

Tamar NRM Inc. Constitution



1. Name and type of Association

The name of the Association is **Tamar NRM Inc.** It is a not-for-profit incorporated association under Tasmanian law which is established to be, and to continue as, a charity.

2. Interpretation

In these rules -

"Act" means the Associations Incorporation Act 1964 (Tas);

"ACNC Act" means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);

"Association" means the association referred to in rule 1;

"auditor" means the person appointed as the auditor of the Association under rule 10;

"Management Committee" means the group referred to in rule 20 being a committee as defined by the Act;

"general meeting" includes -

(a) the annual general meeting; and

(b) any special general meeting;

"ordinary business of the annual general meeting" means the business specified in rule 13(5);

"ordinary member of the Management Committee" means a member of the Management Committee who is not the President or one of the Vice Presidents;

"President" means the person appointed to be the president of the Association in accordance with rules 21-23;

"Public Officer" means the person appointed to be the public officer of the Association in accordance with the Act.

"special general meeting" means any general meeting other than the annual general meeting.

"quorum" means the minimum number of persons that must be present at a meeting to make the proceedings of that meeting valid.

"registered charity" means a charity that is registered under the ACNC Act;

"special resolution" means a resolution:

i. of which at least 14 days notice has been given; and

ii. that has been passed by at least 75% of the votes cast by those present and entitled to vote on the resolution;

"surplus assets" means any assets of the Association that remain after paying all debts and other liabilities of the Association, including the costs of winding up;

"Vice- Presidents" means the persons appointed to be the Vice- Presidents of the Association in accordance with rules 21-23.

3. Association's Office

The office of the Association is to be at **50 Remount Road, Mowbray**, or any other place the Management Committee determines.

4. Objects and Purposes of Association

- 1) The objects and purposes of the Association shall be;
 1. to contribute to, and promote, conservation of the natural environment of the Tamar Region by:
 - a) carrying out, supporting and/or assisting with on-ground works that address priority environmental management and sustainability issues within the Tamar Region; and
 - b) carrying out, supporting and/or assisting with studies, research and projects to improve our knowledge of the natural environment and natural resources of the Tamar Region and to facilitate practices of sustainable development and planning;
 2. to oversee the development and implementation of the Tamar Natural Resource Management Strategic Plan consistent with our vision that the Tamar Region be an attractive and prosperous place to live and work based on a healthy environment, to carry out activities that promote effective natural

resource management in the Tamar Region in a proactive, non-confrontational and non-political manner that can include, but not be limited to:

- a) providing high level advice and support to the Member organisations, individuals and community groups on matters relevant to the management of natural resources in the Tamar Region;
- b) organising and delivering community educational and awareness programmes pertinent to achieving improved natural resource management, environmental management and sustainability outcomes within the Tamar Region;
- c) providing opportunities, support mechanisms and/or resources to enhance rural and urban community capacity to participate in natural resource management practices, activities and projects;
- d) forming positive community, government, business and industry partnerships for the purposes of attracting resources for natural resource management activities in the Tamar Region.

2) The powers of the Association include the following:

- a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- b) the buying, selling and supplying of, and dealing in, goods of all kinds;
- c) the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- d) the accepting of any gift for any one or more of the objects or purposes of the Association;
- e) the taking of any step the Management Committee consider expedient for the purpose of procuring contributions to the funds of the Association;
- f) the printing and publishing of any newspapers, periodicals, books, leaflets or other documents the Management Committee consider desirable for the promotion of the objects and purposes of the Association;
- g) the borrowing and raising of money in any manner and on terms the Management Committee thinks fit;
- h) subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Association not immediately required for any of its objects or purposes in any manner the Management Committee determines;
- i) the making of gifts, subscriptions or donations to any of the funds, authorities or institutions to subdivision 30 E of the Income Tax Assessment Act 1997 applies;
- j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit employees or past employees of the Association and their dependants, and the granting of pensions, allowances or other benefits to employees or past employees of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- k) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the objects of the Association;
- l) the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities and engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association;
- m) the doing of any lawful thing incidental or conducive to the attainment of the objects of the Association specified in this rule;
- n) the establishment and maintenance of a Public Fund to be called the Tamar Region Natural Resource Fund for the specific purpose of supporting the environmental objects/purposes of Tamar Region Natural Resource Management Strategy Reference Group Inc. The Fund is established to 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. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.

5. Membership of the Association

- 1) The membership of the Association shall be maintained at a minimum of **50** members at any one time. Membership of the Association shall be open to the following:
 - a) Launceston Council; up to 3 representatives being one representative from management staff of the Council plus two representatives who shall be Aldermen or appointees of the Launceston City Council;

- b) George Town Council; up to 3 representatives being one representative from management staff of the Council plus two representatives who shall be Councillors or appointees of the George Town Council;
 - c) West Tamar Council; up to 3 representatives being one representative from management staff of the Council plus two representatives who shall be Councillors or appointees of the West Tamar Council;
 - d) A member of an association, club, business, agency or group that contributes to the objectives of the Association and is nominated by that organisation to be a representative of that association, club, business agency or group; and
 - e) A member of the community who contributes to the objects and purposes of the Association
- 2)
 - a) All members of the Management Committee if not already members of the Association, will become members when first elected to that position at an annual general meeting.
 - b) In the event of a person nominated as a representative by one of the organisations listed in 5(1) being elected President that person ceases to be a representative of the organisation concerned and the said organisation may nominate another person as its representative.
 - 3) A person is not to be admitted to membership -
 - a) unless the person is nominated in accordance with subrule (4) or rule 23(2) ;
 - b) the admission as a member is approved by the Management Committee; and
 - c) the person fits the criteria outlined in subrule 1) above.
 - 4) A nomination of an organisation or individual for membership of the Association is to be -
 - a) made in writing and signed by 2 members of the Association; and
 - b) accompanied by the written consent of the organisation they will represent (if relevant) and the nominated individuals consent; and
 - c) lodged with the Public Officer of the Association.
 - 5) The consent referred to in subrule (4) may be endorsed on the nomination.
 - 6) The receipt of a member nomination will be referred to the next meeting of the Management Committee by the Public Officer.
 - 7) On a nomination being approved by the Management Committee, the Public Officer is to notify the nominee, in writing, that he or she has been approved for membership of the Association.
 - 8) A member of the Association may resign from being a member of the Association by delivering or sending by post or email to the Public Officer a written notice of resignation.
 - 9) On receipt of a notice from a member under subrule (8), the Public Officer is to remove the name of the member from the register of members.
 - 10) A person -
 - a) becomes a member of the Association when their name is entered in the register of members; and
 - b) ceases to be a member of the Association when their name is removed from the register of members.
 - 11) Any right, privilege or obligation of an organisation or individual as a member of the Association
 - a) is not capable of being transferred or transmitted to another organisation or individual; and
 - b) terminates on the cessation of the membership.
 - 12) Non Profit Association
The assets and income of the Association shall be applied solely in furtherance of its above mentioned objectives and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
 - 13) Dissolution
 - b) A motion to dissolve the Association may only be taken at a special general meeting and must be approved by a special resolution of members present and voting at the meeting.
 - c) In the event of the Association being wound up:
 - i) every member of the Association, and
 - ii) every person who, within the period of twelve months immediately preceding the commencement of winding up, was a member of the Association, is liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association and for the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributories among themselves such sum, not exceeding \$1.00, as may be required, but a former member is not liable to contribute in respect of any debt or liability of the Association contracted after they ceased to be a member.

6. Income and Property of Association

- 1) The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- 2) Subject to subrule 3) below, no portion of the income and property of the Association is to be paid or transferred to any member of the Association.
- 3) Except as provided in subrule 5) below the Association is not to -
 - a) appoint a person who is a member of the Management Committee to any office where there is payable any remuneration by way of salary, fees or allowances; or
 - b) pay to any such person any remuneration or other benefit in money or money's worth, except that the Association may pay for a volunteers (including a Management Committee members) reasonable development and training for their role with the Association, provide reimbursement for reasonable out of pocket expenses and pay for reasonable travel, accommodation and food and beverages associated with their role .
- 4) An employee or member of the Association may be paid -
 - a) remuneration in return for services rendered to the Association or for goods supplied to the Association in the ordinary course of business; or
 - b) interest at a rate that is reasonable given market rates on money lent to the Association; or
 - c) a reasonable and proper sum by way of rent for premises let to the Association.
- 5) The President of the Association may be paid an honorarium as may be determined by the Annual General Meeting.

7. Accounts of Receipts and Expenditure

- 1) True accounts are to be kept of -
 - a) all money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
 - b) the property, credits and liabilities of the Association, and they must enable true and fair financial statements to be prepared and audited
- 2) The accounts are to be open to inspection by the members of the Association subject to any reasonable restrictions as to time and manner of inspecting the Association may impose.
- 3) An officer delegated by the Management Committee is to keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in the form and manner the Management Committee directs.
- 4) The accounts, books and records are to be kept at the Association's office or at any other place the Management Committee decides.

8. Banking and Finance

- 1) A role delegated by the Management Committee, is to:
 - a) receive all money paid to the Association; and
 - b) immediately after the receipt issue official receipts.
- 2) The Management Committee is to cause to be opened with any bank, building society or credit union the Management Committee selects an account or accounts in the name of the Association into which all money received is to be paid as soon as possible after receipt. .
- 3) The Management Committee may -
 - a) receive from the Association's financial institution or financial service provider electronic transaction, cash or cheques drawn by the Association on any of its accounts with the financial institution;
 - b) release and indemnify the financial institution against all claims, actions, suits or demands that may be brought against the financial institution arising directly or indirectly out of those cheques; and
 - c) delegate authority for managing expenditure as per the approved annual budget and/or Delegation of Authority Policy approved by the Management Committee.
- 4) The Management Committee may provide a role with delegations of a sum to meet urgent expenditure, subject to any conditions in relation to the use and expenditure it may impose.
- 5) Electronic transactions, cash or cheques are not to be drawn on the Association's account except for the payment of expenditure that has been authorised in accordance with the Delegation of Authority Policy.
- 6) All other payments must be made in accordance with the relevant payment policy of the Association.

9. Tamar Region Natural Resource Fund

- 1) The objective of the Fund is to support the Association's environmental purposes.
- 2) 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.
- 3) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Fund.
- 4) A separate bank account is 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.
- 5) 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.
- 6) The Fund will be operated on a not-for-profit basis.
- 7) A committee of no fewer than three persons who are members of the Association will administer the Fund. The Association will appoint the committee by resolution of the Management Committee. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.
- 8) The Association must inform the Department responsible for the environment as soon as possible if:
 - a) it changes its name or the name of its Public Fund; or
 - b) there is any change to the membership of the committee overseeing the Public Fund; or
 - c) there has been any departure from the model rules for Public Funds located in the Guidelines to the Register of Environmental Organisations.
- 9) 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.
- 10) The income and property of the Association shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the Association.
- 11) 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.
- 12) 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 and any "gift funds" must be distributed as per rule 40.
- 13) Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year. An audited financial statement for the organisation 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.

10. Auditor

- 1) At each annual general meeting of the Association, the members present are to appoint a person as the auditor of the Association.
- 2) The auditor is to hold office until the annual general meeting next after that at which they are appointed, and is eligible for re-appointment.
- 3) If an appointment is not made at an annual general meeting, the Management Committee is to appoint an auditor for the current financial year of the Association.
- 4) The auditor may only be removed from office by special resolution.5) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Management Committee may appoint a person as the auditor to hold office until the next succeeding annual general meeting.

11. Audit of Accounts

- 1) The auditor is to examine the accounts of the Association at least once in each financial year of the Association.
- 2) The auditor is to -
 - a) certify as to the correctness of the accounts of the Association; and
 - b) report to the members present at the annual general meeting.
- 3) In the report and in certifying to the accounts, the auditor is to state if -
 - a) he or she has obtained the required information; and
 - b) in their opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association -
 - i) according to the information at their disposal and the explanations given; and

- ii) as shown by the books of the Association; and
 - iii) the rules relating to administration of the funds of the Association have been observed.
- 4) The Public Officer of the Association is to cause to be delivered to the auditor a list of all the accounts, books and records of the Association.
- a) The auditor may -
 - i) have access to the accounts, books, records, vouchers and documents of the Association; and
 - ii) require from the employees of the Association any information and explanations he or she considers necessary for the performance of the duties as auditor; and
 - iii) employ persons to assist in investigating the accounts of the Association; and
 - iv) in relation to the accounts of the Association, examine any member of the management committee or any employee of the Association.

12. Public Officer

- 1) The Public Officer must be over 18 years of age, live in Tasmania and consent to be the organisation's Public Officer.
- 2) The Public Officer is the person tasked with keeping the Tasmanian incorporated association's regulator and the Australian Charities and Not for Profit Commission informed of all changes in the Association and its financial situation including by filing the Annual Information Statement and Financial Report.
- 3) The position of Public Officer may, but does not need to be, a member of the Management Committee or of the Association.
- 4) The Public Officer is appointed by resolution of two thirds majority of the Management Committee.
- 5) The Management Committee may by two-thirds majority, resolve at any time to remove a Public Officer from office and appoint another in their stead.
- 6) The office of Public Officer will become vacant if the person holding that position:
 - (a) dies;
 - (b) becomes bankrupt, or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors, or makes any assignment of his estate for their benefit;
 - (c) is unable to perform the duties of the office competently;
 - (d) resigns their office by writing under their hand addressed to the Management Committee of the Association; or
 - (e) ceases to be resident in Tasmania.
- 7) The Association must have a Public Officer at all times and the position must be filled within 14 days of it becoming vacant.
- 8) The Public officer shall maintain a comprehensive working knowledge of the Act and of this Constitution.

13. Annual General Meeting

- 1) The Association is to hold an annual general meeting each year which is to be called by the Management Committee.
- 2) The annual general meeting is to be held on any day (being not later than 5 months after the close of the financial year of the Association) as the Management Committee determines.
- 3) The annual general meeting is to be in addition to any other general meetings that may be held in the same year.
- 4) The notice convening the annual general meeting is to specify the purpose and resolutions to be considered at the meeting.
- 5) The ordinary business of the annual general meeting is to be as follows:
 - a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - b) to receive from the Management Committee, and employees of the Association reports about the performance and transactions of the Association during the last preceding financial year;
 - c) to receive from the auditor the Auditor's Report and the Audited financial statements;
 - c) to elect the President, Vice Presidents and other members of the Management Committee in accordance with rule 23, 24 and 25;
 - d) to appoint the auditor for the current financial year.
- 6) The annual general meeting may also transact special business of which notice is given in accordance with this Constitution.

14. Special General Meetings

- 1) The Management Committee may at any time call a special general meeting of the Association.
- 2) The Management Committee, on the requisition in writing of a minimum of 10% of members of the Association entitled to vote must convene a special general meeting of the Association.
 - a) A requisition for a special general meeting -
 - i) is to state the objects of the meeting; and
 - ii) is to be signed by the requisitionist; and
 - iii) is to be deposited at the office of the Association; and
 - iv) may consist of several documents, each signed by one or more of the requisitionists.
 - b) If the Management Committee does not cause a special general meeting to be held within 21 days from the day on which a requisition is deposited at the office of the Association in accordance with subrule 1) above, the requisitionists making up not less than 10% of the members of the Association entitled to vote may, convene the meeting within 3 months from the day of the deposit of the requisition.
 - c) A special general meeting convened by requisitionists is to be convened in the same manner as nearly as possible as meetings are convened by the committee.
 - d) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

15. Business and Quorum at General Meetings

A. Notices of General Meetings

- 1) The Public Officer of the Association, at least 14 days before the date fixed for holding a general meeting of the Association, is to cause to be sent to members of the Association and the auditor a Notice of Meeting -
 - a) specifying the place, day and time for the holding of the meeting; and
 - b) the nature of the business to be transacted at the meeting.
- 2) Members and the auditor must also receive with the Notice of Meeting such written material as may be relevant to the business of the meeting and the form of the resolution and explanatory notes for any special resolution proposed.
- 3) A Notice of meeting must be delivered as per rule 37.

B. Business, Mode and Quorum at General Meetings

- 1) All business transacted at a general meeting, except the ordinary business of the annual general meeting, is special business, meaning that a resolution can only be approved by a special resolution.
- 2) Business is not to be transacted at a general meeting unless a quorum of members entitled to vote is present at the time the meeting is considering that business.
- 3) A quorum for the transaction of the business of a general meeting is 15 members present and entitled to vote.
- 4) If a quorum is not present one hour after the appointed time for the commencement of a general meeting, the meeting -
 - a) if convened on the requisition of members, is to be dissolved; or
 - b) in any other case, is to be adjourned to a date and time of which the members will be informed.
- 5) If at an adjourned meeting a quorum is not present one hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.
- 6) The chairperson, by written notice or at the time of the adjournment, may specify another place to which a meeting is to be adjourned.
- 7) The Association may hold a general meeting:
 - (1) at one or more physical venues;
 - (2) at one or more physical venues and using virtual meeting technology; or
 - (3) using virtual meeting technology only.
- 8) The place at which a general meeting is held is taken to be:
 - (1) if the meeting is held at only one physical venue (whether or not it is also held using virtual meeting technology) - that physical venue;
 - (2) if the meeting is held at more than one physical venue (whether or not it is also held using virtual meeting technology) - the main physical venue of the meeting as set out in the notice of the meeting; or

- (3) if the meeting is held using virtual meeting technology only - the registered office of the Association.
- 9) The Association must give Members entitled to attend a general meeting, as a whole, a reasonable opportunity to participate in the meeting.

16. President to Chair General Meetings

- 1) The President, or in their absence either of the Vice-Presidents is to act as chairperson at every general meeting of the Association.
- 2) If the President and both Vice-presidents are absent from a general meeting, the members present are to elect one of their number to act as chairperson.

17. Adjournment of General Meetings

- 1) The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 2) If a meeting is adjourned for 14 days or more, the notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- 3) It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

18. Determination of Questions Arising at General Meetings

- 1) A resolution put for consideration at a general meeting of the Association is to be determined by a show of hands or if required by the notice of meeting or demanded in accordance with rule 20, via a written ballot.
- 2) A declaration by the Chairperson that a resolution has, on a show of hands or written ballot, been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

19. Votes

- 1) On any question arising at a general meeting of the Association, a member has one vote only.
- 2) All votes are to be given personally.
- 3) In the case of an equality of voting on a matter the chairperson of the meeting is entitled to exercise a second or casting vote

20. Taking of Vote via written ballot

If at a meeting a written ballot on any question is required by the notice of meeting, demanded by the Chair or demanded by more than 50% of members present and entitled to vote at the meeting, then -

- a) it is to be taken at that meeting in the manner the chairperson directs; and
- b) the result of the written ballot is taken to be the resolution of the meeting on that question.

21. When written ballot to be Taken

- 1) A written ballot that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- 2) A written ballot that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson directs.

22. Affairs of Association to be Managed by the Management Committee

- 1) The affairs of the Association are to be managed by a Management Committee
- 2) The Management Committee -
 - a) is to control and manage the business and affairs of the Association; and
 - b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules or the Act to be exercised by members of the Association; and
 - c) has power to do anything that appears to the Management Committee to be essential for the proper management of the business and affairs of the Association.

- 3) Subject to subrule 4) below, the Management Committee may, by instrument in writing, delegate the exercise of such of the functions of the Management Committee as are specified in the instrument to:
 - (a) A member or members of the Management Committee;
 - (b) A sub-committee of the Management Committee; or
 - (c) An employee or contractor of the Association.
- 4) The Management Committee may not delegate:
 - (a) this power of delegation;
 - (b) a function which is imposed on the Management Committee by the Act or any other law.
- 5) A function delegated in accordance with this rule may, while the delegation remains unrevoked, be exercised from time to time by the persons or sub-committee authorised in accordance with the terms of the delegation.6) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 7) Notwithstanding any delegation under this rule, the Management Committee may continue to exercise any function delegated.
- 8) Any act or thing done or suffered by a delegated person or committee in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- 9) The Management Committee may, by instrument in writing, at any time revoke wholly or in part any delegation made under this rule.

23. Officers of the Association

- 1) The officers of the Association are as follows:
 - a) a President;
 - b) two Vice-presidents.
- 2) The President is to hold office for a term of two years and is eligible for re-election at each alternate annual general meeting providing the term served does not exceed six consecutive years in that office. This may be extended to one further term of two years if it is approved by special resolution of the annual general meeting, and is supported unanimously by the Management Committee and the Management Selection Committee.
- 3) Each of the Vice-Presidents is to hold office for a term of two years, and is eligible for re-election at each alternate annual general meeting.4) If a casual vacancy in any office referred to in subrule (1) occurs, the Management Committee may appoint one of its members to the vacant office, to hold the office up to and including the conclusion of the annual general meeting next following the date of the appointment.

24. Constitution of the Management Committee

- 1) The Management Committee consists of the following representatives elected as required depending on the expiry of their terms at the annual general meeting of the Association:
 - a) President elected at the annual general meeting but nominated for election by the Management Selection Committee;
 - b) One representative from each of the following groups elected at the annual general meeting:
 - Launceston City Council
 - West Tamar Council
 - Georgetown Council
 - c) 5 to 7 additional members elected at the annual general meeting but nominated for election by the Management Selection Committee
 - d) The Vice-Presidents elected from the Management Committee.
- 2) An ordinary Management Committee member is to hold office for a term of two years and is eligible for re-election at each alternate annual general meeting
- 3) If a casual vacancy occurs in the office of an ordinary management committee member, the Management Committee may appoint a member of the Association to fill the vacancy until the conclusion of the annual general meeting next following the date of the appointment and that person may nominate themselves to the Management Selection Committee to be considered for election at the annual general meeting.

25. Election of Members of Management Committee

- 1) Call for nominations for candidates for election as officers of the Association or as ordinary Management Committee members are to be made at least 3 months prior to the annual general meeting each calendar year
- 2) Nominations of candidates for election as officers of the Association or as ordinary Management Committee members and as a member of the Association if not already one should they be elected are to be -
 - a) made in writing signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination), a letter of application and a copy of their curriculum vitae; and
 - b) delivered to the Public Officer of the Association or delegated officer within 3 weeks of the call for nominations.
- 3) Nominated candidates are to be selected as per rule 24..
- 4) Shortlisted candidates will be presented for election at the annual general meeting.
- 5) If insufficient nominations are received to fill all vacancies on the Management Committee -
 - a) the candidates nominated are taken to be elected as long as they fulfil the criteria in 24 subrule 1) above; and
 - b) further nominations are to be sought by the Management Committee subsequent to the annual general meeting if they think it is necessary.
- 6) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected as long as they fulfil the criteria in 24 subrule 1) above.
- 7)
 - a) If the number of nominations exceeds the number of vacancies then only one person from each of the nominated organisations will be accepted. Those organisations listed in 24 1) will be asked to select a single representative for the Management Committee and in the event this does not occur, a ballot will take place.
 - b) If the number of nominations for the five to seven additional Management Committee members (as specified in 24 subrule 1) exceeds seven, then a ballot will take place.

26. The Management Selection Committee

- 1) The Management Selection Committee is to be composed of the following members;
 - The President;
 - 1 other member of the Management Committee; and
 - 3 members each representing one of Launceston City Council, West Tamar Council, Georgetown Council.
- 2) The Management Selection Committee will follow an agreed process based on principles of good corporate governance to identify potential new Management Committee members. This will include assessment of their skills, knowledge, experience and passion for the Association's purpose and objects against that required to achieve its strategy. The Management Selection Committee will determine which nominated candidates are included for consideration at the annual general meeting.

27. Using technology to hold Management Committee meetings

- 1) The Management Committee may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Management Committee.
- 2) The Management Committee agreement may be a standing (ongoing) one.
- 3) A Management Committee member may only withdraw their consent to an agreed technology within a reasonable period before the meeting.

28. Circular resolutions of the Management Committee

- 1) The Management Committee may pass a circular resolution without a meeting being held.
- 2) A circular resolution is passed if at least $\frac{3}{4}$ of the Management Committee entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in subrule 3) or subrule 4)
- 3) Each Management Committee member may vote on the resolution by:
 - i. signing a single document setting out the resolution and containing a statement that they agree to the resolution, or

- ii. signing separate copies of that document, as long as the wording of the resolution is the same in each copy;
 - iii. sending an email including the text of the resolution in their reply.
- 4) A circular resolution is passed when the last required member of the Management Committee signs or otherwise agrees to the resolution in the manner set out in subrule 3) above.

29. Duties of Management Committee

The members of the Management Committee must comply with their duties under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:

- i. to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a member of the Management Committee of the Association
- ii. to act in good faith in the best interests of the Association and to further the purpose and objects of the Association set out in rule 4;
- iii. not to misuse their position as a Management Committee member;
- iv. not to misuse information they gain in their role as a Management Committee member;
- v. to disclose any perceived or actual material conflicts of interest in the manner set out in rule 30;
- vi. to ensure that the financial affairs of the Association are managed responsibly, and
- vii. not to allow the Association to operate while it is insolvent.

30. Conflicts of interest

- 1) A Management Committee member must disclose on a standing and ongoing basis in accordance with policy the nature and extent of any actual, perceived or potential material conflict of interest in a matter that is or may be considered by the Management Committee (whether in a meeting or proposed in a circular resolution):
 - (a) to the other Management Committee members, or
 - (b) if all of the Management Committee have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.
- 2) The disclosure of a conflict of interest by a Management Committee member must be recorded in the minutes of the meeting.
- 3) Each Management Committee member who has a material personal interest in a matter that is being considered at a meeting of the Management Committee (or that is proposed in a circular resolution) must not, except as provided under in subrule 4):
 - (a) receive papers relating to the matter;
 - (b) be present at the meeting while the matter is being discussed, or
 - (c) vote on the matter.
- 4) A Management Committee member may still be present and vote if:
 - (a) their interest relates to an insurance contract that insures, or would insure, them against liabilities they incur as a member of the Management Committee;
 - (b) their interest relates to a payment by the Association under rule 40 (indemnity), or any contract relating to an indemnity that is allowed under the law.

31. Vacation of Office

- 1) For the purpose of these rules, the office of a member of the Management Committee becomes vacant if the person holding it -
 - a) dies; or
 - b) becomes bankrupt, or applies to take, or takes advantage of any law relating to bankrupt, or insolvent debtors, or compounds with their creditors, or makes any assignment of their estate for their benefit; or
 - c) becomes incapable of performing the duties of the office competently; or
 - d) resigns office in writing addressed to the Management Committee; or
 - e) ceases to be permanently resident in the State; or
 - f) fails, without leave granted by the Management Committee to attend 3 consecutive meetings of the committee; or

- g) ceases to be a member of the Association;
 - h) is disqualified by the Australian Securities and Investments Commission or Australian Charities and Not for Profit Commission from being a director or responsible person;
 - h) ceases to be a Member; or
 - i) is removed by a resolution of the Management Committee in accordance with subrule 2) below.
- 2) The Management Committee may resolve to remove a Management Committee member for any reason by special resolution (i.e. with the agreement of 75% of those present and entitled to vote). The conflict provisions in rule 30 will apply so that a Management Committee member who is the subject of such a resolution may not vote on the matter but will have the right to be heard and then must leave the meeting while voting occurs. If the resolution is passed the removal of the Management Committee member will apply from the end of the meeting at which the resolution is passed and the person will be notified in writing.

32. Meetings of the Management Committee and Subcommittees

- 1) The Management Committee is to meet at least four times per annum at any place and time the Management Committee determines as scheduled in its annual calendar and subject to these rules will regulate their meetings in the manner they see fit.
- 2) Special meetings of the Management Committee (i.e. those not previously scheduled in the annual calendar) may be convened by the President or any 4 of its members.
- 3) Notice is to be given to members of the Management Committee of any special meeting, specifying the general nature of the business to be transacted, and no other business is to be transacted at such a meeting.
- 4) A quorum for the transaction of the business of a meeting of the Management Committee constitutes 50% plus one of the Management Committee membership
- 5) Business is not to be transacted unless a quorum is present.
- 6) If half an hour after the time appointed for the meeting a quorum is not present, the meeting is to be adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it is to be dissolved.
- 7) At a meeting of the Management Committee, the following is to act as the chairperson:
 - a) the President, or in their absence the Vice-President,
 - b) if the President and the Vice-President are absent, any one of the remaining members of the Management Committee as may be chosen by the members present.
- 8) Any question arising at a meeting of the Management Committee or of any Sub-Committee or Working Group appointed by the Management Committee is to be determined by a majority voting:
 - a) on a show of hands; or
 - b) if demanded by a member, by a written ballot taken in any manner the person presiding at the meeting determines.
- 9) Each member present at a meeting of the Management Committee (including the person presiding at the meeting) is entitled to one vote.
- 10) Written notice of each Management Committee meeting is considered served on each member of the Management Committee by
 - a) the Management Committee agreeing to set future calendar dates at any given time;
 - b) delivering it at a reasonable time before the meeting; or
 - c) sending it by post or email to their usual or last-known address in time to reach them in due course before the date of the meeting.

33. Sub-committees of the Management Committee

- 1) The Management Committee may at any time appoint a permanent or temporary sub-committee as it may think fit to deal in detail with Management Committee matters (such as finance, audit, risk and governance) and will prescribe the powers and functions of such bodies and its manner of operation in a Charter.
- 2) A sub-committee must comprise a majority of Management Committee members, however it may also comprise persons that are not members of the Management Committee where their expertise is required.
- 3) One half plus one appointed members of a Management Committee Sub-Committee constitute a quorum at a meeting of the sub-committee.

- 4) The Management Committee may appoint any person to be Chair of a sub-committee, providing that they must not appoint the President to chair a sub-committee that has responsibilities of finance, audit and risk of the Association.
- 5) The Chair of each sub-committee shall convene and chair meetings of the sub-committee and otherwise the sub-committee shall regulate its own proceedings subject to its Charter and any other Management Committee policy provided.

34. Working Groups

- 1) The Management Committee may -
 - a) appoint a working group to further the aims and objectives of the Association, and
 - b) prescribe the powers and functions of that working group in a terms of reference.
- 2) The Management Committee may co-opt any person as a member of a working group whether or not the person is a member of the Association.
- 3) A quorum at a meeting of the working group is half of the appointed members plus 1.
- 4) Any member of the working group may convene meetings of a working group.

35. Management Committee Executive

- 1) The President and the Vice-Presidents constitute the Management Committee executive.
- 2) The Management Committee executive may issue instructions to the Public Officer and the employees of the Association in matters of urgency connected with the management of the affairs of the Association during the period between meetings of the Management Committee.
- 3) The Management Committee executive is to report on any instructions issued under subrule (2) to the next meeting of the Management Committee.

36. Financial Year

The financial year of the Association is the period beginning on 1 July in one year and ending on the 30th June the next year.

37. Notices

- 1) A notice may be served by or on behalf of the Association on any member:-
 - a) personally; or
 - b) by sending it through the post in a prepaid envelope addressed to the member at their usual or last-known address; or
 - c) by sending it via email.
- 2) Unless the Member elects to only receive a notice via the methods in 1), the Association may give a notice to a Member by:
 - (a) sending the Member sufficient information in physical or electronic form to allow the Member to access the notice electronically;
 - (b) sending the document in electronic form by means of an electronic communication; or in the case of annual financial reports or other documents, making the document readily available in electronic form on a website.

38. Discipline and expulsion of Members

- 1) The Management Committee can take disciplinary action against a member of the Association if it considers the member has breached this Constitution or if the member's behaviour is causing (or has caused) damage or harm to the Association. Disciplinary action can include warning a member, suspending the member's membership or expulsion. The Management Committee must follow the disciplinary process outlined in this rule.
- 2) The Management Committee must write to the member to tell them why they propose to take disciplinary action and arrange a disciplinary procedure that meets these requirements:
 - a) the outcome must be determined by an unbiased decision-maker;
 - b) the member must have an opportunity to explain or defend themselves; and
 - c) the disciplinary procedure must be completed as soon as reasonably practical;
- 3) The Management Committee must notify the member of the outcome of the disciplinary procedure as soon as reasonably practical.
- 4) There will be no liability for any loss or injury suffered by a member as a result of any decision made

- in good faith under this rule and rule 39.
- 5) Having complied with subclause 2), the Management Committee may warn, suspend or expel a member from the Association if, in the opinion of the unbiased decision maker the member has breached this Constitution or if the member's behaviour is causing (or has caused) damage or harm to the Association .
 - 6) The expulsion of a member under subrule (5) does not take effect until whichever of the following is the later date:
 - a) the expiration of 14 days after the service on the member of a notice under subrule 5;
 - b) if the member exercises his right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal, where the appeal fails.
 - 7) If the Management Committee expels a member from the Association, the Public Officer of the Association, without undue delay, is to cause to be served on the member a notice in writing -
 - a) stating that the Management Committee has expelled the member; and
 - b) specifying the grounds for the expulsion; and
 - c) informing the member of a right to appeal against the expulsion under rule 39.

39. Appeal Against Expulsion

- 1) A member may appeal against an expulsion under rule 36 by delivering or sending by post to the Public Officer of the Association, within 14 days after the service of a notice under rule 36 (3), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- 2) On receipt of a requisition -
 - a) the Public Officer is to immediately notify the Management Committee of its receipt; and
 - b) the Management Committee is to cause a special general meeting of members to be held within 21 days after the date on which the requisition is received.
 - c) At a special general meeting convened for the purpose of this rule -
 - i) no business other than the question of the expulsion is to be transacted; and
 - ii) the management committee may place before the meeting details of the grounds of the expulsion and the Management Committee's reasons for the expulsion; and
 - iii) the expelled member is to be given an opportunity to be heard; and
 - iv) the members present are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
 - d) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion -
 - i) the expulsion is to be taken to have been lifted; and
 - ii) the expelled member is entitled to continue as a member of the Association.
 - e) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion -
 - i) the expulsion takes effect; and
 - ii) the expelled member ceases to be a member of the Association.

40. Association disputes

- 1) A dispute between a member of the Association in the capacity as a member and the Association is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 1986.
- 2) This rule does not affect the operation of rules 39 or 45.

41. Execution of Documents

- 1) The Association may execute a document only if its execution is first authorised by the Management Committee or other person in accordance with the Delegations of Authority Policy and in such case it can be signed by:
 - a) 2 members of the Management Committee;
 - b) one member of the Management Committee and the Public Officer of the Association or any other person the Management Committee may appoint for that purpose; or
 - c) where there is room only for one signature, one member of the Management Committee or any other person the Management Committee may appoint for that purpose.
- 2) Signatures are not to be placed on any instrument except by the authority of the Management Committee.
- 3) All document executions that occur must be advised to the Management Committee at its next

meeting.

42. Indemnity

- 1) The Association indemnifies each officer of the Association out of the assets of the Association, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Association.
- 2) In this clause, 'officer' means a member of the Management Committee, senior executive or Public Officer and applies after they have ceased to hold that office.
- 3) In this clause, 'to the relevant extent' means:
 - (a) to the extent that the Association is not precluded by law from doing so, and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 4) The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Association.

43. Winding up and Revocation

- 1) Subject to the Act and the ACNC Act and any other applicable Act, and any court order, any surplus assets (including 'gift funds' defined in subrule 4 which have been donated to the Tamar Region Natural Resource Fund below) that remain after the Association is wound up must be distributed to one or more charities:
 - (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in rule 4;
 - (b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Association, and
 - (c) that is or are deductible gift recipients within the meaning of the Income Tax Assessment Act 1997 (Cth).
- 2) The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of the members at or before the time of winding up. If the members do not make this decision, the Association may apply to the Supreme Court to make this decision.
- 3) If the Tamar Region Natural Resource Fund's deductible gift recipient endorsement is revoked (whether or not the Association or Fund are to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of 40 1)(a), (b) and (c), as decided by the Management Committee.
- 4) For the purpose of this rule:
 - (a) 'gift funds' means:
 - (i) gifts of money or property for the principal purpose of the Tamar Region Natural Resource Fund
 - (ii) contributions made in relation to a fund-raising event held for the principal purpose of the Tamar Region Natural Resource Fund, and
 - (iii) money received by the Tamar Region Natural Resource Fund because of such gifts and contributions.
 - (b) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the Income Tax Assessment Act 1997 (Cth).

44. Merger, transfer, joint venture, amalgamation of Association

Where a proposal to merge, transfer, joint venture, amalgamate or make similar arrangements would fundamentally affect the nature of the Association or transfer a significant asset or assets of the

Association to an unrelated party, entering into such an arrangement must be approved by the members in general meeting.

45. Dispute resolution

- 1) If there is a dispute between a member or Management Committee member and:
 - i. one or more members, and
 - ii. one or more Management Committee members,the parties involved must first attempt to resolve the dispute between themselves within a period of at least 14 days from the date the dispute is known to all parties involved.
- 2) If the dispute cannot be resolved between the people involved, the Management Committee must be notified, and a dispute resolution process must be put in place by the committee. The Management Committee may develop a policy regarding dispute resolution.
- 3) A dispute resolution process must allow each party a reasonable opportunity to be heard and/or submit arguments in writing and should first attempt to resolve the dispute by the parties reaching agreement. If agreement cannot be reached, the Management Committee may appoint an unbiased person to decide the outcome of the dispute. The unbiased person may be a member, non-member or professional mediator who is not connected with the dispute or the people involved in it.

46. Alteration of Constitution

- 1) Subject to subrule 2 below, these rules may be changed, added to, or replaced by special resolution of the Association's members at a general meeting. This includes a change to the Association's name.
- 2) The members must not pass a special resolution that amends this Constitution if passing it causes the Association to no longer be a charity.

47. Operation with the Law

- 1) The model rules set out in the Associations Incorporation (Model Rules) Regulations 2017 do not apply to the Association.
- 2) While the Association is a registered charity, the ACNC Act and the Act override any clauses in this Constitution which are inconsistent with those Acts.
- 3) If the Association is not a registered charity (even if it remains a charity), the Act overrides any clause in this Constitution which is inconsistent with it.
- 4) A word or expression that is defined in the Act, or used in the Act and covering the same subject, has the same meaning as in this constitution.
- 5) In this constitution:
 - the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
 - reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).