member in advance of the annual general meeting or, if they are not so given, may make provision for them to be read out or copies distributed at the general meeting.
- (5) If the recommendations of the Board are not ratified in total, the Chair shall put forward each nomination individually for a vote.

- (6) In the event of the Board nominating insufficient applicants to fill all vacant positions, or the membership at the meeting not endorsing all nominated applicants, the positions shall remain unfilled until the next annual general meeting or filled through the provisions of rule 35.

32. Appointment of Office bearers

- (1) Office bearers shall be elected by members of the Board at the first Board meeting following each annual general meeting; or
- (2) at the next Board meeting in the event that an Office bearer position has been vacated.

33. Resignation from office

- (1) A Board member may resign from the Board by written notice given to the Secretary or, if the resigning member is the Secretary, given to the Chair.
- (2) The resignation takes effect —
 - (a) when the notice is received by the Secretary or Chair; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) A vacancy that arises through resignation may be filled through the provisions of rule 35.

34. When membership of Board ceases

A person ceases to be a Board member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the Board under rule 33; or
- (c) becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act;
- (d) becomes permanently unable to act as a Board member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

35. Filling casual vacancies

- (1) The Board may appoint a member who is eligible under rule 24(4) to fill a position on the Board that —
 - (a) has become vacant under rules 33 or 34;
 - (b) was not filled by election at the most recent annual general meeting.
- (2) A Board member so appointed shall remain a Board member until the position is subject to selection at the following AGM as set out in rule 30.
- (3) If the position of Secretary becomes vacant and the vacancy cannot be filled by another Board member, the Board must appoint a member who is eligible under rule 24(4) to fill the position at the next meeting of the Board.
- (4) Subject to the requirement for a quorum under rule 42, the Board may continue to act despite any vacancy in its membership.
- (5) If there are fewer Board members than required for a quorum under rule 42, the Board may act only for the purpose of —
 - (a) appointing Board members under this rule; or
 - (b) convening a general meeting.

36. Validity of acts

The acts of a Board or Committee, or of a Board member or member of a Committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board member or member of a Committee.

37. Payment to Board Members

- (1) In this rule —
Board member includes a member of a committee;
Board meeting includes a meeting of a committee.
- (2) Once deemed appropriate by the Board, a Board member may be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred -
 - a) in attending a Board or committee meeting or
 - b) in attending a general meeting; or
 - c) otherwise in connection with the Association's business.

Division 4 — Board meetings

38. Board meetings

- (1) The Board must meet at least 3 times in each year on the dates and at the times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the Board members as soon as practicable after the annual general meeting at which the Board members are elected.
- (3) Special Board meetings may be convened by the Chair or any 2 Board members.

39. Notice of Board meetings

- (1) Notice of each Board meeting must be given to each Board member at least 5 days before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.

40. Procedure and order of business

- (1) The Chair or, in the Chair's absence, the Deputy Chair must preside as Chair of each Board meeting.
- (2) If the Chair and Deputy Chair are absent or are unwilling to act as Chair of a meeting, the Board members at the meeting must choose one of them to act as Chair of the meeting.
- (3) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (4) The order of business at a Board meeting may be determined by the Board members at the meeting.
- (5) A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.
- (6) A person invited under subrule (5) to attend a Board meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

41. Use of technology to be present at Board meetings

- (1) The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a Board meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

42. Quorum for Board meetings

- (1) Subject to rule 35(4), no business is to be conducted at a Board meeting unless a quorum is present.
- (2) Any 3 Board members constitute a quorum for the conduct of business of a Board meeting.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week;
 - (c) in which case the same provisions for a quorum apply as set out in subrule(2).

43. Voting at Board meetings

- (1) Each Board member present at a Board meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Board members present at the Board meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- (4) A vote may take place by the Board members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the Board of the meeting must decide how the ballot is to be conducted.

44. Minutes of Board meetings

- (1) The Secretary, or a person appointed by the Board from time to time, must take and keep the minutes of each Board meeting.
- (2) The minutes must record the following —
 - (a) the names of the Board members present at the meeting;
 - (b) the name of any person attending the meeting under rule 41(1);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Board meeting must be entered in the Association's minute book within 30 days after the meeting is held.

- (4) The Chair must ensure that the minutes of the previous Board meeting are reviewed and, when accepted, signed by the Chair of the meeting as a true record.
- (5) When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Division 5 — Committees and subsidiary offices

45. Committees and subsidiary offices

- (1) To help the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following —
 - (a) appoint one or more committees;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A committee may consist of the number of people, whether or not members, that the committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the Board —
 - (a) a committee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

46. Delegation to committees and holders of subsidiary offices

- (1) In this rule —

non-delegable duty means a duty imposed on the Board by the Act or another written law.
- (2) The Board may, in writing, delegate to a committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a committee or the holder of a subsidiary office under this rule, may be exercised or performed by the committee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.
- (7) The Board may, in writing, amend or revoke the delegation.

PART 7 — GENERAL MEETINGS OF ASSOCIATION

47. Annual general meeting

- (1) The Board must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission under section 50 (3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the Board's annual report on the Association's activities during the preceding financial year; and
 - (ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
 - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (c) to elect the Board members of the Association;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

48. Special general meetings

- (1) The Board may convene a special general meeting.
- (2) The Board must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
 - (a) make the requirement by written notice given to the Secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) If the Board does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.

49. Notice of general meetings

- (1) The Secretary or, in the case of a special general meeting convened under rule 48(5), the members convening the meeting, must give to each member —
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must —
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Board under rule 30(2); and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 52(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 50(5).

50. Proxies

- (1) Subject to subrule (2), a member may appoint an individual who is a member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) If the Board has approved a form for the appointment of a proxy, the member may use that form or any other form —
 - (a) that clearly identifies the person appointed as the member's proxy; and
 - (b) that has been signed by the member.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (4) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (5) Notice of a general meeting given to a member under rule 49 must —
 - (a) state that the member may appoint an individual who is a member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Secretary before the commencement of the general meeting for which the proxy is appointed.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Secretary not later than 24 hours before the commencement of the meeting.

51. Use of technology to be present at general meetings

- (1) The presence of a member at a general meeting must be by attendance in person and cannot be by means of contact by telephone or other means of instantaneous communication.

52. Presiding member and quorum for general meetings

- (1) The Chair or, in the Chair's absence, the Deputy Chair must preside as Chair of each general meeting.
- (2) If the Chair and Deputy Chair are absent or are unwilling to act as Chair of a general meeting, the Board members at the meeting must choose one of them to act as Chair of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) Any 5 members, present in person or by proxy, two or more of which must be committee members, constitute a quorum for the conduct of business of a general meeting.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned;
 - (iii) in which case the same provisions for a quorum apply as set out in subrule(4).

53. Adjournment of general meeting

- (1) The Chair of a general meeting at which a quorum is present may, with the consent of a majority of the members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 49.

54. Voting at general meeting

- (1) On any question arising at a general meeting —
 - (a) subject to subrule (6), each member has one vote unless the member may also vote on behalf of a group as defined under subrule (2); and
 - (b) members may vote personally or by proxy.
- (2) A member that is a group as defined under Rule 6 may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- (3) A copy of the document by which the appointment is made must be given to the Secretary before any general meeting to which the appointment applies.

- (4) The appointment has effect until —
 - (a) the end of any general meeting to which the appointment applies; or
 - (b) the appointment made under subrule (2) is revoked by the group and written notice of the revocation is given to the Secretary.
- (5) Except in the case of a special resolution, a motion is carried if a majority of the members present at a general meeting vote in favour of the motion.
- (6) If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- (7) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (8) For a person to be eligible to vote at a general meeting as a member, or on behalf of a member of a group appointed under subrule (2), the member —
 - (a) must have been a member at the time notice of the meeting was given under rule 49; and
 - (b) must have paid any fee or other money payable to the Association by the member.

55. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting —
 - (a) to affiliate the Association with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

56. Determining whether resolution carried

- (1) In this rule —
poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to subrule (4), the Chair of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- (3) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the Chair of the meeting or by at least 3 other members present in person or by proxy —
 - (a) the poll must be taken at the meeting in the manner determined by the Chair;
 - (b) the Chair must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the Chair or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the Chair.

- (7) A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

57. Minutes of general meeting

- (1) The Secretary, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
 - (a) the names of the members attending the meeting; and
 - (b) any proxy forms given to the Chair of the meeting under rule 50; and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 47(3)(b)(ii) or (iii); and
 - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 47(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The Chair of the next general meeting must ensure that the minutes of the previous general meeting are reviewed and, when accepted, signed by the Chair of the meeting as a true record.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 8 — FINANCIAL MATTERS

58. Source of funds

The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

59. Control of funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited other than those funds received and expended through the Public Fund provisions of Rule 70.
- (2) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
 - (a) 2 Board members; or
 - (b) one Board member and a person authorised by the Board.
- (5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

60. Financial statements and financial reports

- (1) For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting subrule (1), those requirements include —
 - (a) if the Association is a tier 1 association, the preparation of the financial statements; and
 - (b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 9 — GENERAL MATTERS

61. By-laws

- (1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may —
 - (a) provide for the rights and obligations that apply to any classes of membership approved under rule 6(2); and
 - (b) impose restrictions on the Board's powers, including the power to dispose of the association's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
 - (d) Provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

62. Executing documents and common seal

- (1) The Association will not use a common seal.
- (2) The Association may execute a document without using a common seal if the document is signed by —
 - (a) 2 Board members; or
 - (b) one Board member and a person authorised by the Board.

63. Giving notices to members

- (1) In this rule —

recorded means recorded in the register of members.
- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
 - (a) delivered by hand to the recorded address of the member; or
 - (b) sent by prepaid post to the recorded postal address of the member; or
 - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

64. Custody of books and securities

- (1) Subject to subrule (2), the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the Board.
- (4) The books of the Association must be retained for at least 7 years.

65. Record of office holders

The record of Board members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the Secretary's custody or under the Secretary's control.

66. Inspection of records and documents

- (1) Subrule (2) applies to a member who wants to inspect —
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of Board members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the association.
- (2) The member must contact the Secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

67. Publication by Board members of statements about Association business prohibited

A Board member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board meeting unless —

- (a) the Board member has been authorised to do so at a Board meeting; and
- (b) the authority given to the Board member has been recorded in the minutes of the Board meeting at which it was given.

68. Distribution of surplus property on cancellation of incorporation or winding up

(1) In this rule —

surplus property, in relation to the Association, means property remaining after satisfaction of —

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

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

(2) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

69. Alteration of rules

If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

PART 10 — PUBLIC FUND

70. Public Fund

- (1) The objective of the Public Fund is to support the Association's environmental purposes.
- (2) This objective will be achieved by establishing and maintaining a public fund for the specific purposes of supporting the objects as set out in Rule 4 of these Rules of Association.
- (3) The Public Fund shall receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account(s).
- (4) The Public Fund must not receive any other money or property into its account(s) and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.
- (5) Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the Association.
- (6) Money from the interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.
- (7) A separate bank account or multiple accounts are to be opened to deposit money donated to the fund including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Association.
- (8) Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.
- (9) The fund will be operated on a not-for-profit basis.
- (10) A Public Fund Committee of Management of no fewer than three persons appointed by the Board of the Association, will administer the fund.
- (11) A majority of members of the Public Fund Committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.
- (12) The Management Committee of the Public Fund will from time to time enable transfer of funds from the Public Fund to the bank account of the Association for purposes agreed by the Board of the Association.
- (13) Statistical information requested by the Department responsible for the environment on donations to the Public Fund will be provided within four months of the end of the financial year.
- (14) An audited financial statement for the Association and its Public Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.
- (15) The Association must inform the Department responsible for the environment as soon as possible if:
 - it changes its name or the name of the public fund; or
 - there is any change to the membership of the Public Fund Committee of Management; or
 - there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.

- (16) The Association agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.
- (17) 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.
- (18) In case of the winding-up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.

PART 11 — TRANSITIONAL ARRANGEMENTS

71. Transitional Arrangements

- (1) These Rules of Association apply to the association previously known as the Cape to Cape Catchments Group. It is deemed that—
 - (a) the new name of Nature Conservation Margaret River Region and these new Rules of Association shall apply from the date the Commissioner has issued its approval including issue of a certificate stating the new name and date of registration;
 - (b) from that date, the duly appointed membership of the Management Committee of the Cape to Cape Catchments Group shall continue as the Management Board of the newly named Association and shall be considered to have been appointed in conformity with these rules;
 - (c) the membership of the Cape to Cape Catchments Group shall remain that of the newly named Association, and shall be considered to have been appointed in conformity with these rules; and
 - (d) the accounts, funds, staff, contracts and other agreements previously established under the Cape to Cape Catchments Group shall remain entirety those of the newly named Association.