

CONSTITUTION OF THE MITCHELL RIVER WATERSHED MANAGEMENT GROUP INC.

ABN 59 729 817 521

1. DEFINITIONS

- 1.1 A word or expression that is not defined in these Rules but is defined in The Groups Incorporation Act 1981 has, if the context permits, the meaning given by the Act.

2. NAME

- 2.1 The name of the incorporated Group shall be the Mitchell River Watershed Management Group Incorporated, hereinafter described as 'The Group'.

3. OBJECTS

- 3.1 The objects for which The Group is established are:
- a) The protection and enhancement of the Mitchell River Catchment;
 - b) the provision of information or education;
 - c) the carrying on of research;
 - d) the identification of catchment stakeholders and issues;
 - e) advocacy for open and appropriate land management and planning;
 - f) recognition and respect of cultural heritage;
 - g) encouragement of sustainable use of resources within their capability;
 - h) identification of impacts of resource use;
 - i) promotion of restoration of degraded areas;
 - j) advocacy of self maintaining populations of native species;
 - k) consideration of socio-economic factors that apply within the Mitchell River catchment;
 - l) management of plant and animals pests.
 - m) involvement of the catchment community;

4. POWERS

The powers of The Group are:-

- 4.1 To subscribe to, become a member of, and co-operate with any other Group, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of The Group provided that The Group shall not subscribe to or support with its funds any club, Group or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on The Group under or by virtue of Rule 27.
- 4.2 In furtherance of the objects of The Group to buy, sell and deal in all kinds of articles, commodities and provisions both liquid and solid, for the members of The Group or persons frequenting The Group's premises.
- 4.3 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with. any of the objects of The Group: provided that in case The Group shall take or hold any property which may be subject to any trusts, The Group shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 4.4 To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of The Group to obtain from any such Government or Authority any rights, privileges and concessions which The Group may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 4.5 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of The Group.
- 4.6 To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing, or assisting to place, or guaranteeing the placing of any unsecured notes, debentures or other securities of The Group, or in or about The Group, or promotion of The Group, or in the furtherance of its objects.

- 4.7 To construct, improve, maintain, develop, work, manage, carry out, alter or control any buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance The Group's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- 4.8 To invest and deal with the money of The Group not immediately required in such manner as may from time to time be thought fit.
- 4.9 To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of The Group's property or assets present or future and to purchase, redeem or pay-off any such securities.
- 4.10 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 4.11 In furtherance of the objects of The Group, to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of The Group.
- 4.12 To take any gift of property whether subject to any special trust or not, for any one or more of the objects of The Group but subject always to the proviso in Rule 27.
- 4.13 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of The Group, in the shape of donations, annual subscriptions or otherwise.
- 4.14 To print and publish any newspapers, periodicals, books or leaflets that The Group may think desirable for the promotion of its objects.
- 4.16 In furtherance of the objects of The Group to amalgamate with any one or more incorporated Groups having objects altogether or in part similar to those of the Group and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon The Group under or by virtue of Rule 27.
- 4.17 In furtherance of the objects of The Group to transfer all or any part of the property, assets, liabilities and engagements of The Group to any one or more of the incorporated Groups with which The Group is authorised to amalgamate.
- 4.18 To make donations for patriotic, charitable or community purposes.
- 4.19 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of The Group.

5. CLASSES OF MEMBERS

- 5.1 The membership of The Group shall consist of the following classes of members:
- (a) Ordinary Members,
 - (b) Life Members,
 - (c) Special Members,
 - (d) Associate Members, and
 - (e) Corporate Members.
- 5.2 Ordinary Members, Life Members and Corporate Members shall be entitled to exercise one vote each at General Meetings of the Group.
- 5.3 The numbers of all classes of members shall be unlimited.
- 5.4 Ordinary Membership shall be open to all interested parties.
- 5.5 Life Membership may be granted to members who have made a significant contribution to The Group over time.

- 5.6 Special Membership may be granted to individuals or organizations who may have interests and/or powers relevant to the objectives of The Group. These organizations include State and Federal government departments and Local Government Councils of local authority areas that are wholly or partly within the Mitchell River catchment.
- 5.8 Associate Membership may be granted to any other person who in the opinion of The Group may have a particular skill, interest or other attribute relevant to sustainable catchment management or who may be asked to join The Group for a specific period of time or task (after such time, or task, Associate Membership shall cease).
- 5.9 Corporate Membership shall be open to incorporated entities.

6. MEMBERSHIP APPLICATION

- 6.1 The application for membership shall be made in writing, signed by the applicant and proposer and seconder and shall be in such form as the Executive Committee shall from time to time prescribe.
- 6.2 Proposer and seconder must be current financial members of the Group.

7. MEMBERSHIP FEES

- 7.1 The membership fees for each class of membership shall be such sum as the members shall from time to time at any General Meeting so determine.
- 7.2 The membership fees for each class of membership shall be payable at such time and in such manner as the Executive Committee shall from time to time determine.
- 7.3 At the end of each financial year The Treasurer shall cause to be issued to all members whose membership has expired in that year a notice advising them of that fact.

8. ADMISSION AND REJECTION OF MEMBERS

- 8.1 At the next meeting of the Executive Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Executive Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- 8.2 Any applicant who receives a majority of the votes of the members of the Executive Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- 8.3 Upon acceptance or rejection of an application for a class of membership the Secretary shall forthwith give the applicant notice in writing either by letter or email of such acceptance or rejection.

9. TERMINATION OF MEMBERSHIP

- 9.1 A member may resign from The Group at any time by notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect from that later date.
- 9.2 If a member is in arrears after two months then the Secretary shall issue a notice of arrears requesting payment within 14 days.
- 9.3 If a member:-
- a) is convicted of an indictable offence; or
 - b) fails to comply with any of the provisions of these Rules; or
 - c) has membership fees in arrears for a period of three months or more; or
 - d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of The Group:

the Executive Committee shall consider whether his or her membership shall be terminated.

- 9.4 If the Executive Committee decides that the membership should be terminated the Secretary shall so advise the member in writing or by email.

10 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 10.1 A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of his or her intention to appeal against the decision of the Executive Committee.
- 10.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene within three months of the date of receipt of such notice a General Meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his or her case and the Executive Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.
- 10.3 Where a person whose application is rejected does not appeal against the decision of the Committee within the time prescribed by these Rules, or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid upon application or, where the membership has been terminated, a refund calculated as a proportion of the fee paid.

11 REGISTER OF MEMBERS

- 11.1 The Executive Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of The Group and dates of their admission.
- 11.2 Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Executive Committee or members at any General Meeting may require from time to time.
- 11.3 The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.
- 11.4 The Register shall not be available to non-members and may not be used by any person for advertising, political, religious, charitable, or commercial purposes.

12. SECRETARY

- 12.1 The Secretary must be an individual residing in north Queensland who is a financial member of The Group elected by the members as a member of the Executive Committee.

13. MEMBERSHIP OF THE EXECUTIVE COMMITTEE

- 13.1. The Executive Committee shall be elected by the members and shall consist of four officers:-
- a) The Chair;
 - b) The Vice-chair;
 - c) The Treasurer;
 - d) The Secretary;

and such other members as The Group in General Meeting shall decide.

- 13.2 A member of the Executive Committee must be a financial member of The Group.
- 13.3. At each Annual General Meeting of The Group all the members of the Executive Committee shall retire from office, but shall be eligible upon nomination for re-election.
- 13.4 Election of the officers and members of the Executive Committee shall take place in the following manner:
- a) Any two members of The Group may nominate and second any other member to serve as an officer or a member of the Executive Committee. The nomination must be in writing and signed by the nominee and the member who nominated him or her, must specify the position to which the member has been nominated, and must be given to the Secretary before the General Meeting at which the election is to take place.
 - b) The nominee and both nominors must be financial members of the Group.
 - c) When the election is scheduled at the Annual General Meeting the Chair will appoint from among those present a Supervisor to supervise the election of the Chair and shall declare all positions on the Executive Committee vacant.

- d) The Supervisor shall read out the nominations already received for the position of Chair and shall call for further nominations from the floor.
- e) Should there be more than one nomination for the position of Chair the Supervisor shall schedule a ballot and shall appoint two members present to be Scrutineers.
- f) The Scrutineers shall distribute blank ballot papers to all members present and eligible to vote.
- g) Members shall write the name of their chosen candidate on the ballot paper, together with the number of proxies that they hold, if any.
- h) The Scrutineers shall collect the ballot papers when voting is complete; shall count the votes received for each candidate, including those voted by proxy, ensuring that the number of proxies declared agree with those registered prior to the meeting; and shall report the result to the Supervisor.
- i) The Supervisor shall declare the result to the meeting and hand the conduct of the meeting to the newly elected Chair.
- j) The Chair shall then conduct the election of the other officers of the Committee by a procedure the same as that set out for the election of the Chair.
- k) A motion to set the number of additional members of the Executive Committee shall be called for and the Chair shall supervise the vote.
- l) The Chair shall then read out any nominations already received for membership of the Committee and call for any additional nominations from the floor.
- m) In the event that total nominations exceed the number of positions available a ballot shall be conducted in a similar manner to that set out for the election of officers of the Committee.

13.5 A member of the Executive Committee may resign from membership of the Executive Committee at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

13.6. A member of the Executive Committee may be removed from office at a General Meeting of The Group where that member shall be given the opportunity to fully present his or her case. The question of removal shall be determined by the vote of the members present at such a General Meeting.

13.7 If a member of the Executive Committee or a Sub-committee is absent for three (3) consecutive meetings of the Committee that member shall be deemed to have resigned from the Executive Committee or Sub-committee.

13.8 If a member is deemed to have resigned pursuant to sub-clause 13.7 the member may request a meeting with the Chair to discuss the deemed resignation and upon a recommendation from the Chair the Executive may agree that the member be reinstated to the Executive Committee or the relevant Sub-committee.

14. VACANCIES ON THE EXECUTIVE COMMITTEE

14.1 The Executive Committee shall have power at any time to appoint any member of The Group to fill any casual vacancy on the Executive Committee until the next Annual General Meeting.

14.2 The continuing members of the Executive Committee may continue to act despite a casual vacancy on the Executive Committee.

14.3. However if the number of Committee members is less than the number fixed under these Rules as a quorum of the Executive Committee, the continuing members may act only to:-

- a) increase the number of Executive Committee members to the number required for a quorum; or
- b) call a General Meeting of The Group.

15. FUNCTIONS OF THE EXECUTIVE COMMITTEE

15.1 Except as otherwise provided by these Rules and subject to resolutions of the members of The Group carried at any General Meeting, the Executive Committee:

- a) has the general control and management of the administration of the affairs, property and funds of The Group; and
- b) has the authority to interpret the meaning of these Rules and any matter relating to The Group on which these Rules are silent.

15.2 The Executive Committee may exercise all the powers of The Group:-

- a) to borrow or raise or secure the payment of money in such manner as the members of The Group may think fit and secure the same or the payment of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by The Group in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of The Group's property, both present and future, and to purchase, redeem or pay off any such securities;
- b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of The Group, and to provide and pay off any such securities;
- c) to invest in such manner as the members of The Group may from time to time determine.

16. MEETINGS OF THE EXECUTIVE COMMITTEE

- 16.1 A date for the first meeting of the newly elected Executive Committee shall be set by the Committee members following their election at the Annual General Meeting. The Executive Committee shall meet thereafter not less than once every three calendar months to exercise its functions. The meetings may be conducted face to face or by telephone, radio or other form of instantaneous audio or audio and visual communication or as determined by the Committee, providing that the following conditions are met;
- a) that each of the Committee members taking part is linked by telephone, radio, or other form of instantaneous audio or visual communication and is throughout the meeting able to hear each of the other committee members taking part;
 - b) that at the commencement of the meeting each member acknowledges his or her presence to all the other members taking part; and
 - c) that if the Secretary is not part of the meeting one of the Committee members present takes minutes of the meeting.
- 16.2 A Special Meeting of the Executive Committee shall be convened by the Secretary on the requisition in writing signed by not less than one third of the members of the Executive Committee, which requisition shall clearly state the reasons why such a Special Meeting is being convened and the nature of the business to be transacted at the meeting.
- 16.3 At every meeting of the Executive Committee a simple majority of a number equal to the number of members elected and/or appointed to the Executive Committee as at the close of the last General Meeting of the members shall constitute a quorum.
- 16.4 Subject as previously provided in this Rule, the Executive Committee may meet together and regulate its proceedings as it thinks fit; including conducting business via e-mail provided that questions arising at any meeting of the Executive Committee shall be decided by a majority of votes and in all cases of equality of votes the question shall be deemed to be decided in the negative. A written resolution signed by each member of the Executive Committee for the time being entitled to receive a notice of a Committee meeting is as valid and effectual as if it had been passed at a Committee meeting that was properly called and held. A resolution may consist of several documents of like form, each signed by one or more members of the committee.
- 16.5 A member of the Executive Committee shall not vote in respect of any contract or proposed contract with The Group in which he or she is interested, or any matter arising thereout, and if he does so vote his or her vote shall not be counted.
- 16.6 Not less than fourteen day's notice shall be given by the Secretary to members of the Executive Committee of any special meeting of the Executive Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 16.7 The Chair shall preside at every meeting of the Executive Committee, or if there is no Chair, or if at any meeting the Chair is not present within ten minutes after the time appointed for the holding of the meeting the Vice-Chair shall preside and if the Vice-Chair is absent those present shall appoint a Chair.
- 16.8 If within half an hour from the time appointed for the commencement of an Executive Committee meeting a quorum is not present the meeting, if convened upon the requisition of the members of the Executive Committee shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and such other time and place as the Executive Committee may determine, and at the adjourned meeting if a quorum is not present within half an hour from the time appointed for the meeting the meeting shall lapse.

- 16.9 All acts done by any meeting of the Executive Committee or of a sub-committee or by any person acting as a member of the Executive Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Executive Committee or person acting as aforesaid, or that members of the Executive Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Committee.
- 16.10 A resolution in writing signed by all members of the Executive Committee for the time being entitled to receive a notice of a meeting of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the executive Committee duly convened and held. Any such resolution may consist of several documents in like form, each one signed by one or more members of the Executive Committee.

17 DELEGATION OF EXECUTIVE POWERS

- 17.1 The Executive Committee may delegate the whole or part of its powers to a sub-committee. Appointees need not be members of The Group. Committees may be appointed as standing or ad hoc committees.
- 17.2 A sub-committee may only exercise delegated powers in the way the Executive Committee decides.
- 17.3 A sub-committee may elect a chairperson of its meetings. If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for the meeting the members present may choose one of their number to be the chairperson of the meeting.
- 17.4 A sub-committee may meet and adjourn as it considers appropriate.
- 17.5 A question arising at a sub-committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal the question is decided in the negative.
- 17.6 The Chair of the Executive Committee shall be *ex officio* a member of all Sub-committees and shall be entitled to assume the Chair of any Sub-committee.

18. ANNUAL GENERAL AND GENERAL MEETINGS

- 18.1 The Annual General Meeting of The Group must be held within 6 months after the end of The Group's previous financial year.
- 18.2 The business conducted at each Annual General Meeting shall be:-
- a) to receive a report on the activities of the preceding year;
 - b) the presentation and consideration of income and expenditure, assets, liabilities and mortgages and securities affecting the property of The Group for the last financial year;
 - c) the presentation of the insurance arrangements of The Group;
 - d) the presentation of the auditor's report on the financial affairs of The Group for the previous financial year;
 - e) the election of members of the Executive Committee for the forthcoming year;
 - f) the appointment of an Auditor for the forthcoming year; and
 - g) any other business placed on the notice to the membership of the forthcoming Annual General Meeting.
- 18.3 The Secretary shall call a Special General Meeting:-
- a) when directed to do so by the Executive Committee; or
 - b) when given a written request by at least one third of the members of The Group presently on the Executive Committee; or
 - c) when given a request by at least the number of Ordinary and Life Members equal to double the number plus one (1) of the members of the Executive Committee; or
 - d) on being given a notice in writing of an intention to appeal against the decision of the Executive Committee to reject an application for membership or to terminate the membership of any person.
- 18.4 A request mentioned in sub-section (3) of this clause must state:
- a) why the Special General Meeting is being called; and
 - b) the business to be conducted at the meeting.

- 18.5 At any General Meeting a quorum shall be deemed to be present when the number of members present in person and eligible to vote is greater than double the number of members of the Executive Committee as determined at the previous Annual General Meeting plus one (1).
- 18.6 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. If a quorum is not present within thirty minutes after the time fixed for a General Meeting called at the request of the members of the Executive Committee or The Group the meeting shall lapse.
- 18.7 The Chairperson may, with the consent of the meeting at which a quorum is present (and if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of the original meeting.
- 18.8 The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 18.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for a General Meeting.
- 18.10 If asked by a member of The Group, the Secretary must, within 28 days after the request is made:-
- (a) make the Minute Book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.

The Group may require the member to pay the reasonable costs of providing copies of the minutes.

19. NOTICE OF GENERAL MEETING

- 19.1 The Secretary, at the direction of the Executive Committee or at the request of one quarter (25%) of the current financial members shall call a General Meeting of The Group.
- 19.2 The Secretary must give at least 14 days notice of the meeting to each Group member.
- 19.3 The Executive Committee shall decide the form in which notice shall be given provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his or her membership by the Executive Committee shall be given in writing.
- 19.4 A notice of a General Meeting must state the business to be conducted at the meeting.

20. PROCEDURE AT GENERAL MEETING

- 20.1 Unless otherwise provided by these Rules, at every General Meeting the conditions below will apply.
- a) The Chair shall preside, or if there is no Chair, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chair shall preside as Chairperson; or if the Vice Chair is not present or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting.
 - b) If any member believes that a motion under consideration at the meeting involves a conflict of interest between the Group and a Corporate Member that member shall request the Chair to place the issue before the meeting for determination by the membership. If the meeting resolves that there is a conflict of interest employees of the corporation shall not be permitted to exercise a personal vote on the said motion.
 - c) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner, and shall be responsible for deciding questions of meeting procedure.
 - d) Every question, matter or resolution shall be decided by a majority of votes of the members present.
 - e) Each member present and entitled to vote is entitled to one vote only and in the case of an equality of votes the chairperson shall have a second or casting vote: provided that no member shall be entitled to vote at any General Meeting if his/her annual subscription is in arrears at the date of the meeting.
 - f) Voting shall be by show of hands or a division of members, unless not less than twenty percent of members present demand a ballot in which event there shall be a secret ballot. The chairperson shall appoint two members to conduct the secret ballot in the way the chairperson decides and the result of the ballot as declared by the chairperson shall be taken to be a resolution of the meeting at which the ballot was held.

- g) A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
- h) An instrument appointing a proxy must be in writing and if the appointor is an individual signed by the appointor or the appointor's attorney properly authorised in writing or if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised.
- i) A proxy may be a member of The Group or another person.
- j) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- k) The instrument appointing a proxy must be in the form set out in Schedule 1.
- l) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

20.2 The Secretary must ensure that full and accurate minutes of all question, matters, resolutions, and other proceedings of each Executive Committee Meeting and General Meeting are entered on a Minutes Register; and must ensure that the Minutes Register for each Executive and General Meeting is open for inspection at all reasonable times by any financial member who previously applies to the Secretary for the inspection.

20.3 To ensure the accuracy of the minutes recorded pursuant to Sub-section 20.2:

- a) the minutes of each Executive Committee meeting must be signed by the chairperson of that meeting or the chairperson of the next Executive Committee meeting following verifying their accuracy; and
- b) the minutes of each General Meeting must be signed by the chairperson of that meeting or the chairperson of the next General Meeting following verifying their accuracy.

21. BY-LAWS

21.1 The Executive Committee may, from time to time, make, amend or repeal by-laws not inconsistent with these Rules for the internal management of The Group. Any by-law may be set aside by a vote of members at a General Meeting of members.

22. ALTERATION OF RULES

22.1 Subject to the provisions of The Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to by a Special Resolution carried by not less than two thirds of members present and entitled to vote at any General Meeting. However an amendment repeal or addition is valid only if it is registered by the Chief Executive and approved by the Office of Fair Trading.

23. COMMON SEAL

23.1 The Executive Committee must ensure The Group has a Common Seal and ensure its safe custody. The Common Seal shall only be used by the authority of the Executive Committee and every instrument to which the seal is affixed shall be signed by a member of the Executive Committee and shall be countersigned by the Secretary or by a second member of the Executive Committee or by some other person appointed by the Executive Committee for the purpose.

24. FUND AND ACCOUNTS

24.1 The funds of The Group shall be banked in the name of The Group in such bank as the Executive Committee may from time to time direct.

24.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of The Group and the particulars usually shown in books of a like nature.

24.3 All monies shall be banked as soon as practicable after receipt thereof.

24.4 All amounts of fifty dollars or over payable by The Group shall be paid by cheque, Credit Card or Net Banking. Cheques must be signed by any two of the Chair, Secretary, Vice-Chair, Treasurer, or other member authorised from time to time by the Executive Committee to sign cheques or make payments on the Group's behalf, and shall be supported by some document which clearly indicates the purpose of the payment.

24.5 Cheques shall be crossed 'not negotiable', except those in payment of wages, allowances or petty cash recoupment which may be open.

- 24.6 The Executive Committee shall determine the amount of petty cash to be kept which shall be kept on the imprest system.
- 24.7 All expenditure shall be approved or ratified by the Executive Committee.
- 24.8 As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:
- a) the income and expenditure for the financial year just ended: and
 - b) the assets and liabilities and of all mortgages, charges and securities affecting the property of The Group at the close of that year.
- 24.9 All such statements shall be examined by the Auditor who shall present his or her report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- 24.10 The income and property of The Group whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of The Group: provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by him/her to The Group or other person in return for any services actually rendered to The Group provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by The Group or reasonable and proper rent for premises demised or let to The Group.

25. DOCUMENTS

- 25.1 The Executive Committee shall provide for the safe custody of books, documents, instruments of title and securities of The Group.

26. THE FINANCIAL YEAR

- 26.1 The financial year of The Group shall close on 30th of June in each year.

27. DISTRIBUTION OF SURPLUS ASSETS

- 27.1 This section applies if The Group: –

- a) is wound-up under part 10 of the Act; and
- b) it has surplus assets.

- 27.2 The surplus assets must not be distributed among The Group members.

- 27.3 The surplus assets must be given to another entity having objects similar to The Group's objects and the rules of which prohibit the distribution of the entity's income and assets to its members.

28. PUBLIC FUND

- 28.1 Definitions in this rule:

"Environmental Objectives" means:

- (a) the protection and enhancement of the natural environment or of a significant aspect of the natural environment; or
- (b) the provision of information or education, or the carrying on of research, about the natural environment or a significant aspect of the natural environment.

"Department" means the Commonwealth Department of Environment and Heritage or other government department or agency administering the Register of Environmental Organizations from time to time.

"Guidelines" means the guidelines to the Register of Environment Organizations issued by the Department from time to time.

"Management Committee" means the management committee appointed from time to time under rule 28.4.

"Mitchell River Group Public Fund" means the Public Fund established under rule 28.2.

"Public Fund Account" means the bank account opened under rule 28.3.

"Register of Environmental Organizations" means the register of organizations from time to time maintained by the Department that are entitled to seek tax deductible donations.

28.2 Establishment of Public Fund

- (a) The Mitchell River Group Public Fund is established to receive all gifts of money and property of the Environmental Objectives of the Group.
- (b) The Mitchell River Group Public Fund must comply with subdivision 30 -E of the Income Tax Assessment Act 1997(Cth).

28.3 Operation of Public Fund

- (a) The Group must:
 - (i) open a separate bank account for The Mitchell River Group Public Fund ("the Public Fund Account"); and
 - (ii) keep the money in the Public Fund Account separate from the Group's other accounts.
- (b) The Group will invite members of the public to make gifts of money and property to the Mitchell River Group Public Fund to fund the Environmental Objectives.
- (c) When a donation is received under rule 28.3(b) the Company must issue a receipt for the donation in the name of the Mitchell River Group Public Fund.
- (d) The Company must deposit in to the Public Fund Account any:
 - (i) donations of money made to the Mitchell River Group Public Fund;
 - (ii) interest earned on money in the Public Fund Account;
 - (iii) income derived from property donated to the Mitchell River Group Public Fund; and
 - (iv) money from the realization on of property donated to the Mitchell River Group Public Fund.

28.4 Management Committee

- (a) The Group must appoint a Management Committee consisting of at least three (3) persons to administer the Mitchell River Group Public Fund.
- (b) The majority of members of the Management Committee must be responsible persons within the meaning of the Guidelines to the Register of Environmental Organizations.
- (c) The members of the Management Committee do not need to be members of the Group.
- (d) The Executive may:
 - (i) by ordinary resolution remove any member of the Management Committee from office: and
 - (ii) by ordinary resolution appoint another person in his or her stead.

28.5 Operation of the Public Fund

The Public Fund will be operated on a not-for-profit basis.

28.6 Requirement to notify Department on happening of certain events.

The Group must inform the Department as soon as possible if:

- (a) the Group changes its name or the name of the Mitchell River Group Public Fund;
- (b) there is any change to the membership of the Management Committee of the Mitchell River Group Public Fund: or
- (c) there has been any departure from the model rules for public funds located in the Guidelines.

28.7 Ministerial Guidelines

The Group agrees to comply with any rules that the Treasurer and Minister with responsibility for the environment may make to ensure that gifts made to the Mitchell River Group Public Fund are used only for the Environmental Purposes.

28.8 Conduit Policy

Any allocation of funds or property to other persons or organizations shall be made in accordance with the established purposes of the Group and not be influenced by the preferences of the donor.

28.9 Winding up

In the case of the winding-up of the Mitchell River Group Public Fund any surplus assets must be transferred to another fund:

- (a) with similar objectives to the Mitchell River Group Public Fund ; or
- (b) that is listed on the Register of Environmental Organizations.

28.10 Statistical Information

- (a) The Group must provide to the Department within four (4) months of the end of the Mitchell River Group Public Fund's financial year:
 - (i) any statistical information on donations made to the Mitchell River Group Public Fund requested by the Department in that financial year: and
 - (ii) an audited financial statement for the Group and the Mitchell River Group Public Fund ("the Audited Financial Statement").
- (b) The Audited Financial Statement must include information on expenditure of the Mitchell River Group Public Fund's moneys and Management of the Mitchell River Group Public Fund assets.

CERTIFICATION

I hereby certify that this is a true and correct copy of the rules adopted by the members of The Group.

.....
Secretary

...../...../20.....
Date

SCHEDULE 1 – FORM OF PROXY



MITCHELL RIVER WATERSHED MANAGEMENT GROUP

PROXY FORM

I _____

of _____

being a member of the Mitchell River Watershed Management Group Inc. hereby appoint

of

or failing him/her

of

or failing him/her the chairperson of the meeting.

Please tick this box if you wish the Chairperson to exercise your vote in the absence of your nominated proxies or if you do not wish to nominate a specific proxy.

I authorise the Chairperson of the meeting as my proxy to vote on my behalf at the *(type of meeting to be specified here)* General Meeting to be held on *(date to be inserted here)*.

I direct that my vote on the matters to be decided that are listed on the Notice of Meeting be cast as follows:-

	For	Against	Abstain
Item 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(The items listed on the Notice Paper for determination to be inserted here in the form shown.)

Signed this . . . , day of 20 Signature