



## CONSTITUTION

Perth Region NRM Inc.

Incorporated Under the Associations Incorporation Act 2015

Registered No. A1006144U

[www.perthnrm.com](http://www.perthnrm.com)

## Contents

1. Details of Association .....	2
2. Definitions .....	2
3. Objects of the Association .....	3
<b>MEMBERSHIP</b>	
4. Qualification for Membership .....	4
5. Entitlements of Members .....	4
6. Register of Members .....	5
7. Subscription of Members .....	5
8. Resignation of Members .....	5
9. Expulsion of Members .....	5
<b>BOARD OF MANAGEMENT</b>	
10. Purpose and Qualifications for the Board of Management .....	6
11. Powers and Obligations of the Board of Management .....	6
12. Register of Board Directors .....	7
13. Appointment of Board Directors on the Board of Management .....	7
14. Resignation of Board Directors .....	8
15. Expulsion of Board Directors .....	8
16. Casual Board Director Vacancies on the Board of Management .....	8
17. Chairperson of the Board of Management .....	9
18. Deputy Chairperson of the Board of Management .....	9
19. Chief Executive Officer .....	9
20. Standing Committees of the Boards of Management .....	10
<b>MEETINGS</b>	
21. Board Meetings .....	11
22. Annual General Meetings .....	13
23. Special General Meetings .....	15
24. Special Resolutions .....	16
<b>MANAGEMENT PROCESSES</b>	
25. Resolving Disputes .....	17
26. Mediation .....	17
27. Financial Management and Reporting .....	18
28. Rules .....	18
29. Common Seal .....	18
30. Distribution of Surplus Property on Winding Up .....	19
<b>PUBLIC FUND</b>	
31. Public Fund Rules .....	20
32. Environmental Organisation Public Fund Obligations .....	20

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## 1. Details of Association

- 1.1. The legal name of the Association is Perth Region NRM Inc.
- 1.2. The Associations financial year will be the period of 12 months beginning on 1 July and ending on 30 June of each year

## 2. Definitions

In these rules, unless the contrary intention appears:

- 2.1. 'Absolute Majority Vote' means more than one half of the total authorised personnel eligible to vote, who vote in person or by proxy in favour of a resolution in order for it to be passed
- 2.2. 'Act' means the Associations Incorporation Act 2015
- 2.3. 'Acting Director' means a person invited to serve as a temporary Board Director
- 2.4. 'Annual General Meeting' is an annual meeting of the Board of Management and Members to conduct business as set out in these rules, and as required in accordance with Section 50 of the Act
- 2.5. 'Association' means Perth Region NRM Inc.
- 2.6. 'Board Director' has the meaning given by Section 3 of the Act, a reference in that section to 'Officer' being construed as a reference to Board Director and Section 38 of the Act "Persons' (on the management committee) being construed as a reference to Board Director
- 2.7. 'Board Meeting' means a meeting of the Board of Management and has the meaning given by the Act, a reference to 'General Meeting' being construed as a reference to Board Meeting
- 2.8. 'Board of Management' has the meaning given by Section 38 of the Act, a reference in that section to 'Management Committee' being construed as a reference to Board of Management
- 2.9. 'Chairperson' means the person appointed to chair meetings and be the spokesperson of the Board of Management
- 2.10. 'Chief Executive Officer' means the person delegated to manage the operations of Perth Region NRM Inc.
- 2.11. 'Deputy Chairperson' means the person appointed to support the Chairperson of the Board of Management
- 2.12. 'Financial Year' means a period of twelve (12) months from 1 July to 30 June that defines the annual accounting period
- 2.13. 'Majority Vote' means more than one half of all the authorised personnel eligible to vote who are present in person or proxy and whom constitute the quorum at the meeting, who vote in favour of a resolution in order for it to be passed
- 2.14. 'Member' means an organisation who has met the criteria for Membership and is listed on the Register of Members of Perth Region NRM Inc. in accordance with Section 53 of the Act
- 2.15. 'Membership' means the collective of Members

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- 2.16. 'Ordinary Resolution' means a resolution other than a Special Resolution
  - 2.17. 'Registered Officer' means an individual that represents a Member
  - 2.18. 'Rules' means the conditions set out in this Constitution
  - 2.19. 'Special General Meeting' means a meeting of the Board of Directors and Members other than an Annual General Meeting
  - 2.20. 'Special Resolution' has the meaning given to it in Section 51 of the Act
  - 2.21. 'Standing Committee' means an advisory committee reporting to the Board of Management that has been established for the purpose of assisting with governance matters

### **3. Objects of the Association**

- 3.1. The objects of the Association are to:
  - 3.1.1. Protect and enhance our natural resources
  - 3.1.2. Promote and support sustainable agriculture
  - 3.1.3. Promote and support environmentally sustainable living
- 3.2. In meeting these objects Perth Region NRM Inc. will:
  - 3.2.1. Establish and maintain a public fund to be called the Living Landscapes Fund, for the specific purpose of supporting the environmental objects of Perth Region NRM Inc. The Fund is to receive 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.
  - 3.2.2. Apply all property and income of the Association towards promoting the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member or Director by way of Dividend, Bonus or Profit.

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## MEMBERSHIP

### 4. Qualification for Membership

- 4.1. Incorporated Associations who support the purpose of the organisation are eligible to apply for membership.
- 4.2. An Association that wants to become a Member must:
  - 4.2.1. Apply in writing to Perth Region NRM Inc. on a prescribed application form
  - 4.2.2. Appoint a Registered Officer who shall be the main contact for Perth Region NRM Inc.
- 4.3. Membership commences on the date an Ordinary Resolution is passed by the Board of Management to approve the membership at the next Board meeting after lodgement of the application.
- 4.4. A Member shall cease to be qualified for Membership if they:
  - 4.4.1. Breach any rule, regulation or by-law of or governing Perth Region NRM Inc.; or
  - 4.4.2. Fail to uphold the Perth Region NRM Inc. Code of Conduct; or
  - 4.4.3. Commit any act detrimental to Perth Region NRM Inc.; or
  - 4.4.4. Have committed a criminal offence that impacts their right to Membership in the view of the Board of Management; or
  - 4.4.5. Request to be removed from the Membership in writing in accordance with Rule 8.1; or
  - 4.4.6. Are removed in accordance with Rule 9;
  - 4.4.7. And such Member shall forthwith cease to be a Member of Perth Region NRM Inc.

### 5. Entitlements of Members

- 5.1. A Member shall be entitled to:
  - 5.1.1. One (1) equal vote restricted to voting on:
    - 5.1.1.1. Board Directors being approved to serve on the Board of Management;
    - 5.1.1.2. The expulsion of a Member in accordance with Rule 9.1;
    - 5.1.1.3. The expulsion of a Board Director in accordance with Rule 15.1; and
    - 5.1.1.4. Matters requiring a Special Resolution in accordance with Rule 24
  - 5.1.2. Inspect or receive a copy of the Register of Members in accordance with Section 54 and Section 56 of The Act or a Register of Board Directors in accordance with Section 58 of the Act;
  - 5.1.3. Inspect or receive a copy of the Constitution in accordance with Part 3, Division 3 of The Act; and
  - 5.1.4. Receive notice of and to attend any general meeting of the organisation

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## 6. Register of Members

6.1. The Association shall keep and maintain a Register of Members in accordance with Section 53 of the Act

## 7. Subscription of Members

7.1. No subscription is payable by Members of Perth Region NRM Inc.

## 8. Resignation of Members

8.1. A Member, represented by the Registered Officer, who delivers notice in writing of their resignation from Perth Region NRM Inc. Membership to the Chief Executive Officer ceases on that delivery to be a Member.

## 9. Expulsion of Members

9.1. If the Board of Management at a Board Meeting acting in its own right, or by advice of an Absolute Majority Vote of the Membership, and in accordance with an appropriate level of information, considers that a Member should be expelled from Membership because that Member was unqualified to be accepted as a Member, or gave false information in their Member application, or has ceased to be qualified under Rule 4.4, it shall:

9.1.1. Immediately suspend that Member from Membership until such time as the resolution of the Board of Management in accordance with Rule 9.2 is made;

9.1.2. Communicate in writing to the suspended Member the particulars of the qualification, conduct or circumstance that has led to the suspension, and such notice shall be communicated not less than thirty (30) days before the date of the Board Meeting referred to in Rule 9.1.3; and

9.1.3. Communicate in writing to the suspended Member a notice of the time, date and place of the Board Meeting at which the question of expulsion shall be decided in accordance with Rule 9.2

9.2. At the Board Meeting referred to in a notice communicated under Rule 9.1.3, the Board of Management may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, shall resolve by an Absolute Majority Vote to expel or decline to expel that Member from Membership of Perth Region NRM Inc. and shall, forthwith communicate that decision in writing to that Member.

9.2.1. A Member whose Membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board of Management's decision give written notice to the Association requesting the appointment of a mediator under Rule 26

9.2.2. If mediation results in the decision to overturn the suspension or expulsion of a Member, then the Membership of the Member will be re-instated

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## BOARD OF MANAGEMENT

### 10. Purpose and Qualifications for the Board of Management

- 10.1. A person, to whom Section 39 of the Act applies, is ineligible to be a Director on the Board of Management of Perth Region NRM Inc.
- 10.2. The Board of Management shall consist of six (6) to eight (8) non- executive Board Directors.
- 10.3. The Board of Management has the discretion to define the number of Board Directors required in any given year in accordance with Rule 10.2 and subject to Rule 10.4.
- 10.4. A Board Director shall be elected for a three (3) year term with a maximum period of nine (9) years of continuous tenure.
- 10.5. A Board Director shall be so recognised by their entry on the Register of Board Directors.
- 10.6. The Chairperson and Deputy Chairperson are appointed on an annual basis by an Absolute Majority Vote of the Board Directors of the Board of Management.
- 10.7. Members are not required to endorse the appointment of the Chairperson or Deputy Chairperson.
- 10.8. An individual shall cease to be a Board Director on the Board of Management where he or she:
  - 10.8.1. Dies; or
  - 10.8.2. Breaches any Rule or regulation governing Perth Region NRM Inc.; or
  - 10.8.3. Becomes a person to whom Section 39 of the Act applies; or
  - 10.8.4. Fails to uphold the Code of Conduct; or
  - 10.8.5. Commits any act detrimental to Perth Region NRM Inc.; or
  - 10.8.6. Becomes permanently incapacitated by mental or physical ill health; or
  - 10.8.7. Is found to be unable to satisfactorily undertake the duties of a Board Director; or
  - 10.8.8. Is removed in accordance with Rule 15; or
  - 10.8.9. Requests to be removed from the Board of Management in writing in accordance with Rule 14.1;

And such Directors shall forthwith cease to be a Board Director on the Board of Management.

### 11. Powers and Obligations of the Board of Management

- 11.1. The Board Directors are the persons who as the Board of Management have the power to manage the affairs of the Association.
- 11.2. Subject to the Act, these Rules, and any resolution passed at a meeting of the Board of Management, the Board of Management has the power to do all things necessary or convenient for the proper management of the affairs of the Association.

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- 11.2.1. The Board of Management must take all reasonable steps to ensure the Association complies with its obligations under the Act and these Rules
  - 11.3. A Board Director must exercise his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
  - 11.4. A Board Director must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Association and for a proper purpose.
  - 11.5. A Board Director or former Board Director must not improperly use information obtained because he or she is a Board Director to:
    - 11.5.1. Gain an advantage for himself or herself or another person; or
    - 11.5.2. Cause detriment to the Association.
  - 11.6. A Board Director or former Board Director must not improperly use his or her position to:
    - 11.6.1. Gain an advantage for himself or herself or another person; or
    - 11.6.2. Cause detriment to the Association.
  - 11.7. A Board Director must disclose and provide advance notice of any real or perceived material personal interest in matters of the Board of Management or Association, and to not be present during discussion or voting on matters of material personal interest in accordance with Division 2 of the Act.
  - 11.8. Subject to the provisions of the Privacy Act 1988, a Board Director may at any reasonable time inspect without charge the books, documents, records and securities of Perth Region NRM Inc. for the sole purpose and intent to fulfil their obligations and duties as a Board Director.

## 12. Register of Board Directors

- 12.1. The Chief Executive Officer shall keep and maintain a Register of Board Directors in accordance with Section 58 of the Act.

## 13. Appointment of Board Directors on the Board of Management

- 13.1. Board Director Appointment shall be conducted at:
  - 13.1.1. The Annual General Meeting by endorsement of the Members; or
  - 13.1.2. A Special General Meeting by endorsement of the Members; or
  - 13.1.3. For acting positions, at any Board of Management Meeting in accordance with Rule 16.2.2.
- 13.2. The Board of Management is a skills-based governance board, requiring Board Directors to be appointed based on their comparative competencies from a predefined knowledge and skills attributes list held by the Nominations Committee that exists under Rule 20.1.2.
- 13.3. The appointment of Board Directors to the Board of Management shall be based on a knowledge and skills assessment process that is administered by the Nominations Committee.



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13.4. The Board of Management shall have the right to determine the number of Board Director nominee candidates being recommended to the Members based on Rule 13.3.

## 14. Resignation of Board Directors

14.1. A Board Director who delivers notice in writing of their resignation from the Board of Management to the Chairperson of the Board of Management ceases on that delivery to be a Board Director.

## 15. Expulsion of Board Directors

15.1. If the Board of Management at a Board Meeting acting in its own right, or by the advice of an Absolute Majority Vote of the Membership, and in accordance with an appropriate level of information, considers that a Board Director should be expelled from the Board of Management because that Board Director was found to be unqualified to be accepted as a Board Director, or had given false information in their Board Director application, or acts in a manner that contravenes Rule 10.8 or has ceased to be qualified under Rule 10.1, it shall:

15.1.1. Immediately suspend that Board Director from the Board of Management until such time as the resolution of the Board of Management in accordance with Rule 15.2 is made;

15.1.2. Communicate in writing to the suspended Board Director the particulars of the qualification, conduct or circumstance that has led to the suspension, and such notice shall be communicated not less than thirty (30) days before the date of the Board Meeting referred to in Rule 15.1.3; and

15.1.3. Communicate in writing to the suspended Board Director a notice of the time, date and place of the Board Meeting at which the question of expulsion shall be decided in accordance with 15.2.

15.2. At the Board Meeting referred to in a notice communicated under Rule 15.1.3, the Board of Management may, having afforded the Board Director concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board of Management, resolve by an Absolute Majority Vote to expel or decline to expel that Board Director from the Board of Management and shall, forthwith communicate that decision in writing to that Board Director.

## 16. Casual Board Director Vacancies on the Board of Management

16.1. A casual vacancy occurs in the Directorship of the Board of Management if a Board Director:

16.1.1. Ceases to be a Board Director under the provisions of Rule 10.8; or

16.1.2. Resigns under the provisions of Rule 14.1; or

16.1.3. Is expelled in accordance with rule 15.2; or

16.1.4. Ends their term and there are no other applicants nominated at an annual general meeting to replace them; or

16.1.5. Is absent from more than three (3) Board Meetings in the same financial year, of which he or she has received notice, without tendering an apology to the person presiding at each of those Board Meetings.

16.2. The vacancy shall be:

16.2.1. Kept vacant where the vacancy occurs within three (3) months of the next Annual General Meeting date, with the exception of the Chairperson's position where the Deputy Chairperson shall act in the position for the remaining period; or otherwise

16.2.2. Filled with an Acting Director by invitation at the discretion of the Board of Management until the next Annual General Meeting.

## 17. Chairperson of the Board of Management

17.1. The Chairperson shall chair, and act as the spokesperson of, the Board of Management.

17.2. A Chairperson shall preside at all Board of Management meetings.

17.3. In the absence of the appointed Chairperson, the Deputy Chairperson or in his or her absence, a Board Director elected by the other Board Directors present at the meeting, shall preside at that meeting.

## 18. Deputy Chairperson of the Board of Management

18.1. The Deputy Chairperson shall represent the Chairperson in his/her absence and represent the Chairperson and/or Perth Region NRM Inc. as deemed appropriate by either the Chairperson or the Board of Management.

## 19. Chief Executive Officer

19.1. The Chief Executive Officer shall:

19.1.1. Operate within the delegation parameters exercised by the Board of Management;

19.1.2. Ensure the legislative and policy compliance of Perth Region NRM Inc. operations;

19.1.3. Coordinate the correspondence of Perth Region NRM Inc.;

19.1.4. Cause to keep full and correct minutes of the proceedings of the Board of Management at its meetings;

19.1.5. Ensure the compliance on behalf of Perth Region NRM Inc. with the requirements of The Act;

19.1.6. Ensure the appropriate financial management of Perth Region NRM Inc., including taking responsibility for:

19.1.6.1. The receipt of all moneys paid to, or received by, the Association and shall ensure the issue of receipts for those moneys in the name of the Association in accordance with accounting standards;

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- 19.1.6.2. Make payments from the funds of the Association with the authority of the Board of Management or in accordance with the delegation authority referred to in Rule 19.1.1;
  - 19.1.6.3. Comply on behalf of the Association with Part Five of The Act with respect to the accounting records of the Association by keeping such accounting records as correctly documented and to explain the financial transactions and financial position of the Association;
  - 19.1.6.4. Keep the accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time, and to be conveniently and properly audited;
  - 19.1.6.5. Submit to Members at each Annual General Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding Financial Year;
  - 19.1.6.6. Submit to the Board of Management a report, financial statements or other operational performance document in accordance with any request by the Chairperson; and
  - 19.1.6.7. Take custodianship of all securities, books and documents of a financial nature and accounting records of the Association, unless otherwise directed by the Board of Management.

## **20. Standing Committees of the Boards of Management**

- 20.1. Perth Region NRM Inc. shall maintain Standing Committees, which are advisory to the Board of Management and assist the Board in its governance obligations, including:
  - 20.1.1. An audit and risk committee that shall be chaired by a Board Director, not being the Chairperson of the Board of Management, or by a person independent from the Board of Management;
  - 20.1.2. A nominations committee that shall be chaired by a person independent from the Board of Management;
  - 20.1.3. A finance committee that shall be chaired by a Board Director, not being the Chairperson of the Board of Management, or by a person independent of the of the Board of Management;
  - 20.1.4. The audit and risk committee and the finance committee may, at the discretion and approval of the Board of Management, be combined to form a committee of finance, audit and risk that shall be chaired by a Board Director, not being the Chairperson of the Board of Management, or by a person independent of the Board of Management.
- 20.2. The Standing Committees shall operate under their own terms of reference documents as approved by the Board of Management.
- 20.3. All relevant reports and recommendations of Standing Committees shall be presented at a Board of Management meeting for consideration.

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## MEETINGS

### 21. Board Meetings

#### PROCEDURES FOR BOARD MEETINGS

- 21.1. The Board of Management shall convene Board Meetings for the dispatch of business not less than four (4) times in each calendar year and;
- 21.1.1. The Chairperson may conduct meetings electronically or take a poll of Board Directors out of session should the need arise.
- 21.2. A Board Director on the Board of Management having any direct or indirect pecuniary interest referred to in Sections 42 and 43 of The Act shall comply with those sections.
- 21.3. The Board of Management may by Ordinary Resolution at a meeting where Members or Members of the public have been invited, resolve to close part or all of the meeting to Members or members of the public while it discusses matters which it agrees are confidential in nature, and Members and members of the public present at the meeting shall be required by the Chairperson to leave the meeting during such discussions.
- 21.4. Subject to these Rules, the procedure and order of business to be followed at a Board Meeting shall be determined by the Chairperson and Chief Executive Officer but may be amended by Board Directors present at the meeting. Other business may be discussed by agreement of the Board of Management.
- 21.5. Board Directors must not publish or cause to be published, any statement about the business conducted by the Association at a Board Meeting unless:
- 21.5.1. The Board Director has been authorised to do so at a Board Meeting; and
- 21.5.2. The authority given to the Board Director has been recorded in the minutes of the Board Meeting at which it was given.

#### NOTICE FOR BOARD MEETINGS

- 21.6. The Chief Executive Officer shall give to all Board Directors at least seven (7) days' notice of a meeting.
- 21.7. A notice given under Rule 21.6 shall specify:
- 21.7.1. When and where the meeting is to be held; and
- 21.7.2. Particulars of the business to be transacted at the meeting, and the order in which that business is to be transacted.
- 21.8. The Association may give a notice under Rule 21.6 by sending it by post or by electronic mail to a Board Director at the address appearing in the Register of Board Directors, kept and maintained under rule 12.1

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- 21.8.1. When a notice is sent by electronic mail under Rule 21.8, sending of the notice shall be deemed to be properly affected on the electronic mail sent date, if the notice is sufficiently addressed to the Board Director concerned.
  - 21.8.2. When a notice is sent by post under Rule 21.8, sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the Board Director. For such notice, at least two (2) days must be extended for postal delivery to the notice period detailed in Rule 21.6.

## QUORUM FOR BOARD MEETINGS

21.9. At a meeting of Board Directors, a quorum comprises:

- 21.9.1. Four (4) filled positions for Board Directors of the Board of Management, present in person or by phone or video conference, constitutes a quorum
- 21.9.2. In the event that suspension of a Board Director/s results in there being less than four (4) Board Directors, all remaining Board Directors will constitute a quorum
- 21.9.3. If a quorum is not present at a meeting after 30 minutes of the start time, then the meeting is adjourned and will be re-scheduled in accordance with Rule 21.6
  - 21.9.3.1. If a quorum is not present after 30 minutes of the start of the resumption of an adjourned meeting, the Board Directors who are present in person or by phone or video conference, may proceed with the business of that meeting as if a quorum were present

## VOTING AT BOARD MEETINGS

- 21.10. Subject to these Rules, each Board Director present in person at a meeting of the Board of Management is entitled to a deliberative vote and may exercise their entitlement to vote, with the exception of complying with Rule 11.7.
- 21.11. A matter of ordinary resolution arising at a Board Meeting shall be decided by a Majority Vote but, if there is an equality of votes, the Chairperson shall have a casting vote in addition to his or her deliberative vote.
- 21.12. At a Board Meeting, a poll may be demanded by the Chairperson or by three (3) or more Board Directors present in person and, if so demanded, shall be taken in such manner as the Chairperson directs.
- 21.13. A declaration by the Chairperson at a Board Meeting that a resolution has been passed as an Ordinary Resolution shall be evidence to that fact unless, during the Board Meeting at which the resolution is submitted, a poll is demanded in accordance with Rule 21.12.
  - 21.13.1. If a poll is demanded and taken in respect of an Ordinary Resolution, a declaration by the Chairperson of the result of the poll is evidence of closure of the matter.

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## MINUTES OF BOARD MEETINGS

- 21.14. The Chief Executive Officer shall take minutes of all Board of Management meetings and maintain a secure copy of those minutes in the records of the Association
- 21.15. The Board of Management will review the minutes of a meeting and accept a reviewed version of those minutes as a true and correct record at the next Board meeting following the Board meeting to which the minutes relate
- 21.15.1. After acceptance by the Board of Management of the minutes as a true and correct record of a meeting, the Board Chairperson will sign them on or before the next Board meeting, as a verification that they are a true and correct record
- 21.16. When minutes have been verified and signed as correct under Rule 21.15.1, they shall, until the contrary is proved, be evidence that:
- 21.16.1. The Board Meeting to which they relate was duly convened and held;
- 21.16.2. All proceedings recorded as having taken place at the Board Meeting did in fact take place thereat; and
- 21.16.3. All appointments or elections purporting to have been made at the Board of Management meeting have been validly made.

## ADJOURNMENT OF BOARD MEETINGS

- 21.17. The Chairperson may, with the consent of those present at a Board Meeting, adjourn the Board Meeting from time to time, and from place to place.
- 21.17.1. No business other than business left unfinished or on the agenda at the time when the Board Meeting was adjourned must be transacted at an adjourned Board Meeting.
- 21.17.2. When a Board Meeting is adjourned for a period of thirty (30) days or more, the Chief Executive Officer shall give notice of the adjourned Board Meeting as if that Board Meeting were a new Board Meeting.

## 22. Annual General Meetings

### PROCEDURES FOR ANNUAL GENERAL MEETINGS

- 22.1. Perth Region NRM Inc. shall convene an Annual General Meeting every financial year within six months of the end of the financial year
- 22.2. The business transacted at an Annual General Meeting shall include:
- 22.2.1. Confirmation of the previous Annual General Meeting minutes;
- 22.2.2. Presentation of the financial report for the preceding financial year;
- 22.2.3. Voting by Ordinary Resolution for appointment of nominated Board Directors recommended by the Nominations Committee and endorsed by the Board of Management;
- 22.2.4. Any other business requiring consideration by Perth Region NRM Inc.

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## NOTICES FOR ANNUAL GENERAL MEETINGS

- 22.3. The Association shall provide to Members at least twenty-one (21) days' notice of an Annual General Meeting
- 22.4. A notice given under Rule 22.3 shall specify:
- 22.4.1. When and where the meeting is to be held; and
  - 22.4.2. Particulars of the business to be transacted at the meeting, and the order in which that business is to be transacted.
- 22.5. The Association may give a notice under Rule 22.3 by sending it by post or by electronic mail to a Member at the address appearing in the Register of Members, kept and maintained under rule 6.1.
- 22.5.1. When a notice is sent by electronic mail under Rule 22.5, sending of the notice shall be deemed to be properly affected on the electronic mail sent date, if the notice is sufficiently addressed to the Member concerned.
  - 22.5.2. When a notice is sent by post under Rule 22.5, sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member. For such notice, at least two (2) days must be extended for postal delivery to the notice period detailed in Rule 22.3.

## QUORUM FOR ANNUAL GENERAL MEETINGS

- 22.6. At an Annual General Meeting, a quorum of Members comprises:
- 22.6.1. Twenty-five (25) percent of the Membership, present in person or by phone or video conference, constitute a quorum
  - 22.6.2. If a quorum is not present at a meeting after 30 minutes of the start time, then the meeting is adjourned and is re-scheduled for the same time and day in the following week unless an alternative day and time is notified prior to that day.
    - 22.6.2.1. If a quorum is not present after 30 minutes of the start of the resumption of an adjourned meeting, those Board Directors present and at least two Members present in person or by phone or video conference or two proxy Members present in person, constitute a quorum and may proceed with the business of that meeting.

## VOTING AT ANNUAL GENERAL MEETINGS

- 22.7. Member voting shall be managed by each Member's Registered Officer or their authorised proxy present in person at an Annual General Meeting and is entitled to an equal deliberative vote and may exercise their entitlement to vote, subject to the restrictions defined in Rule 5.1.1.
- 22.8. An Ordinary Resolution put to the vote at an Annual General Meeting shall be decided by a Majority Vote of the Members present, in person or by proxy, and eligible to cast a vote at the meeting, but, if there is an equality of votes, the Chairperson shall have a casting vote in addition to his or her deliberative vote.

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- 22.9. At an Annual General Meeting, a poll may be demanded by the Chairperson or by three (3) or more Members present in person and, if so demanded, shall be taken in such manner as the Chairperson directs.
- 22.10. A declaration by the Chairperson at an Annual General Meeting that a resolution has been passed as an Ordinary Resolution shall be evidence to that fact unless, during the Board Meeting at which the resolution is submitted, a poll is demanded in accordance with Rule 22.9.
- 22.10.1. If a poll is demanded and taken in respect of an Ordinary Resolution, a declaration by the Chairperson of the result of the poll is evidence of closure of the matter.
- 22.11. A Special Resolution put to a vote at an Annual General Meeting will be decided in accordance with Rule 24

## MINUTES OF ANNUAL GENERAL MEETINGS

- 22.12. The Chief Executive Officer shall take minutes of Annual General Meetings and maintain a secure copy of those minutes in the records of the Association
- 22.13. The Members will review the minutes of a meeting and accept a reviewed version of those minutes as a true and correct record at the next Annual General Meeting following the Annual General Meeting to which the minutes relate
- 22.13.1. After acceptance by the Members of the minutes as a true and correct record of a meeting, the Board Chairperson will sign them as a verification that they are a true and correct record
- 22.14. When minutes have been verified and signed as correct under Rule 22.13.1, they shall, until the contrary is proved, be evidence that:
- 22.14.1. The Annual General Meeting to which they relate was duly convened and held;
- 22.14.2. All proceedings recorded as having taken place at the Annual General Meeting did in fact take place thereat; and
- 22.14.3. All appointments or elections purporting to have been made at the Annual General Meeting have been validly made.

## 23. Special General Meetings

- 23.1. Special General Meetings are meetings of the Board of Management and the Members other than Annual General Meetings
- 23.2. The Board of Management can choose to convene a Special General Meeting and must convene a Special General Meeting if at least twenty (20) percent of the Members require a Special General Meeting to be convened.
- 23.2.1. The Members requiring a special general meeting to be convened must make the requirement by written notice given to the Chief Executive Officer stating in the notice the business to be considered at the meeting and signed by each Member making the request.



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- 23.2.2. The special general meeting must be convened by the Board of Management within twenty-eight (28) days after notice is given under Rule 23.2.1
  - 23.2.3. If the Board of Management does not convene a special general meeting within that 28-day period, then all or any one of the Members making the requirement may convene the Special General Meeting.
  - 23.2.4. A special general meeting convened by Members under Rule 23.2.3 must be held within 3 months after the date the original requirement was made and may only consider the business stated in the original notice
- 23.3. The Association must reimburse any reasonable expenses incurred by the Members convening a special general meeting under Rule 23.2.3
- 23.4. The Quorum, Voting and Minutes requirements (Rules 22.6 to 22.14) of a Special General Meeting are the same requirements as if that meeting were an Annual General Meeting

## 24. Special Resolutions

- 24.1. A Special Resolution of the Association is required to:
- 24.1.1. Amend the name of the Association;
  - 24.1.2. Amend the Rules, under rule 28;
  - 24.1.3. Affiliate the Association with another body;
  - 24.1.4. Transfer the incorporation of the Association;
  - 24.1.5. Amalgamate the Association with one or more other incorporated associations;
  - 24.1.6. Voluntarily wind up the association;
  - 24.1.7. Cancel incorporation; or
  - 24.1.8. Request that a statutory manager be appointed.
- 24.2. A Special Resolution must be moved at an Annual General Meeting or a Special General Meeting at which there is a quorum, and where notice of the Special Resolution has been given in accordance with Rule 24.3.
- 24.3. Notice of a meeting in which a Special Resolution is being proposed must:
- 24.3.1. Include the intention to propose a Special Resolution, and;
  - 24.3.2. Set out the wording of the proposed Special Resolution
- 24.4. A Special Resolution must be decided by a vote of not less than seventy-five (75) percent of the Members present, in person or by proxy, and eligible to cast a vote at the meeting.

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## MANAGEMENT PROCESSES

### 25. Resolving Disputes

- 25.1. This section applies to disputes between Members, or between one or more Members and the Association
- 25.2. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party
- 25.3. If the parties to a dispute are unable to resolve the dispute between themselves within the timeframe required by Rule 25.2, any party to the dispute may start the dispute resolution process by providing written notice to the Chief Executive Officer of the parties to the dispute and the nature of the dispute.
  - 25.3.1. Within twenty-eight (28) days of receiving notice the Chief Executive Officer will convene a meeting of the Nominations Committee and provide all parties with notice of the meeting that includes an opportunity to make verbal or written submissions about the dispute
  - 25.3.2. If the dispute is between one or more Members and the Association, and any party to the dispute notifies the Chief Executive Officer in writing that they do not agree to the dispute being determined by the Nominations Committee, and request the appointment of a mediator under Rule 26, then the Nominations Committee must not determine the dispute.
- 25.4. At a Nominations Committee meeting to determine a dispute, the Committee Members must give opportunity and consideration to all verbal and written presentations and determine the dispute
  - 25.4.1. The Nominations Committee will provide a written notice of the determination to all parties to the dispute within seven (7) days of the meeting
  - 25.4.2. A party to the dispute may give notice within fourteen (14) days of receipt of the Committees determination, requesting the appointment of a mediator under Rule 26

### 26. Mediation

- 26.1. A mediator must be appointed if requested under Rules 9.2.1, 25.3.2 or 25.4.2.
- 26.2. A mediator must be chosen by agreement of the following parties;
  - 26.2.1. If the appointment of a mediator was requested by a Member under Rule 9.2.1, then by agreement between the Member and Association
  - 26.2.2. If the appointment of a mediator was requested by a party to a dispute under Rule 25.3.2 or 25.4.2, then by agreement between the parties to the dispute
  - 26.2.3. If agreement cannot be reached in accordance with Rule 26.2 then the Association must appoint the mediator
  - 26.2.4. The mediator must not have a personal interest in the dispute or hold any bias in relation to any party in the mediation
- 26.3. The cost of mediation must be paid for by the parties that requested the mediation

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- 26.4. The parties to the mediation must provide written statements to the mediator seven (7 days) before the mediation and must attempt in good faith to resolve the matter in dispute at the mediation
  - 26.5. The mediator must give opportunity for all verbal and written presentations to be heard, ensure natural justice is given to the parties throughout the mediation and maintain the confidentiality of all information disclosed in the mediation process
  - 26.6. The mediator cannot determine the matter for the parties

## 27. Financial Management and Reporting

- 27.1. Perth Region NRM Inc. shall maintain financial records that correctly record and explain its financial transactions, position and performance, and allow true and fair financial statements to be prepared in accordance with Section 27.2 of the rules, and;
  - 27.1.1. All financial records will be retained for a minimum period of seven (7) years
- 27.2. Perth Region NRM Inc. shall within six months of the end of its financial year, prepare financial statements that give a true and fair view of the financial position and performance of the organisation and comply with accounting standards relevant to its size in accordance with Part 5 of the Act, including;
  - 27.2.1. Conducting an audit of the financial records of the Association in accordance with Part 5, Divisions 5, 6 and 7 of the Act if required by Part 5 of the Act
- 27.3. The Financial Report including any Auditors statement shall be presented to the Members at the Annual General Meeting following the end of the financial year for which the financial report relates

## 28. Rules

- 28.1. The Board of Management may propose to alter or rescind these Rules, or make Rules additional to these Rules, in accordance with the procedure referred to in Part 3, Division 2 of The Act.
- 28.2. These Rules bind every Member, and Board Director to the same extent as if every Member and Board Director had signed and sealed these Rules and agreed to be bound by all their provisions.
- 28.3. These Rules can only be changed by a Special Resolution passed by not less than seventy-five (75) percent of the Members present, in person or by proxy, and eligible to cast a vote at the Annual General Meeting or Special General Meeting for the same purpose.

## 29. Common Seal

- 29.1. Perth Region NRM Inc. shall have a common seal on which its corporate name shall appear in legible characters.
- 29.2. The common seal of Perth Region NRM Inc. shall only be used with the express authority of the Board of Management and every use of that common seal shall be recorded in the minutes
- 29.3. The affixing of the common seal of Perth Region NRM Inc. shall be executed by any two of the Chairperson, Deputy Chairperson or the Chief Executive Officer.

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29.4. The common seal shall be kept in the custody of the Chief Executive Officer or of such other person as the Board of Management from time to time decides.

## **30. Distribution of Surplus Property on Winding Up**

30.1. If, on the winding up or cancellation of the incorporation of Perth Region NRM Inc., any property of Perth Region NRM Inc. remains after satisfaction of its debts and liabilities and the costs, charges and expenses of the winding up;

30.1.1. That property may only be distributed to other associations incorporated under The Act with similar purposes to that of Perth Region NRM Inc. and which is not carried on for the profit or gain of its individual Members;

30.1.2. The distribution shall be recommended by the Board of Management within a distribution plan in accordance Section 129 of the Act and determined by an Absolute Majority Vote of Members.

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## PUBLIC FUND

### 31. Public Fund Rules

- 31.1. The objective of the fund is to support the Association's environmental purposes.
- 31.2. Members of the public can be invited to make gifts of money or property to the fund for the environmental purposes of the organisation.
- 31.3. Money from interest on donations, income derived from donated property, and money from the realization of such property is to be deposited into the fund.
- 31.4. A separate bank account must be operated to deposit money donated to the fund, including interest accruing thereon, and gifts to it must be kept separate from other funds of the Association.
- 31.5. Receipts are to be issued in the name of the fund and proper accounting records and procedures must be kept and used for the fund.
- 31.6. The fund will be operated on a not-for-profit basis.
- 31.7. A committee of management of no fewer than three persons will administer the fund.
- 31.8. The committee will be appointed by the Association. 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.

### 32. Environmental Organisation Public Fund Obligations

- 32.1. The Association must inform the Department responsible for the environment as soon as possible if:
  - 32.1.1. It changes its name or the name of its public fund; or
  - 32.1.2. There is any change to the Membership of the management committee of the public fund; or
  - 32.1.3. There has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.
- 32.2. The organisation 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.
- 32.3. 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.
- 32.4. 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.
- 32.5. 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

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32.6. An audited financial statement for the Association and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets