

PEEL-HARVEY CATCHMENT COUNCIL INCORPORATED

CONSTITUTION AND RULES

(AMENDED SEPTEMBER 2007)

1. Title

1.1. The name of the association is Peel-Harvey Catchment Council Incorporated or (Inc).

1.2. Shortened version is PHCC.

2. Definitions

2.1. In these rules, unless the contrary intention appears –

“Catchment” means the surface water drainage basin discharging into the Peel-Harvey estuary.

“Council” means Peel-Harvey Catchment Council (Inc).

“Financial Year” means the year ending 30 June in each year.

“Association” means Peel-Harvey Catchment Council (Inc).

“Government Agencies” or “Agency” means any public sector organization at local, state or federal level.

“Community Organisation” means any duly constituted catchment management group or conservation group within the catchment that are not-for-profit and whose objectives are compatible with PHCC.

“Bank” means any “bona fide” financial institution.

“the Act” means the Associations Incorporation Act 1987.

2.2. Words importing the male gender shall include the female gender and vice versa.

3. Objectives

The objectives of the Peel-Harvey Catchment Council are:

- 3.1. Inform, inspire and involve people in sustainable natural resource management (NRM) within the catchment.
- 3.2. Provide strategic direction for NRM within the catchment by facilitating a integrated NRM planning process, encouraging the implementation of the integrated NRM Plan, and monitoring and evaluating the Plan, the planning process and the outcomes of the Plan.
- 3.3. Provide leadership on NRM matters within the catchment and facilitate partnerships with the State and Commonwealth Governments to promote the sharing of responsibility for NRM with all levels of government.
- 3.4. Actively seek and promote support for the integrated NRM planning process and the integrated NRM Plan at all levels of government, community and industry.
- 3.5. Identify and seek resource opportunities for environmental improvement of the catchment and for organisations who undertake this role.
- 3.6. Coordinate the efficient allocation of resources for NRM across the catchment and assist agencies to target their actions to be compatible with catchment priorities.
- 3.7. Encourage institutional reform to achieve sustainable outcomes.
- 3.8. Support communication and information sharing to improve the co-ordination of NRM activities within the catchment.
- 3.9. Actively assist with implementation of any relevant regional NRM strategy.

4. Income and Profit

The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members except in good faith in the promotion of those objects or expenses incurred on behalf of the Association.

5. Powers

All powers of the Association shall be vested in the Council and shall include the following:

- 5.1. To acquire, hold, lease, deal with and dispose of any property both real and personal.
- 5.2. To appoint, employ or remove staff in order for the Association to meet its objectives.
- 5.3. To open, operate and close bank accounts.
- 5.4. To apply for and receive grants, loans or other monies from public or private sources.
- 5.5. To invest monies in any manner in which trust monies may be invested.

6. Membership

Membership shall be comprised of the following categories:

- Community Members
- Agency Members
- Local Government Members

6.1. Community Membership

6.1.1. There shall be not less than 7 nor more than 10 community members inclusive of office bearers

6.1.2. All community members shall hold office in a private capacity.

Foundation community members of the Association are:

- Jan Star
- Joe Varris
- Marilyn Gray
- Peter Leafe
- Andrew Gulliver
- Tony Hiscock
- Michelle Mullarkey
- Mark Angeloni
- Graham Elliott

6.1.3. Community members shall be selected after positions are advertised seeking nominations from applicants with the following skills:

- An interest and understanding of natural resource management.
- Knowledge of, or experience in, sustainable natural resource management practices.
- Good local knowledge of social, economic and environmental issues in the Peel-Harvey catchment.
- An ability to communicate and use community networks effectively.
- An ability to work co-operatively across a wide range of complex issues.
- Experience in co-ordinating and managing projects and/or business programs.

6.1.4. If there are insufficient community members, Council may co-opt a member from the community. A member so co-opted shall remain a member until the vacancy is filled through the selection process.

6.1.5. A selection committee comprising representatives from the Department of Environment Water and Catchment Protection, Department of Agriculture and an independent community member shall make a recommendation to Council for their consideration and final decision.

6.1.6. Members shall not be subject to subscription fees.

6.1.7. A member shall cease to be a member if that member –

- 6.1.7.1. is absent for three consecutive meetings without obtaining leave of absence; or
- 6.1.7.2. resigns; or
- 6.1.7.3. is declared bankrupt; or
- 6.1.7.4. is convicted of any criminal offence; or

6.1.7.5. does any such thing that in the opinion of 75% of Council members is detrimental to the Association; or

6.1.7.6. dies.

6.1.8. The term of community membership of the Council shall be 4 years but members shall be eligible for re-appointment.

6.1.9. In the first term after incorporation half, if membership is an even number, shall retire at 2 years, or half +1 if an uneven number will retire at 2 years, but shall be eligible for re-appointment. Members so retiring may volunteer to do so. If not enough volunteers, the remainder to make up the required number shall be by ballot.

6.2. Agency Membership

6.2.1. Any agency with Natural Resource Management responsibilities as defined by the State shall be invited to nominate a representative for membership on council, as will the Peel Development Commission.

6.2.2. Agency membership shall be confirmed at annual meetings.

6.3. Local Government Membership

Local Governments fully or substantially located within the catchment shall be invited to nominate representatives for membership on Council. Two Local Government representatives shall be appointed; when possible there shall be one representative from the coastal areas and one from the inland wheatbelt area of the catchment.

7. Management

7.1. The affairs of the Association shall be managed by Council

7.2. The Council may delegate, by resolution, to one or more sub-committees (consisting of such member or members of the association, or persons, as the Council thinks fit) the exercise of such functions of the Council as are specified in the delegation other than-

(a) the power of delegation; and

(b) a function which is a duty imposed on the Council by the Act or any other law.

7.3. Any delegation under sub-rule (7.2) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Council may continue to exercise any function delegated.

7.4. The Council may, by resolution, revoke wholly or in part any delegation under sub-rule (7.2).

7.5. Office bearers consisting of:

7.5.1. Chairman

7.5.2. Deputy Chairman

7.5.3. Secretary

7.5.4. Treasurer

shall be elected at the annual meeting of the Association or, if a casual vacancy occurs within 3 months of the annual meeting, Council may appoint a replacement, otherwise an election to fill the vacancy shall take place at the next meeting.

7.6. The positions of Secretary and Treasurer may be combined.

8. Chairman

8.1. The chairman shall preside at all meetings of the Association.

8.2. In the absence of the Chairman, the Deputy Chairman shall preside.

8.3. In the absence of both the Chairman and the Deputy Chairman a member elected by the other members present shall preside.

8.4. The Chairman will prepare an annual report, in writing, to be presented at the Annual Meeting.

9. Secretary

The secretary shall -

9.1. Co-ordinate the correspondence of the Association;

9.2. Keep full and correct minutes of the proceedings of Council;

9.3. Have custody of all books, documents, records and registers of the Association; other than those required to be kept and maintained by the treasurer;

9.4. Keep and maintain a register of members and their term of office.

10. Treasurer

The treasurer shall be responsible for -

10.1. The receipt of all moneys paid to or received on behalf of the Association;

10.2. The payment of all monies referred to in paragraph 10.1 into such account or accounts of the Association as the Council may from time to time direct;

10.3. Payments from the funds of the Association with the authority of a Council meeting;

10.4. The custody of all securities, books and documents of a financial nature and the accounting records of the Association.

11. Meetings

11.1. There shall be a minimum of 6 meetings annually set yearly in advance by Council.

11.2. The date of the following meeting may be reviewed at any meeting in progress.

11.3. The Secretary must provide members not less than 7 days notice of a general meeting. That notice shall include:

11.3.1. The date, time and venue of the meeting; and

11.3.2. The intended particulars and order in which business is to be transacted (i.e. the agenda).

11.3.3. The secretary shall provide this notice by electronic mail, by post, or in person to the address or contact details included in the register of members and shall take that notice as being received unless indication to the contrary is provided.

11.4. The matters to be considered at a general meeting of the Association or the order in which these matters are to be considered can be altered at any stage by the Chairman with the agreement of the majority of the members present.

12. Annual Meeting

12.1. The Annual Meeting shall be held in October.

12.2. The specific date, time and venue of the Annual Meeting shall be confirmed at the last General Meeting prior to the Annual Meeting.

12.3. The Secretary must provide members not less than 7 days notice of the Annual Meeting. That notice shall include:

12.3.1. The date, time and venue of the meeting; and

12.3.2. The particulars and intended order in which business is to be transacted (i.e. the agenda).

12.3.3. The secretary shall provide this notice by electronic mail, by post, or in person to the address or contact details included in the register of members and shall take that notice as being received unless indication to the contrary is provided.

12.4. The business of the annual meeting shall be –

12.4.1. To receive and adopt the chairman's report

12.4.2. Presentation of financial statements

12.4.3. Election of office bearers

12.4.4. Appointment of an auditor for the forthcoming year

12.4.5. Review of agency members

12.4.6. Other business usually conducted at an ordinary meeting.

13. Voting

13.1. Each member attending is entitled to one vote.

13.2. The chairman is entitled to a deliberative and a casting vote.

13.3. A member (in this rule called "the appointing member") may appoint in writing another current member of the Council to be the proxy of the appointing member and to vote on behalf of the appointing member at any general meeting.

14. Quorum

14.1. A quorum for any meeting shall be 50% of members plus 1.

15. Minutes of meetings of the Association

- 15.1. The Secretary must ensure proper minutes of all annual meetings, general meetings and sub-committee meetings are recorded.
- 15.2. The Chairperson must ensure that the minutes taken of an annual or general meeting or sub-committee meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the meeting to which those minutes relate or by the Chairperson of the next succeeding corresponding meeting.
- 15.3. When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
 - 15.3.1. the meeting to which they relate was duly convened and held; and
 - 15.3.2. all proceedings recorded as having taken place at the meeting did in fact take place at the meeting.

16. Constitution and Rules

- 16.1. The Association may alter, rescind or add to these rules providing every member is notified in writing at least one month in advance of the meeting at which any change is to be debated.
- 16.2. Any change to the rules of the Association must be passed by a majority of at least 75% of members.
- 16.3. These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

17. Common Seal of the Association

- 17.1. The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 17.2. The common seal of the Association shall not be used without the express authority of Council and every use of the common seal shall be recorded in the minutes.
- 17.3. The affixing of the common seal of the Association shall be witnessed by any two of the chairman, the secretary and the treasurer.
- 17.4. The common seal of the Association shall be kept in the custody of the secretary or such other person as the Council from time to time decides.

18. Inspection of Records

A member may at any reasonable time inspect without charge, the books, documents, records and securities of the Association.

19. Winding up of the Association

19.1. If upon the winding up of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be distributed among the members but shall be given or transferred -

19.1.1. to another association incorporated under the Act that has similar objects to this Association and which is exempt from income tax; or

19.1.2. for charitable purposes.

19.2. In the event of the winding up of the Association, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of dissolution.