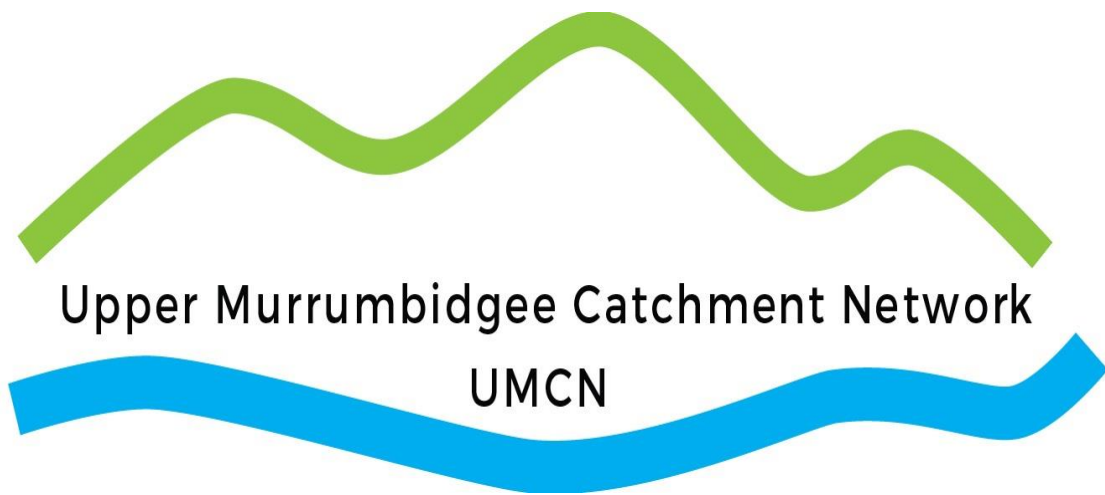


Constitution of the Upper Murrumbidgee Catchment Network Incorporated

Under the *Associations Incorporation Act 2009*



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Part 1 - Preliminary

1. Definitions

(1) In this constitution:

The name of the association shall be the ***Upper Murrumbidgee Catchment Network Incorporated*** (UMCN). Referred to in these rules as “the association”.

Director-General means the Director-General of the NSW Department of Finance and Services or its successors.

Executive committee member means a member of the executive committee of the association including office-bearers.

Secretary means:

(a) the person holding office under this constitution as secretary of the association, or

(b) if no such person holds that office - the public officer of the association.

special general meeting means a meeting of the association other than an annual general meeting or general meeting.

the Act means the Associations Incorporation Act 2009.

the Regulation means the Associations Incorporation Regulation 2010.

(2) In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 Objectives

2. The objectives of the association shall be to:

- a) Provide a not for profit forum through which the Upper Murrumbidgee Catchment (UMC) community can work to ensure that its natural resources are managed on an ecologically sustainable basis.
- b) Encourage the development and dissemination of best available information supporting the management of natural resources.
- c) Provide input and advice to the formulation and review of natural resource management (NRM) policy, plans and strategies proposed by government, business and community groups.
- d) Facilitate education, public awareness, and communication of catchment management and natural resource management issues.
- e) Promote the coordination of community initiatives in developing project and funding proposals.
- f) Develop and sponsor NRM projects and investment proposals.
- g) Contribute to the monitoring and evaluation of NRM initiatives in the UMC.
- h) Develop resources to deliver NRM outcomes.

Part 3 - Membership

3. Membership

- a) Membership is open to organisations that have a direct involvement in natural resource management in the Upper Murrumbidgee Catchment and to individuals whose skills and knowledge would enhance the operations of the association. Member organisations may be drawn from: local government authorities, Landcare networks, regional non government conservation and land management organisations, State and Territory government agencies and advisory bodies, service providers, regional business organisations, regional Aboriginal Land Councils, and other organisations deemed appropriate by the executive committee from time to time.
- b) Individuals and organisations wishing to become members of the association shall apply to the executive committee for membership.
- c) The association shall determine at a general meeting whether or not to accept an application for membership.
- d) In deciding on an application for membership, the association shall take into account the balance of interests represented in the association at that time.
- e) A register of members shall be kept by the association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- f) Membership fees shall fall due on the first day of each financial year of the association.

- g) The geographical boundary of the organisation is defined as the area of the upper catchment of the Murrumbidgee River above the Burrinjuck Dam wall. A map of the catchment is at Appendix A.

4. Cessation of membership

- (1) Membership shall cease upon resignation in writing, expulsion, or failure to pay outstanding membership fees within six months of the due date, subject to a contrary decision by the executive committee.

5. Register of members

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
- (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

6. Fees and subscriptions

- (1) A member of the association must pay to the association an annual membership fee determined by the membership.

7. Members' liabilities

- (1) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 6.
- (2) If upon winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property, assets or monies whatsoever, the same shall not be paid or distributed to members of the Association, co-opted or appointed members or any individual community members, but shall be given or transferred to some other community Landcare group or groups with objects of the same intent to those of the Association, or to

some charitable community organisation or organisations situated in the catchment and that prohibits the distribution of its, or their, income and property among its members. Such organisations are to be determined by the Association at or before the time of dissolution and insofar as effect cannot be given to such provision then to some charitable object.

8. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

9. Disciplining of members

- (1) A complaint may be made to the executive committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The executive committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the executive committee decides to deal with the complaint, the executive committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the executive committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The executive committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the executive committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the executive committee for having taken that action and of the member's right of appeal under clause 10.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 10, whichever is the later.

10. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the executive committee under clause 9, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the executive committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the executive committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 4 - The executive committee

11. Powers of the executive committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the executive committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the executive committee to be necessary or desirable for the proper management of the affairs of the association.

12. Composition and membership of executive committee

- (1) The executive committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) at least one ordinary committee member, each of whom is to be elected at the annual general meeting of the association under clause 13.
- (2) The total number of executive committee members is to be at least four.
- (3) The office-bearers of the association are as follows:
 - (a) the chairperson,
 - (b) the treasurer,
 - (c) the secretary.
- (4) An executive committee member may hold up to two offices.
- (5) Each member of the executive committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

13. Election of executive committee members

- (1) The members of the executive committee shall be elected from members of the association at each annual general meeting.
- (2) The Executive Committee shall be capable of coopting additional members to the committee, subject to ratification by an ordinary meeting of the UMCCC.

14. Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the executive committee, and
 - (b) the names of members (including the executive committee) present at an executive committee meeting or a general meeting and
 - (c) all proceedings at executive committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

15. Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

16. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the executive committee, the executive committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the executive committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) becomes an insolvent under administration within the meaning of the **Corporations Act 2001** of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 17 or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the executive committee from 3 consecutive meetings of the executive committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the **Corporations Act 2001** of the Commonwealth.

17. Removal of executive committee members

- (1) The association in general meeting may by resolution remove any member of the executive committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the executive committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or chairperson (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the chairperson may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

18. Executive committee meetings and quorum

- (1) The executive committee must meet at least 4 times in each period of 12 months at such place and time as the executive committee may determine.
- (2) Additional meetings of the executive committee may be convened by the chairperson or by any member of the executive committee.
- (3) Oral or written notice of a meeting of the executive committee must be given by the secretary to each member of the executive committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the executive committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the executive committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the executive committee constitute a quorum for the transaction of the business of a meeting of the executive committee.
- (6) No business is to be transacted by the executive committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the executive committee if the chairperson is absent or unwilling to act, one of the remaining members of the executive committee as may be chosen by the members present at the executive meeting is to preside.

19. Voting and decisions

- (1) Questions arising at a meeting of the executive committee are to be determined by a majority of the votes of members of the executive committee present at the meeting.
- (2) Each member present at a meeting of the executive committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 18 (5), the executive committee may act despite any vacancy on the executive committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the executive committee is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the executive committee.

Part 5 - General meetings

20. General meetings – holding of

The association will hold general meetings at least five times a year.

21. Annual general meetings - holding of

The association must hold its annual general meetings:

- (a) within 6 months after the close of the association's financial year, or
- (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

22. Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 21, to be convened on such date and at such place and time as the executive committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the executive committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary executive committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

23. Special general meetings - calling of

- (1) The executive committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The executive committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the executive committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the executive committee.

24. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 7 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

25. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

26. Presiding member

- (1) If the chairperson is absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

27. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at 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 general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

28. Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by a show of hands.
- (2) A declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or 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.

29. Special resolutions

- (1) A special resolution may only be passed by the association in accordance with section 39 of the Act.

30. Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

31. Proxy votes not permitted

- (1) Proxy voting must not be undertaken at or in respect of a general meeting.

Part 6 – Miscellaneous

32. Insurance

- (1) The association shall effect and maintain public liability insurance together with any other insurance which may be required by law or regarded as necessary by the association.

33. Funds - source

- (1) The funds of the association shall be derived from the fees of members, donations, grants from funding bodies and such other sources approved by the association.

34. Funds - management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) The Treasurer shall ensure that all money received by the association is paid into an account in the association's name.
- (3) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (4) The association will, as soon as practicable after receiving any money, issue an appropriate receipt upon request of the payee.
- (5) Payments by the association shall be made through an electronic banking system, by credit card, by cash or by cheque, to a predetermined limit, above which two signatures are required. Payment limits shall be determined by the executive committee from time to time. Major or unusual expenditures shall be authorised in advance by the executive committee or a general meeting.

35. Change of name, objects and constitution

- (1) An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

36 Custody of books etc

- (1) Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

37. Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all executive committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

38. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

39. Financial year

- (1) The financial year of the association is from 1 July to 30 June.

The upper Murrumbidgee catchment

