



GOOLWA TO WELLINGTON LOCAL
ACTION PLANNING ASSOCIATION INC

Constitution 2013

1. NAME

The name of the incorporated Association is the Goolwa to Wellington Local Action Planning Association Incorporated referred to herein as “the Association” and also known as the “GWLAP”.

2. DEFINITIONS

- a. AGM means Annual General Meeting
- b. Board means the Board of Management of the Association
- c. Vacancy means a vacancy on the GWLAP Board of Management.
- d. General meeting means a general meeting of members of the Association convened in accordance with these rules
- e. LAP means the Local Action Plan
- f. Month shall mean a calendar month
- g. Natural Resources Includes soil, water and marine resources, geological features and landscapes, native vegetation, native animals and other native organisms and ecosystems.
- h. Region means the area defined as the Goolwa to Wellington Local Action Planning Association area
- i. Special resolution means a special resolution defined in the Act
- j. The Act means the Associations Incorporation Act 1985.

3. OBJECTIVES AND PURPOSES OF THE ASSOCIATION

The objects of the Association are:

- a. To develop, implement and monitor the Local Action Plan or Plans
- b. To facilitate cooperation and communication amongst the community groups and statutory bodies that have a stake in or manage Natural Resources
- c. To promote, educate and facilitate community management of natural resources
- d. To assist the community to conserve, manage, and restore natural resources
- e. To promote sustainable development and agricultural production
- f. To undertake initiatives, projects and programs consistent with the Association’s objectives
- g. To monitor and report on the performance of approved projects

- h. To provide community engagement and education tools and resources and increase awareness of Natural Resource issues and management options
- i. To establish and maintain a public fund to be called the Goolwa to Wellington LAP Gift Fund for the specific purpose of supporting the environmental objectives and purposes of the Goolwa to Wellington Local Action Planning Association Inc.

4. POWERS OF THE ASSOCIATION

The Association shall have all the powers conferred by Section 25 of the Act. In addition the Association shall have the following specific powers:

- a. To apply for funding, apply for service delivery contracts, and receive contributions and donations to enable the Association to carry out its objectives
- b. To hire, engage, or employ all classes of persons whose services are deemed necessary to achieve the objects of the Association, and to appoint agents to transact any business of the Association on its behalf
- c. To invest any monies in accordance with the Act not immediately required by the Association for its objectives
- d. To enter into contracts and agreements considered necessary by the Association to achieve its objectives.
- e. To acquire, hold, lease, deal with, and dispose of any real or personal property required or used by members, affiliates, service providers or employees of the Association to achieve the objects of the Association.
- f. To apply for and hold a licence of any kind considered necessary by the Association to achieve its objectives.
- g. To create sub-committees and working groups in order to conduct the objectives and purposes of the Association acting upon the instructions of the committee. All deliberations of the said committees and working groups are required to be ratified by the Board of the Association.
- h. To take all reasonable measures to achieve the objectives and purposes of the Association in accordance with sound technical, environmental, financial, social and economic practices.
- i. To establish and maintain a public fund to be called the Goolwa to Wellington LAP Gift Fund as per items 3.9 and 16.

5. MEMBERSHIP

5.1 ASSOCIATION MEMBER

Any interested person or entity may apply for membership of GWLAP. The application for membership shall be in writing and signed by the applicant. Upon the acceptance of the application by the Board or its delegate and upon payment of the first annual subscription (where a subscription is set), the applicant shall be a Member of the Association. Association membership is to be renewed annually with membership being valid up to and including the month after the Association's AGM.

A Member will be a person or entity who supports the objectives of the Association and agrees to be bound by its rules. Authority for representation of an entity may be required in writing to the satisfaction of the Board.

5.2 SUBSCRIPTIONS

Subscriptions should be determined by the Board at the meeting before the AGM and then advised at the AGM.

5.3 RESIGNATIONS

A member may resign from membership of the Association by giving written notice to the Chair or Public Officer of the Association.

5.4 EXPULSION OF A MEMBER

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the Association may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the Association at which the matter will be determined.
- c. The determination of the Association shall be communicated to the member by registered post, and in the event of an adverse determination the member shall, (subject to 5.5d below) cease to be a member 21 days after the Association has communicated its determination to the member.
- d. It shall be open to a member to appeal to the Association within 14 days after the determination of the Association has been communicated to the member
- e. In the event of an appeal under 5.4d above, the appellant's membership of the Association shall not be terminated unless the determination of the Association to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard by the members of the Association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Association is upheld.

5.5 REGISTER OF MEMBERS

A register of members must be kept and contain:

- a. the name and address of each member
- b. the date on which each member was admitted to the Association and
- c. if applicable, the date of, and reason(s) for, termination of membership

6. THE BOARD

6.1 POWER AND DUTIES

- a. The affairs of the Association shall be managed and controlled by a Board which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association and are not by the Act or by these rules required to be done by the Association in general meeting.
- b. The Board has the management and control of the funds and other property of the Association.
- c. The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.

- d. The Board shall appoint a Public Officer as required by the Act. Any change in the identity or address of the Public Officer is to be lodged within one month after the change (Form 10) with the Office of Consumer and Business Affairs.

6.2 APPOINTMENT

- a. The Board shall be comprised of a chairperson, secretary, treasurer and a minimum of five Board members to a maximum of twelve Board members. Where possible one representative of the following bodies will be appointed to the Board;
 - i. Local Government
 - ii. NRM organisation or similar
 - iii. Agricultural Production Group.
 - iv. Landcare Group

Where the maximum number of Board Members are not appointed, a vacancy shall exist.

- b. The first Board of the Association shall be appointed from the members of the Association. The first Board shall hold office until the first Annual General Meeting of the Association. At this time, one half of the members of the Board, who shall be chosen by ballot, shall retire from the Board. At each subsequent Annual General Meeting one half of the members of the Board, being the longest serving members, shall retire.
- c. A retiring Board member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a Member of the Association Board has nominated that person at least 14 days before the meeting by delivering the nomination of that person to the Secretary of the Association or their delegate. The nomination shall be signed by the proposer and by the nominee. Should insufficient nominations be received before the meeting to meet the required minimum number of Board members as per clause 6.2.a, additional nominations can be taken from the floor of the Annual General Meeting.
- d. Notice of all persons seeking election to the Board shall be given to the members of the Association with the notice calling the meeting at which the election is to take place.
- e. The Board may appoint a person or persons to fill vacancy and such a Board member shall hold office until the next AGM of the Association and shall be eligible for election to the Board without nomination.
- f. A Board member may apply for a leave of absence to be decided at the discretion of the Board

6.3 PROCEEDINGS OF THE BOARD

- a. The Board shall meet together for dispatch of business at least 9 times annually.
- b. Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.
- c. A quorum of the Board shall be one half of the members of the Board.
- d. A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract, with the Association must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that

contract or proposed contract. The member of the Board must disclose the nature and extent of his or her interest in the contract at the next AGM of the Association.

6.4 DISQUALIFICATION OF BOARD MEMBERS

The office of a Board member shall become vacant if a Board member is:

- a. Disqualified from being a Board member by the Act
- b. Expelled as a member under these rules
- c. Permanently incapacitated by ill health
- d. Absent without apology from more than 4 meetings in a financial year

7. THE SEAL

The Association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the Board and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the Chairperson and the Secretary or members authorised by the Board.

8. GENERAL MEETINGS

8.1 ANNUAL GENERAL MEETINGS

- a. The Board shall call an AGM in accordance with the Act and these rules.
- b. The AGM shall be held within 5 months after the end of the financial year.
- c. The order of the business at the meeting shall be:
 - i. The confirmation of the minutes of the previous AGM and of any special general meeting held since that meeting
 - ii. The consideration of the accounts and reports of the Board and the auditor's report
 - iii. The election of Board members
 - iv. The appointment of auditors if required
 - v. Any other business requiring consideration by the Association in general meeting.

8.2 SPECIAL GENERAL MEETINGS

- a. The Board may call a special general meeting of the Association at any time.
- b. Upon a requisition in writing of not less than 5% of the total number of members of the Association, the Board shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the

members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

8.3 NOTICE OF GENERAL MEETINGS

- a. Subject to 8.3b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting.
- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c. A notice may be given by the Association to any member by serving the member with the notice personally or by sending by post to the address appearing in the register of members.

8.4 PROCEEDINGS AT GENERAL MEETINGS

- a. Ten members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting
- b. If within 30 minutes of the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c. Subject to 8.4d, the Chairperson shall preside as Chairperson at a general meeting of the Association.
- d. If the Chairperson is not present within 5 minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the Chair, the members may choose a Board member or one of their own number to be the Chairperson of that meeting.

8.5 VOTING AT GENERAL MEETINGS

- a. Subject to these rules, every member of the Association has only one vote at a meeting of the Association.
- b. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- c. Unless a poll is demanded by at least 5 members, a question for decision at a general meeting must be determined by a show of hands.
- d. A member being other than a natural person shall be entitled to appoint one person, who shall not be a member of the Association, to represent it at a particular general meeting or at all general meetings of the Association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

8.6 POLL AT GENERAL MEETINGS

- a. If a poll is demanded by at least 5 members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 SPECIAL AND ORDINARY RESOLUTIONS

- a. A special resolution is a special resolution as defined in the Act.
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 PROXIES

A member shall be entitled to appoint in writing a person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the Association.

9. MINUTES

- a. Minutes of all proceedings of general meetings of the Association and of meetings of the Board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the Board at a subsequent meeting.
- c. The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at which the minutes are confirmed.
- d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10 DISPUTE RESOLUTION

- a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between:
 - i. a member and another member
 - ii. a member and the Association
- b. The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- c. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d. In this rule "member" includes any person who was a member not more than six months before the dispute occurred.

11 FINANCIAL REPORTING

11.1 FINANCIAL YEAR

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

11.2 ACCOUNTS TO BE KEPT

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

11.3 ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS

The accounts, together with the auditor's report on the accounts, the Board's statement and the Board's report, shall be laid before members at the annual general meeting.

11.4 ANNUAL RETURN

The annual (periodic) return shall be lodged with the office of Consumer and Business Affairs within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the Board's statement, and the Board's report.

11.5 APPOINTMENT OF AUDITOR

- a. At each annual general meeting, the members shall appoint a person to be auditor of the Association.
- b. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c. If an appointment is not made at an annual general meeting, the Board shall appoint an auditor for the current year.

12 PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as a bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association. However, payment may be made to a member for on ground works in accordance with the objects and rules of the Association.

13 WINDING UP

The Association may be wound up in the manner provided for in the Act.

14 APPLICATION OF SURPLUS ASSETS

- a. If after the winding up of the Association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income

to members. The Association may determine to distribute surplus assets to nominated charities.

- b. Such organisation or organisations shall be identified and determined by a resolution of members in a general meeting.

15 RULES

These rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes rescission or replacement by substitute rules.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act. The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

16 PUBLIC FUND

16.1 ESTABLISHMENT OF THE PUBLIC FUND

To establish and maintain a public fund to be called the GWLAP Gift Fund (the Fund) for the specific purpose of supporting the environmental objects/purposes of the Goolwa to Wellington Local Action Planning Association Incorporated. The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.

16.2 REQUIREMENTS OF THE PUBLIC FUND

The organisation must inform the Department responsible for the environment as soon as possible if:

- a. it changes its name or the name of its public fund; or
- b. there is any change to the membership of the management committee of the public fund; or
- c. there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.

16.3 MINISTERIAL RULES

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 to its principle purpose.

16.4 NOT-FOR-PROFIT

The income and property of the organisation shall be used and applied solely in the promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors or trustees of the organisation.

16.5 CONDUIT POLICY

Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the organisation and not be influenced by the preference of the donor.

16.6 WINDING UP

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.

16.7 STATISTICAL INFORMATION

Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year.

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

16.8 RULES FOR THE PUBLIC FUND

- a. The objective of the Fund is to support the organisation's environmental purposes.
- b. Members of the public are to be invited to make gifts of money or property to the Fund for the environmental purposes of the organisation.
- c. Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Fund.
- d. A separate bank account is to be opened to deposit money donated to the fund, including interest accrued thereon, and gifts to it are to be kept separate from other funds of the organisation.
- e. Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the Fund.
- f. The Fund will be operated on a not-for-profit basis.
- g. A committee of management of no fewer than three persons will administer the Fund. The committee will be appointed by the organisation. 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.