

# **SYDNEY COASTAL COUNCILS GROUP INCORPORATED**

## **CONSTITUTION**

Incorporation Number Y2745116 under the Associations Incorporation Act 2009  
(NSW)

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# SYDNEY COASTAL COUNCILS GROUP INCORPORATED CONSTITUTION

## Part A – The Association

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### 1. Definitions

1.1. In this Constitution, except as so far as the context or subject matter otherwise indicates or requires:

**Act** means the *Associations Incorporation Act 2009* (NSW) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Association;

**Association** means Sydney Coastal Councils Group Incorporated;

**Constitution** means this constitution, consistent with the Act, as amended from time to time and which may include specific rules from the model rules under the Act if so required;

**Delegate** means an individual appointed by a Member Council to represent it and exercise its rights at general meetings;

**Director-General** means

- a. the Commissioner for Fair Trading, Department of Finance and Services, or
- b. if there is no such position in the Department, the Director-General of the Department;

**Executive Committee** means the committee of management described in Part C of this Constitution and as required by section 28 of the Act;

**Member** and **Member Council** means a Council admitted to membership of the Association where a Council is a local government body established under the *Local Government Act 1993* (NSW);

**Objects** are the purposes for which the Association is established consistent with the Act;

**Office Bearers** means the Chair, Vice Chair and Treasurer as the case may be in accordance with clause 21 of this Constitution.

**Public Officer** means the person appointed by the Executive Committee as the Public Officer of the Association as required under the Act; and

**Register** means the register of Members established in accordance with clause 10 of this Constitution.

1.2. In this Constitution, the following rules of interpretation apply unless the context requires otherwise:

- 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;
- c. a gender includes all genders;
- d. singular includes plural and vice versa;
- e. where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning;
- f. a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislation substituted for it and any regulations and statutory instruments issued under it;
- g. the word person means a natural person and any corporation, association, body or entity whether incorporated or not; and
- h. the words 'writing' and 'written' include any mode of representing or reproducing words, figures, drawings or symbols in a visible or communicable form.

## **2. Name and incorporation**

- 2.1. The name of the Association is *Sydney Coastal Councils Group Incorporated* registered number Y2745116.
- 2.2. The Association is incorporated under the Act.

## **3. Objects**

- 3.1. The Association's Objects are to lead sustainable management of the coastal and estuarine environment through collaboration, capacity building, advocacy and research.
- 3.2. The Association pursues its Objects through a range of activities and services that may include but not be limited to:
  - a. facilitating cooperation between, and coordination of, actions by Member Councils and coastal stakeholders;
  - b. developing and exchanging knowledge and tools to support the role and build the capacity of Member Councils;
  - c. providing a regional and cohesive voice representing Member Councils;
  - d. identifying and addressing current and emerging regional coastal and estuarine issues; and
  - e. doing anything ancillary to the Objects.
- 3.3. The Association may only exercise the powers given to it under the Act to carry out the Objects and to do all things incidental or convenient in relation to the exercise of power.

## **4. Not-for-profit organisation**

- 4.1. The Association must not distribute any surplus, income or assets directly or indirectly to its Members in the form of dividend or distribution of profits.

- 4.2. Clause 4.1 does not prevent the Association from making a payment as reimbursement for out-of-pocket expenses incurred in good faith on behalf of the Association, the granting of an honorarium to any officer(s), the payment of reasonable and proper remuneration to any employee(s) of the Association, or payments to any Member(s), in return for services rendered, or expenses incurred on behalf of the Association subject in all cases to any such payments being appropriately authorised in accordance with processes as determined by the Executive Committee from time to time.

## **Part B - Membership**

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### **5. Membership**

- 5.1. Membership of the Association shall consist of those Councils adjacent to marine and estuarine environments and their associated waterways that are admitted as Members in accordance with this Constitution.
- 5.2. A Member Council may appoint an individual as its Delegate to represent the Member Council and exercise its rights at general meetings. The individual appointed as a Delegate must not be an Executive Committee member.

### **6. Applying for Membership**

- 6.1. An application for membership must be made by the applicant in the form and manner as may be from time to time prescribed by the Executive Committee.
- 6.2. The application for membership must be submitted to the Executive Committee or its delegate. The EC must consult with the GM Forum re new membership applications.
- 6.3. The Executive Committee at its first practical meeting following receipt of the application shall consider the application for membership including the classification of the applicant as a coastal or estuarine Member in accordance with guidelines as determined by the Executive Committee.
- 6.4. The Executive Committee may refuse any application for membership without being compelled to give the reasons.
- 6.5. The Executive Committee may delegate the consideration and determination of any membership application.
- 6.6. Subject to clause 6.4, when a decision regarding an applicant for membership has been made the Public Officer or other individual delegated by the Executive Committee shall send to the applicant written notice of that decision.
- 6.7. The acceptance of an applicant to be a Member is subject to payment of any relevant fees and if such payment is not made then the Executive Committee may, in its discretion, cancel its acceptance of the applicant for membership of the Association.
- 6.8. If the applicant is not admitted to membership in due course, then any moneys paid by them for membership will be returned to them.
- 6.9. Subject to clause 6.7, an applicant becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the Register.

## **7. Cessation of Membership**

- 7.1. A Member ceases to be a Member if they:
- a. are a council that is dissolved;
  - b. resign from the Association subject to clause 9.1; or
  - c. are expelled from the Association.

## **8. Membership entitlements not transferrable**

- 8.1. A right, privilege or obligation which a person has by reason of being a Member:
- a. is not capable of being transferred or transmitted to another person; and
  - b. terminates upon cessation of the person's membership.

## **9. Resignation of Membership**

- 9.1. A Member may resign from membership of the Association by giving at least 6 months' notice in writing of the Member's intention to resign.
- 9.2. Where a Member ceases to be Member pursuant to clause 9.1, and in every other case where a Member ceases to hold membership, the Association shall make an appropriate entry in the Register recording the date on which the Member ceased to be a Member.

## **10. Register**

- 10.1. The Association shall establish and maintain a register of Members of the Association specifying the name and address of each Council that is a Member together with the date on which the Council became a Member.
- 10.2. The Register shall be kept at the principal place of administration of the Association. The Register shall be open for inspection by any Member, subject to that Member having made an appointment with the Public Officer for this purpose.
- 10.3. If a Member requests that any information contained on the Register about the Member (other than the Member's name) not be available for inspection, that information must not be made available for inspection.
- 10.4. A Member must not use information about a Council obtained from the register to contact or send material to the Council, other than for:
- a. the purposes of sending the Council a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
  - b. any other purpose necessary to comply with a requirement of the Act.

## **11. Membership fees**

- 11.1. Membership fees, including entrance fees, annual fees, levies and charges, and the time and manner of payment of such fees, levies and charges are as determined by the Executive Committee from time to time.
- 11.2. The Executive Committee may determine different fees as between Member Councils or that no fee is payable by a Member Council.

11.3. No part of any fee paid shall be refunded to a Member Council who ceases to be a Member in accordance with clause 7.1.

## **12. Member's liabilities**

12.1. The liability of a Member Council 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 Council in respect of membership of the Association.

## **13. Disciplining of Member Councils**

13.1. Where the Executive Committee is of the opinion that a Member Council:

- a. has persistently refused or neglected to comply with a provision or provisions of this Constitution;
- b. has persistently and wilfully acted in a manner prejudicial to the interests of the Association; or
- c. has failed to pay the annual membership fee under clause 11.1;

the Executive Committee may, by resolution:

- d. expel the Member Council from the Association; or
- e. suspend the Member Council from membership of the Association for a specified period.

13.2. Written notice must be given to the Member Council of the proposed suspension or expulsion at least 28 days before the Executive Committee meeting at which the proposal is to be considered by the Executive Committee.

13.3. The notice given to the Member Council must state:

- a. when and where the Executive Committee meeting is to be held which may be held using technology;
- b. the grounds on which the proposed suspension or expulsion is based; and
- c. that the Member Council may do either or both of the following:
  - i. attend and speak at that meeting;
  - ii. submit to the Executive Committee at or prior to the date of that meeting written representations.

13.4. At the Executive Committee meeting, the Executive Committee must —

- a. give the Member Council an opportunity to make oral representations;
- b. give due consideration to any oral representations and to any written representations submitted to the Executive Committee by the Member Council at or prior to the meeting; and
- c. by resolution determine:
  - i. whether or not to suspend the Member Council's membership and, if the decision is to suspend the membership, the period of suspension; or
  - ii. whether or not to expel the Member Council from the Association.

13.5. The Executive Committee must give the Member Council written notice of the Executive Committee's decision, and the reasons for the decision, within 7 days after the Executive Committee meeting at which the decision is made.

#### **14. Right of appeal of disciplined Member**

14.1. A Member Council may serve notice of appeal to the Association in a general meeting against a resolution of the Executive Committee under clause 13.4, within 28 days after notice of the resolution is served on the Member Council, by lodging with the Public Officer a notice to that effect.

14.2. The notice may, but need not, be accompanied by a statement of the grounds on which the Member Council intends to rely for the purposes of the appeal.

14.3. On receipt of a notice from a Member Council under clause 14.1, the Executive Committee is to convene a general meeting of the Association, on a date and time mutually agreed with the Member Council, to be held within 45 days after the date on which the Public Officer received the notice.

14.4. At a general meeting of the Association convened under clause 14.3:

- a. no business other than the question of the appeal is to be transacted, and
- b. the Executive Committee and the Member Council must be given the opportunity to state their respective cases orally or in writing, or both, and
- c. the Member Councils present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

14.5. A Member Council may not vote by proxy at the meeting.

14.6. The appeal is to be determined by a simple majority of the votes cast.

#### **15. Resolution of internal disputes**

15.1. In the case of disputes between Member Councils (in their capacity as Members), and disputes between Members and the Association, all reasonable attempts shall be made by all parties concerned to resolve any dispute. Should such attempts to resolve disputes fail, these disputes are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983 (NSW).

### **Part C - The Executive Committee**

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#### **16. Powers of the Executive Committee**

16.1. The business and affairs of the Association shall be administered by the Executive Committee which shall, subject to the Act and this Constitution:

- a. control and manage the affairs of the Association;
- b. exercise all the functions as may be exercised by the Association other than those functions that are required by this Constitution or the Act to be exercised by general meeting of Members; and



- c. have power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.
- 16.2. The Executive Committee may delegate any of its powers and/or functions to one or more sub-committees, groups or forums established under clause 39, any employee of the Association or any other person as the Executive Committee thinks fit. In exercising any powers so delegated, the sub-committee, group, forum, employee or person must comply with any terms and conditions that may be set by the Executive Committee.
- 16.3. The Executive Committee may by resolution make, amend or revoke by-laws for the purposes of giving effect to any provision of this Constitution or to govern the procedures and activities of the Association. These by-laws are binding on the Executive Committee and the Member Councils.

## **17. Composition of Executive Committee**

- 17.1. The Executive Committee will be constituted as follows: each Member Council may appoint one member on the Executive Committee.
- 17.2. The Executive Committee must set guidelines for the appointment process of Executive Committee members by the Member Councils.

## **18. Terms of office**

- 18.1. Executive Committee members will hold office from the end of the relevant annual general meeting at which appointments are announced until the end of the second following annual general meeting.
- 18.2. A retiring Executive Committee member is eligible for reappointment.
- 18.3. There is no maximum number of consecutive terms for which an Executive Committee member may hold office.

## **19. Casual vacancies**

- 19.1. Any casual vacancy occurring in the Executive Committee pursuant to clause 19.2 may be filled by the relevant Member Council appointing another eligible individual. Any individual so appointed to fill a vacancy of an Executive Committee member will hold office for the remainder of the term of that vacancy.
- 19.2. The office of an Executive Committee member becomes vacant if:
  - a. the Executive Committee member is removed, by notice in writing to the Public Officer, by the relevant Member Council that appointed them;
  - b. the Member Council that appointed the Executive Committee member ceases to be a Member of the Association;
  - c. the Executive Committee member dies;
  - d. the Executive Committee member resigns office by notice in writing to the Association;
  - e. the Executive Committee is removed from office under clause 20.1;

- f. the Executive Committee member becomes insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth;
  - g. due to physical or mental impairment, the Executive Committee member is unable to properly perform their duties as an Executive Committee member;
  - h. the Executive Committee member is absent without the consent of the Executive Committee from all meetings of the Executive Committee held during a period of 6 consecutive months, unless the Executive Committee otherwise resolves to confirm the Executive Committee member's position;
  - i. the Executive Committee member is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, unless the Executive Committee otherwise resolves to confirm the Executive Committee member's position;
  - j. the Executive Committee member is prohibited from being a director of a company by an order made under the *Corporations Act 2001* of the Commonwealth; or
  - k. the Executive Committee member is or becomes ineligible under the Act.
- 19.3. The Executive Committee may act even if there are vacancies on the Executive Committee. However, if the number of Executive Committee members is reduced below the legal minimum of three (3), the continuing members may act only:
- a. in an emergency; or
  - b. for the purposes of appointing additional eligible individuals on to the Executive Committee up to the minimum number; or
  - c. to convene a general meeting.

## **20. Removal of Executive Committee member**

- 20.1. The Association in a general meeting may by resolution remove any member of the Executive Committee from office before the expiration of the member's term of office.
- 20.2. If an Executive Committee member to whom a proposed resolution referred to in clause 20.1 relates makes representations in writing to the Public Officer or Chair (not exceeding a reasonable length) and requests that the representations be notified to the Member Councils, the Public Officer must make a copy of the representations available to each Member Council or, if they are not so sent, the Executive Committee member is entitled to require that the representations be read out at the general meeting at which the resolution is considered.

## **21. Office Bearers**

- 21.1. The Office Bearers of the Association are as follows:
- a. Chair;
  - b. Vice Chair; and

- c. Treasurer.
- 21.2. The Office Bearers will be appointed by the Executive Committee from amongst their number at the first Executive Committee meeting held after the annual general meeting or at any time a vacancy arises.
- 21.3. Subject to this Constitution, Office Bearers will hold their position until the first Executive Committee meeting after the next annual general meeting or until they cease to be an Executive Committee member.
- 21.4. There is no maximum number of consecutive terms for which an Executive Committee member may hold an Office Bearer position.
- 21.5. If the Chair is an Executive Committee member appointed by a Member Council belonging to the estuarine group of Councils then the Vice Chair must be a member appointed by a Member Council belonging to the coastal group of Councils.
- 21.6. If the Chair is an Executive Committee member appointed by a Member Council belonging to the coastal group of Councils then the Vice Chair must be a member appointed by a Member Council belonging to the estuarine group of Councils.

## **22. Meetings of the Executive Committee**

- 22.1. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 22.2. No business shall be transacted by the Executive Committee unless a quorum is present. The quorum for an Executive Committee meeting shall be a majority of the Executive Committee as then constituted.
- 22.3. At a meeting of the Executive Committee:
  - a. the Chair or, in the Chair's absence, the Vice-Chair is to preside as chair; or
  - b. if the Chair and the Vice-Chair are absent or unwilling to act, such one of the remaining Executive Committee members as may be chosen by the members present at the meeting is to preside as chair.
- 22.4. The Chair alone, or any 2 members of the Executive Committee, may convene a meeting of the Executive Committee.
- 22.5. A resolution is passed if at least a majority of votes are cast in favour of it, unless specified otherwise in this Constitution.
- 22.6. In the event of an equality of votes on any question, the chair of the Executive Committee meeting may exercise a second or casting vote.
- 22.7. The Executive Committee must ensure that minutes are made of all Executive Committee meetings and decisions made by electronic communication pursuant to clause 23.1.
- 22.8. Oral, written or electronic notice of a meeting of the Executive Committee should be given to each member of the Executive Committee at least 7 days or such other period as may be unanimously agreed upon by the members of the Executive Committee before the time appointed for the holding of the meeting.

- 22.9. In cases of urgency, an Executive Committee meeting can be held without notice being given in accordance with clause 22.8 provided that as much notice as practicable is given to each member of the Executive Committee by the quickest means practicable.
- 22.10. An Executive Committee meeting may be held using technology that allows the Executive Committee members in attendance to clearly and simultaneously communicate with each other.
- 22.11. An Executive Committee member who participates in an Executive Committee meeting using technology is taken to be present at the meeting and, if the Executive Committee member votes at the meeting, is taken to have voted in person.
- 22.12. The Executive Committee may, from time to time and at their discretion, invite individuals to attend meetings of the Executive Committee as observers.

### **23. Resolutions made outside of meetings**

- 23.1. When necessary the Executive Committee may consider and pass a resolution without an Executive Committee meeting being held. The resolution may be passed by written or electronic communication, provided the number of Executive Committee members who vote in favour of the matter equals or exceeds the number for a quorum.
- 23.2. Any such resolution may consist of multiple copies of the same document, each signed or authorised by one or more of the Executive Committee members. The document may be in the form of electronic communication.

### **24. Validity of acts**

- 24.1. Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee.

## **Part D - General Meetings**

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### **25. Calling of General Meetings**

- 25.1. An annual general meeting will be held within 6 months after the end of each financial year. The time and place or technology used for this meeting shall be determined by the Executive Committee.
- 25.2. The Executive Committee may whenever it thinks fit convene a general meeting of the Association.
- 25.3. A general meeting will also be convened by the Executive Committee upon the request of not less than 25% of Member Councils entitled to vote at general meetings.
- 25.4. A request for a general meeting:
  - a. must state the purpose or purposes of the meeting, and
  - b. must be signed by the Member Councils making the request, and
  - c. must be lodged with the Public Officer, and

- d. may consist of several documents in a similar form, each signed by one or more of the Member Councils making the request.
- 25.5. For the purposes of clause 25.4:
- a. a requisition may be in electronic form, and
  - b. a signature may be transmitted, and a requisition may be lodged, by electronic means.
- 25.6. If the Executive Committee fails to give notice of a general meeting within 1 month after the date on which a request for the meeting is lodged, any one or more of the Member Councils who made the request may convene a special general meeting to be held not later than 3 months after that date.
- 25.7. A general meeting convened by Member Councils as referred to in clause 25.5 must be convened as early as is practicable in the same manner as general meetings are convened by the Executive Committee.

## **26. Notice of General Meetings**

- 26.1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution, notice of a general meeting must be given to each Member Council at least 14 days before the date fixed for the holding of the general meeting.
- 26.2. The notice must specify the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 26.3. An annual general meeting must be specified as such in the notice convening it.
- 26.4. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution, then notice must be given to each Member Council at least 21 days before the date fixed for the holding of the general meeting, and the notice should specify, in addition to the matters required under clause 26.2, the intention to propose the resolution as a special resolution and state the resolution.

## **27. Business at General Meetings**

- 27.1. No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business that may be transacted pursuant to clause 27.2.
- 27.2. In addition to any other business which may be transacted at an annual general meeting, the business of the annual general meeting includes the following:
- a. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - b. to announce the Executive Committee members;
  - c. to receive from the Executive Committee reports from the activities of the Association during the last preceding financial year; and
  - d. to receive and to consider any financial statement or report required under the Act.

## **28. Quorum at General Meetings**

- 28.1. No business shall be transacted at any general meeting unless a quorum is present at the time when the matter is dealt with.
- 28.2. The quorum for the transaction of the business of a general meeting is a majority of Member Councils present in person by their Delegate or by proxy.

## **29. Chair at General Meetings**

- 29.1. The Chair shall chair each general meeting.
- 29.2. If the Chair is not present within 15 minutes after the time appointed for the commencement, or is unable or unwilling to act, the following may preside as chairperson of the meeting (in order of precedence):
  - a. The Vice Chair;
  - b. any other Executive Committee member present who has been appointed as chair by those other Executive Committee members present; or
  - c. a Delegate present chosen by a majority of the Member Councils present.

## **30. Adjournment**

- 30.1. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - a. in the case of a meeting convened at the request of Member Councils —the meeting must be dissolved;
  - b. in any other case — the meeting must be adjourned to another date, time and place as determined by the Chair.
- 30.2. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under clause 30.1.b the Member Councils present at the meeting (if not fewer than 2) may proceed with the business of the meeting as if a quorum were present.
- 30.3. The chair of a general meeting at which a quorum is present may, with the consent of the majority of Member Councils present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjournment meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 30.4. Where a general meeting is adjourned for 28 days or more, written or oral notice of the adjourned meeting must be given to each Member Council stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 30.5. Except as provided in clause 30.4 notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **31. Cancellation of General Meetings**

- 31.1. Except in the case of a general meeting called at the request of Member Councils, the Executive Committee may by resolution, cancel, postpone or change the venue of a general meeting at any time prior to the

meeting. The Executive Committee must give notice of the postponement, cancellation or change of venue to all persons entitled to receive notices of a general meeting.

### **32. Making of decisions**

- 32.1. Subject to clause 14.4.c, a question arising at a general meeting is to be determined by either:
  - a. a show of hands, or
  - b. if on the motion of the chair or if any Member Council present at the meeting decides that the question should be determined by a poll — a poll.
- 32.2. On a show of hands, the chair's decision is conclusive evidence of the result of the vote. The chair and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
- 32.3. If the question is to be determined by a poll, the poll is to be conducted in accordance with the directions of the chair.

### **33. Special resolutions**

- 33.1. A resolution of the Association is a special resolution if it meets the requirements of the Act.

### **34. Appointment of proxies**

- 34.1. Each Member Council shall be entitled to appoint a proxy by notice given to the Association no later than 48 hours before the time of the general meeting in respect of which the proxy is appointed.
- 34.2. The Executive Committee may prescribe a form of proxy but a proxy will be valid provided an instrument appointing a proxy is in writing, contains the Member's name and address, the Association's name, the proxy's name or the office held by the proxy, the meeting at which the appointment may be used and how the proxy is to vote on the matter/s before the meeting.
- 34.3. In the event of a Member Council not nominating a particular person as proxy on the proxy form, the proxy shall be exercised by the chair.

### **35. Voting**

- 35.1. Upon any question arising at a general meeting a Member Council has one vote.
- 35.2. Votes shall be given in person via the Delegate or by proxy.
- 35.3. In the case of an equality of votes on a question at a general meeting, the question is decided in the negative.
- 35.4. A Member Council is not entitled to vote at any general meeting unless all money due and payable by the Member Council to the Association has been paid.

### **36. Postal or electronic ballots**

- 36.1. No resolution shall be determined by a postal or electronic ballot unless determined by the Executive Committee. If the Executive Committee so

determines, the postal or electronic ballot shall be conducted under the procedures set by the Executive Committee from time to time and in accordance with the Act.

### **37. Use of technology at general meetings**

- 37.1. A general meeting may be held using any technology approved by the Executive Committee that gives the Members a reasonable opportunity to participate.
- 37.2. A Member Council who participates in a general meeting using that technology is taken to be present at the meeting and, if the Member Council votes at the meeting, is taken to have voted in person.

### **38. Minutes of General Meetings**

- 38.1. The Executive Committee must ensure that minutes are taken and kept of each general meeting.

## **Part E - Administration**

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### **39. Groups and forums**

- 39.1. The Executive Committee may from time to time establish and dissolve groups, forums and technical committees. At the time of adoption of this Constitution, the following groups are established:
  - a. General Managers Forum; and
  - b. Technical Committee.
- 39.2. Any such groups, forums and technical committees must operate in accordance with the terms and conditions set by the Executive Committee.
- 39.3. The role of the General Managers Forum is to support the Executive Committee in undertaking its functions. This may include the Executive Committee:
  - a. by agreement delegating certain functions and responsibilities to the General Managers Forum in accordance with clause 16.2;
  - b. consulting the General Managers Forum:
    - i. regarding the consideration of applications for membership of the Association;
    - ii. when developing the Association's annual plan, budget and financial statements;
    - iii. when developing key submissions; or
    - iv. regarding the allocation of funding within the Association including funds received from regional grants.

### **40. Service of notices**

- 40.1. A notice may be served on or given to the Association by:
  - a. delivering it to the street address or posting it to the postal address of the registered office of the Association; or
  - b. electronic means of transmission to the email address of the Association.



- 40.2. A notice may be served on or given to a Member Council either personally to its Delegate or by sending it by post or by electronic means of transmission to the Member Council's address or details shown in the Register.
- 40.3. For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- a. in the case of a notice given or served personally, on the date on which it is received by the Delegate or Association, and
  - b. in the case of a notice sent by post, on the third day after it is posted, and
  - c. in the case of a notice sent by electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **41. Financial year**

- 41.1. The financial year of the Association commences on the 1st day of July and ends on the 30th day of June on the next calendar year.

#### **42. Funds – Source**

- 42.1. The funds of the Association will be derived from membership fees in accordance with clause 11, donations, investments, sponsorship, sale of goods, advertising and such other sources as the Executive Committee determines.
- 42.2. All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

#### **43. Funds – Management**

- 43.1. The funds of the Association shall be managed and used in pursuance of the Association's purpose in such manner as the Executive Committee determines.
- 43.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed as the Executive Committee decides.

#### **44. Custody and inspection of books etc**

- 44.1. The Executive Committee or its delegate shall keep in their custody or under their control all records, books and other documents relating to the Association.
- 44.2. Member Councils may, by prior appointment with the Public Officer, inspect free of charge:
- a. subject to clauses 10.3 and 10.4, the Register;
  - b. the minutes of general meetings;
  - c. subject to clause 44.3, the financial records, books and other financial documents of the Association.

- 44.3. The Executive Committee may refuse to permit a Member Council to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 44.4. Subject to clauses 44.3, 10.3 and 10.4, a Member Council may make a copy of the records of the Association referred to in this rule and the Member Council may be charged a reasonable fee for a copy of such a record.

#### **45. Dissolution of the Association**

- 45.1. If upon the dissolution of the Association, there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be transferred to an institution or institutions:
- a. having objects similar or in part similar to the Objects;
  - b. required by its constitution to apply its profits or other income in promoting its objects; and
  - c. whose constitution shall prohibit the distribution of its income and property among its members.
- 45.2. Such institution or institutions to be determined by a special resolution of the Association at or before the time of dissolution.
- 45.3. Voluntary dissolution of the Association may only be achieved by special resolution and following the requirements of section 62 of the Act.

#### **46. Alteration of Constitution**

- 46.1. This Constitution may be altered, rescinded or added to only by a special resolution and following the requirements of the Act.

#### **47. Transitional arrangements**

##### **Executive Committee**

- 47.1. Upon adoption of this Constitution, all office bearers (see clause 47.2) and ordinary committee members under the previous constitution that this Constitution replaces continue as members of the Executive Committee and their term will end at the conclusion of the 2020 annual general meeting unless their term ends earlier in accordance with this Constitution.

##### **Office Bearers**

- 47.2. Upon adoption of this constitution, the individuals serving as Chair, vice-Chair (coastal), vice-Chair (estuarine), treasurer and secretary pursuant to the constitution that this Constitution replaces will continue in these roles until the first Executive Committee meeting held after the 2020 annual general meeting so long as they remain a member of the Executive Committee.
- 47.3. At the first Executive Committee meeting held after the 2020 annual general meeting, the Executive Committee will appoint the office bearer positions of Chair, Vice Chair and Treasurer in accordance with clause 21.
- 47.4. At the conclusion of the 2020 annual general meeting, the position of secretary under the constitution that this Constitution replaces will no

longer exist. For avoidance of doubt, the Executive Committee may assign the previous duties of the secretary to any individual including a current member of the Executive Committee or an employee of the Association.

**Groups, forums, subcommittees**

- 47.5. Upon adoption of this Constitution, any existing group, forum, subcommittee established under the constitution that this Constitution replaces will continue until such time as the Executive Committee determines otherwise. Terms of reference for such groups, forums and subcommittees shall continue as previously determined until changed by the Executive Committee.