



Molonglo Conservation Group Incorporated

*Transforming landscapes and capabilities*

# Constitution

3 December 2018 (Version 9)

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*The Molonglo Catchment Group was formed in 2003 with the principal objective of developing the Molonglo Catchment Strategy and a secondary objective (and subsequent role) in coordination and integration of the network of Landcare and Park Care groups in the Molonglo catchment, appropriate to the level of support (resources) available.*

*We changed our name to Molonglo Conservation Group in 2018 to reflect better our increasing focus on landscape scale conservation programs.*

*Our role is to help these groups promote and undertake environmental protection and enhancement within the Molonglo catchment. The Group has been supported by the ACT, NSW and Australian Governments' environmental programs in this role. The Group does not seek to duplicate services that are otherwise available, but rather to assist with coordination and collaboration and to add value to those services.*

*Our vision is to achieve a healthy, resilient and productive catchment: the Molonglo and Queanbeyan river system with all its diverse, interconnected tableland landscapes and communities.*

Molonglo Conservation Group Incorporated  
ABN 78 210 867 987  
Incorporated in the Australian Capital Territory  
Certificate of Incorporation A04029

PO Box 1862  
FYSHWICK ACT 2609

(02) 6299 2119

[www.molonglo.org.au](http://www.molonglo.org.au)

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# Version history

Version	Description	Authorised
Original	Model constitution	
1	<p>'Association' changed to 'Group'</p> <p>Group objectives added.</p> <p>Included a 'management committee' which can do all the administration and set up 'sub-committees' for technical and other matters, such as 'funding' e.g. corporate endorsement etc.</p>	
2	Amended to include membership of 'organisation' and 'delegate of organisation'	
3	Amended rule 2.2 to include ACT NRM, rule 4 spelling of 'representative', and rule 23(3) to refer to rule 21(5) in lieu of 18(5)	
4	Amended rule 31 and rule 32 to include special resolution voting requirement of three-quarters of eligible membership support	
5	Registered with ACT Registrar General's Office	
	Certificate of Incorporation A04029	
6	Amended Rule 4 – Definitions to include Community and Corporate Organisations and Delegates. Amended rules 21, 27, 30 and 40 to include 'electronic mail' (e-mail) as a means of notice of meetings	Special Meeting 12 May 2005
7	Draft Amendments for Public Fund add rules 2 parts 8, 42 and 43 for the establishment and administration of a public fund.	
8	Inserted the vision in rule 2, renamed the 'basic objects' as the 'principal objects' and simplified the objects to the three key outcomes sought by the Group.	General Meeting 29 November 2016
8	Renamed the 'objects and purposes' as the 'purposes and functions of the Group' in rule 3 and simplified the list. The purposes were the previous 'basic objects' and the functions were the previous 'additional objects'.	General Meeting 29 November 2016
8	Included a definition of 'special resolution' in rule 4.	General Meeting 29 November 2016
8	Inserted a new rule 5(2) that provides for an organisation member to nominate up to 3 representatives as members of the Group.	General Meeting 29 November 2016
8	Clarified that notices in writing may also be lodged electronically in rules 6, 16 and 26.	General Meeting 29 November 2016
8	Provided that membership ceases if a member fails to renew membership for two successive years (previously no time limit).	General Meeting 29 November 2016
8	Provided for the board of directors to determine the membership entrance fee payable and to consider any membership nomination (rule 6) and to determine the annual membership fee (rule 10).	General Meeting 29 November 2016
8	Provided in rule 18 that the treasurer will issue annual notices for the collection of fees. Provided in rule 10 that annual membership fees are payable by 31 March (previously prior to 1 July).	General Meeting 29 November 2016

Version	Description	Authorised
8	Provided in rule 11 that the secretary shall maintain a register of members in accordance with the Act.	General Meeting 29 November 2016
8	Renamed the management committee as the board of directors in rule 14 with consequential changes throughout.	General Meeting 29 November 2016
8	Added in rule 14 that directors will not receive remuneration in respect of performing their duties, but may have reasonable expenses paid, and that directors have responsibilities under this constitution, but not limited to this constitution.	General Meeting 29 November 2016
8	Amended the number of ordinary directors from a fixed 5 to not less than 3 to provide more flexibility in the number of directors in rule 15.	General Meeting 29 November 2016
8	Added rule 15(5) that a member organisation may have a maximum of one representative as an office bearer and two representatives as ordinary directors.	General Meeting 29 November 2016
8	Provided in rule 16 that staff may not serve as directors while they are employed.	General Meeting 29 November 2016
8	Clarified in rules 21 and 29 that the note taker cannot preside over a meeting in cases where the president is absent.	General Meeting 29 November 2016
8	Inserted rule 22(a) to provide power for the board of directors to appoint and delegate powers to a chief executive officer.	General Meeting 29 November 2016
8	Removed references to the inaugural meeting of the Group in rules 24 and 41.	General Meeting 29 November 2016
8	Inserted a requirement in rule 23 that directors have to be financial members to attend board meetings.	General Meeting 29 November 2016
8	Inserted provision for the CEO plus one office bearer to authorise payments in rule 35 and added electronic funds transfers to list of authorised transactions.	General Meeting 29 November 2016
8	Removed the member nomination form from the end of the document.	General Meeting 29 November 2016
9	Renamed the association from <i>Molonglo Catchment Group</i> to <i>Molonglo Conservation Group</i>	General Meeting 3 December 2018
9	Added a new function in rule 3(2) to include the ownership of shares	General Meeting 3 December 2018

# Objects and rules of the Group

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## Part A—Preliminary

### 1 Name

The name of the association is Molonglo Conservation Group Incorporated (hereinafter called 'the Group').

### 2 Objects of the Group

- (1) The vision of the Group is to achieve a healthy, resilient and productive catchment: the Molonglo and Queanbeyan river system with all its diverse, interconnected tableland landscapes and communities.
- (2) The principal objectives of the Group are:
  - (a) to build knowledge and capabilities into the design and management of programs that improve the health, resilience and productivity of natural resources;
  - (b) to improve the understanding of our landscapes and community capabilities; and
  - (c) to improve community capabilities by harnessing the best available knowledge to enhance the care and management of landscapes.

### 3 Purpose and functions of the Group

- (1) In pursuing the principal objectives of the Group, the purposes of the Group include:
  - (a) to provide an umbrella organisation for Landcare and other natural resource management (NRM) organisations in the Molonglo Catchment and to coordinate with other NRM and community groups;
  - (b) to facilitate the preparation of a community catchment strategy for the Molonglo Catchment, as an agreed framework between key stakeholders for regional delivery of NRM;
  - (c) to promote a strengthened partnership between stakeholders in the Molonglo Catchment to enhance capacity to address NRM issues in a collaborative, coordinated and cost-effective manner;
  - (d) to provide support to member groups with sub-catchment planning, strategic project development, funding bids, managing projects and to develop cross-sectoral partnerships and corporate support for projects;
  - (e) to establish and maintain a public fund to be called The Molonglo Environmental Heritage Fund for the specific purpose of supporting the environmental objects/purposes of the Group. 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.

- (2) In pursuing the principal objectives and the purposes of the Group, the functions of the Group include:
- (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the principal objectives or purposes of the Group;
  - (b) the buying, selling and supply of, and dealing in, goods and services of all kinds;
  - (c) the hire and employment of labour necessary for the carrying out of the principal objectives and purposes of the Group;
  - (d) the construction, maintenance, and alteration of buildings, equipment, or works necessary or convenient for any of the principal objectives or purposes of the Group;
  - (e) the accepting of any gift, whether subject to a special trust or not, for any one or more of the principal objectives or purposes of the Group;
  - (f) the taking of such steps from time to time for the purpose of procuring contributions to the funds of the Group, whether by way of donations, subscriptions, or otherwise;
  - (g) the printing and publishing of such newspapers, periodicals, books, leaflets or other documents for the promotion of the principal objectives and purposes of the Group;
  - (h) the borrowing and raising of money in such manner and on such terms as may be approved or directed by resolution passed at a general meeting;
  - (i) securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Group by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Group;
  - (j) subject to the provisions of the Trustee Act 1957, the investment of any moneys of the Group not immediately required for any of its principal objectives or purposes in such manner as the Group may from time to time determine;
  - (k) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which section 78 of the Income Tax Assessment Act 1936 of the Commonwealth relates;
  - (l) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes, and conveniences calculated to benefit servants or past servants of the Group and their dependents;
  - (m) the granting of pensions, allowances, or other benefits to servants or past servants of the Group and their dependents, and the making of payments towards insurance in relation to any of these functions;
  - (n) the establishment and support, or aiding in the establishment or support, of any other Group formed for the promotion of any of the principal objectives or purposes of the Group;
  - (o) affiliation or association with other organisations with similar principal objectives or purposes of the Group;



- (p) ownership of shares in a company for the purpose of applying any distributions of income from that company to the objects of the Group; and
- (q) the doing of all such other lawful things as are incidental or conducive to the attainment of the principal objectives of the Group or of any of the purposes and functions specified in the foregoing provisions.

## 4 Definitions

*Note: A definition applies except so far as the contrary intention appears (see Legislation Act 2001, s 155).*

In these rules:

**community delegate** means a person nominated by a community organisation as its representative and as such shall enjoy, subject to these rules, full membership rights.

**community organisation** means a community group or not-for-profit body corporate which has been granted membership of the Group.

**corporate delegate** means a person nominated by a corporate organisation as its representative and as such shall not be eligible for election to the board of directors.

**corporate organisation** means a Government or Local Government or private industry organisation or for-profit body corporate which has been granted membership of the Group.

**delegate** means a community delegate or corporate delegate whichever is appropriate.

**financial year** means the year ending on 30 June.

**member** means a member, however described, of the Group.

**ordinary director** means a member of the board of directors who is not an office-bearer of the Group as referred to in rule 15 (2).

**organisation** means a community organisation or corporate organisation whichever is appropriate.

**secretary** means the person holding office under these rules as secretary of the Group or, where no such person holds that office, the public officer of the Group.

**special resolution** has the meaning set out in section 70 of the Act.

*Note: s70 provides that a special resolution is one that passed at a general meeting of the Group, being a meeting of which at least 21 days' notice, accompanied by notice of intention to propose the resolution as a special resolution and is passed by at least ¾ of the votes of those members of the Group who, being entitled to vote, vote in person.*

*Note: A special resolution is required inter alia to alter the objects or rules.*

the **Act** means the Associations Incorporation Act 1991.

the **regulations** mean the Associations Incorporation Regulations 1991.

## **4A Application of Legislation Act 2001**

The Legislation Act 2001 applies to these rules in the same way as it would if they were an instrument made under the Act.

## **Part B—Membership**

### **5 Membership qualifications**

- (1) A person or organisation is qualified to be a member if—
  - (a) the person is a person referred to in the Act, and has not ceased to be a member of the Group at any time after incorporation of the Group under the Act; or
  - (b) the person or organisation—
    - (i) has been nominated for membership in accordance with rule 6 (1); and
    - (ii) has been approved for membership of the Group by the board of directors of the Group.
- (2) A community organisation may nominate up to 3 community delegates to be members of the Group. Members so nominated are not required to be nominated for membership in accordance with rule 6.

### **6 Nomination for membership**

- (1) A nomination of a person or organisation for membership of the Group shall be lodged by written or electronic notice with the secretary.
- (2) As soon as is practicable after receiving a nomination for membership, the secretary shall refer the nomination to the board of directors, which shall determine whether to approve or to reject the nomination and determine the entrance fee payable. The entrance fee for a new member may not exceed the annual membership fee determined in accordance with rule 10.
- (3) Where the board of directors determines to approve a nomination for membership, the secretary shall as soon as practicable after that determination ensure that the nominee is notified of the approval and request the nominee to pay within twenty-eight (28) days after receipt of the notification the sum payable under these rules by a member as the entrance fee and the first year's annual subscription, and if an organisation, nominate a person as its delegate to the Group.
- (4) The secretary shall, on payment by the nominee of the amounts referred to in sub-rule (3) within the period referred to in that sub-rule, ensure that the nominee's name is entered into the register of members and, on the name being so entered, the nominee shall become a member of the Group.

### **7 Membership entitlements not transferable**

A right, privilege or obligation which a person or organisation has by reason of being a member of the Group—

- (a) is not capable of being transferred or transmitted to another person or organisation; and
- (b) terminates on cessation of the membership.

## **8 Cessation of membership**

A person or organisation ceases to be a member of the Group if the person—

- (a) dies or, in the case of a body corporate, is wound up; or
- (b) resigns from membership of the Group; or
- (c) is expelled from the Group; or
- (d) fails to pay membership fees for two successive calendar years.

## **9 Resignation of membership**

- (1) A member is not entitled to resign from membership of the Group except in accordance with this rule.
- (2) A member who has paid all amounts payable by the member to the Group may resign from membership of the Group by first giving notice (being not less than one (1) month or, if the board of directors has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) Where a person or organisation ceases to be a member, the secretary shall ensure that the appropriate entry is made in the register of members recording the date on which the member or organisation ceased to be a member.

## **10 Membership fees**

- (1) The annual membership fee of the Group is determined by resolution of the board of directors.
- (2) The annual membership fee is payable no later than 31 March in each calendar year.
- (3) Any member who has not paid the annual membership fee within ninety (90) days of it being due is to be deemed unfinancial.

## **11 Register of members and members' liabilities**

- (1) The secretary shall:
  - (a) keep and maintain a register of members, and must enter any prescribed particulars in the register; and
  - (b) ensure that the register of members records any outstanding members' liabilities.
- (2) The liability of a member to contribute towards the payment of the debts and liabilities of the Group or the costs, charges and expenses of the winding up of the Group is limited to the amount (if any) unpaid by the member in respect of membership of the Group as required by rule 10.

## **12 Disciplining of members**

- (1) Where the board of directors is of the opinion that a member—
  - (a) has refused or neglected to comply with a provision of these rules; or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Group;

the management committee may, by resolution—

- (c) expel the member from the Group; or
- (d) suspend the member from such rights and privileges of membership of the Group as the board of directors may determine for a specified period.

(2) A resolution of the board of directors under sub rule (1) is of no effect unless the board of directors, at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the member of a notice under sub rule (3), confirms the resolution in accordance with this rule.

(3) Where the board of directors passes a resolution under sub rule (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member—

- (a) setting out the resolution of the board of directors and the grounds on which it is based; and
- (b) stating that the member may address the board of directors at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice; and
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
  - (i) attend and speak at that meeting;
  - (ii) submit to the board of directors at or prior to the date of that meeting written representations relating to the resolution.

(4) Subject to the Act, at a meeting of the board of directors mentioned in sub-rule (2), the management committee shall—

- (a) give to the member mentioned in sub-rule (1) an opportunity to make oral representations; and
- (b) give due consideration to any written representations submitted to the board of directors by that member at or prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution of the board of directors made under sub-rule (1).

(5) Where the board of directors confirms a resolution under sub-rule (4), the secretary shall, within seven (7) days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 13.

(6) A resolution confirmed by the board of directors under sub-rule (4) does not take effect—

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- (b) where within that period the member exercises the right of appeal, unless and until the Group confirms the resolution in accordance with rule 13 (4).

## **13 Right of appeal of disciplined member**

- (1) A member may appeal to the Group in general meeting against a resolution of the board of directors which is confirmed under rule 12 (4), within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) On receipt of a notice under sub-rule (1), the secretary shall notify the board of directors, which shall convene a general meeting of the Group to be held within twenty-one (21) days after the date on which the secretary received the notice or as soon as possible after that date.
- (3) Subject to the Act, at a general meeting of the Group convened under sub-rule (2)—
  - (a) no business other than the question of the appeal shall be transacted; and
  - (b) the board of directors and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution made under rule 12 (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under rule 12 (4), that resolution is confirmed.

## **Part C—Board of directors**

### **14 Powers of the board of directors**

- (1) The management committee of the Group shall be referred to as the ‘board of directors’ and committee members shall be referred to as ‘directors’.
- (2) The board of directors will, subject to the Act, the regulations, these rules, and to any resolution passed by the Group in general meeting—
  - (a) control and manage the affairs of the Group; and
  - (b) exercise all such functions as may be exercised by the Group other than those functions that are required by these rules to be exercised by the Group in general meeting; and
  - (c) have power to perform all such acts and do all such things as appear to the board of directors to be necessary or desirable for the proper management of the affairs of the Group.
- (3) Directors will not receive any remuneration in respect of performing their duties under this constitution.
- (4) Directors may have reasonable expenses paid or reimbursed, where those expenses are approved by a resolution of the board of directors or by the Group in general meeting.
- (5) Directors have responsibilities to the Group as set out in this constitution, the Act and any other law. In particular, directors have a responsibility to pursue the objects of the Group, as set out in rule 2, and the purposes and functions of the Group, as set out in rule 3.

### **15 Constitution and membership of the board of directors**

- (1) The board of directors shall consist of—

- (a) the office-bearing directors of the Group; and
  - (b) not less than three (3) ordinary directors, as determined by the Group in general meeting or by the board of directors.
- (2) The office-bearing directors of the Group shall be—
- (a) the president
  - (b) the vice-president
  - (c) the treasurer
  - (d) the secretary
- (3) Each director shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the director's election, but is eligible to stand for re-election.
- (4) In the event of a vacancy in the membership of the board of directors, as determined by sub-rule 1(a) or 1(b), the board of directors may appoint a member of the Group to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (5) Any community organisation may have a maximum of one (1) community delegate as an office bearer and two (2) community delegates as ordinary directors.

## **16 Election of directors**

- (1) Nominations of candidates for election as office-bearers of the Group or as ordinary directors—
- (a) shall be made by written or electronic notice, endorsed by two (2) members of the Group and with the consent of the candidate; and
  - (b) shall be delivered to the secretary of the Group not less than seven (7) days before the date fixed for the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the board of directors, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant director positions shall be deemed to be vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office-bearers and ordinary directors shall be conducted at the annual general meeting in such manner as the board of directors may direct.
- (7) A person is not eligible to hold simultaneously more than one (1) position on the board of directors.

(8) An employee of the Group cannot serve as a director for any period during which they are employed by the Group.

## **17 Secretary**

(1) The secretary of the Group shall, as soon as practicable after being appointed as secretary, notify the Group of his or her address.

(2) The secretary shall ensure that minutes are kept of—

- (a) all elections and appointments of office-bearers and ordinary directors; and
- (b) the names of directors present at a board of directors meeting or members present at a general meeting; and
- (c) all proceedings at meetings of the board of directors and general meetings.

(3) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

## **18 Treasurer**

(1) The treasurer of the Group shall ensure that processes are in place to—

- (a) issue notices for the collection of annual membership fees;
- (b) collect and receive all moneys due to the Group and make all payments authorised by the Group; and
- (c) keep correct accounts and books showing the financial affairs of the Group with full details of all receipts and expenditure connected with the activities of the Group.

## **19 Vacancies**

(1) For these rules, a vacancy occurs if the director—

- (a) dies; or
- (b) ceases to be a member of the Group; or
- (c) resigns the office; or
- (d) is removed from office under rule 20; or
- (e) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (f) suffers from mental or physical incapacity; or
- (g) is disqualified from office under the Act; or
- (h) is absent without the consent of the board of directors from three consecutive meetings of the board of directors; or
- (i) has his/her delegation withdrawn.

## **20 Removal of directors**

The Group in general meeting may by resolution, subject to the Act, remove any member from the board of directors before the expiration of the member's term of office.

## **21 Board of directors' meetings and quorum**

(1) The board of directors shall meet at least three (3) times in each calendar year at such place and time as the president may determine.

(2) Additional meetings may be convened by any director.

(3) Written or electronic mail notice of a meeting of the board of directors shall be given by the secretary to each director at least forty-eight (48) hours (or such other period as may be unanimously agreed by all directors) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under sub-rule (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the directors present at the meeting unanimously agree to treat as urgent business.

(5) Any five (5) directors constitute a quorum for the transaction of the business of a meeting of the board of directors. A quorum can be formed with the use of electronic telecommunications.

(6) No business shall be transacted by the board of directors unless a quorum is formed and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands 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 formed within half an hour after the time appointed for the meeting, the meeting shall be dissolved.

(8) At meetings of the board of directors—

(a) the president shall preside; or

(b) if the president is absent—one of the remaining directors may be chosen by the directors present to preside.

(9) The note taker cannot also preside at a meeting of the board of directors.

## **22 Delegation to committee**

(1) The board of directors may, by instrument in writing, delegate to one or more committees (consisting of such member or members of the Group as the board of directors thinks fit) the exercise of such of the functions of the board of directors as are specified in the instrument, other than—

(a) this power of delegation; and

(b) a function which is a function imposed on the directors by the Act, by any other law, or by resolution of the Group in general meeting.

(2) A function, the exercise of which has been delegated to a committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.



- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the board of directors may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the board of directors.
- (6) The board of directors may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A committee may meet and adjourn as it thinks proper.

## **22(a) Chief executive officer**

- (1) The board of directors may appoint a chief executive officer to perform duties which meet the principal objectives of the Group in rule 2.
- (2) The chief executive officer will be an employed member of staff and cannot serve on the board of directors, in accordance with rule 16. The chief executive officer may attend meetings of the board of directors at the invitation of the board of directors.
- (3) The board of directors must ensure that the chief executive officer has a valid employment contract in place which clearly sets out duties and performance standards which align with the principal objectives of the Group in rule 2.
- (4) The chief executive officer may be paid bonuses on the achievement of ambitious performance benchmarks specified in the employment contract.
- (5) The board of directors may, by instrument in writing, delegate to the chief executive officer the exercise of such of the functions of the board of directors as are specified in the instrument, other than—
  - (a) this power of delegation; and
  - (b) a function which is a function imposed on the directors by the Act, by any other law, or by resolution of the Group in general meeting.
- (6) A function, the exercise of which has been delegated to the chief executive officer under this rule may, while the delegation remains unrevoked, be exercised from time to time by the by the chief executive officer in accordance with the terms of the delegation.
- (7) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (8) Notwithstanding any delegation under this rule, the board of directors may continue to exercise any function delegated.
- (9) Any act or thing done or suffered by the chief executive officer acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the board of directors.

(10) The board of directors may, by instrument in writing, revoke wholly or in part any delegation under this rule.

## **23 Voting and decisions**

(1) Questions arising at a meeting of the board of directors or of any committee appointed by the board of directors shall be determined by a majority of the votes of members of the board of directors or committee present at the meeting.

(2) Each member present at a meeting of the board of directors or of any committee appointed by the board of directors (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote. Proxies are not allowed.

(3) Subject to rule 21 (5), the board of directors may act notwithstanding any vacancy on the board of directors.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the board of directors or by a committee appointed by the board of directors, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the board of directors or committee.

(5) A director may not attend a meeting of the board of directors if they or their community organisation are unfinancial.

## **Part D—Annual general meetings**

### **24 Convening**

(1) The Group shall, at least once in each calendar year and within the period of five (5) months after the expiration of each financial year of the Group, convene an annual general meeting of its members.

(2) Sub-rule (1) has effect subject to the powers of the registrar-general under the Act in relation to extensions of time.

### **25 Notice and business at**

(1) The annual general meeting of the Group shall, subject to the Act, be convened on such date and at such place and time as the board of directors 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 shall be—

- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting; and
- (b) to receive reports from the board of directors on the activities of the Group during the last preceding financial year; and
- (c) to elect members of the board of directors, including office-bearers;

- (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act;
- (e) to appoint a public officer (who must meet the residential requirements specified in the Act); and
- (f) to appoint the auditor.

(3) An annual general meeting shall be specified as such in the notice convening it in accordance with rule 27.

(4) An annual general meeting shall be conducted in accordance with the provisions of Part E.

## **Part E—General meetings**

### **26 Convening**

- (1) The board of directors may, whenever it thinks fit, convene a general meeting of the Group.
- (2) The board of directors shall, on the requisition in writing of not less than five (5) members or 5 per cent of the total number of members, whichever is the greater, convene a general meeting of the Group.
- (3) A requisition of members for a general meeting—
  - (a) shall state the purpose or purposes of the meeting; and
  - (b) shall be endorsed by the members making the requisition; and
  - (c) shall be lodged by written or electronic notice with the secretary; and
  - (d) may consist of several documents in a similar form, each endorsed by one or more of the members making the requisition.
- (4) If the board of directors fails to convene a general meeting within one (1) month after the 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 general meeting to be held not later than three (3) months after that date.
- (5) A general meeting convened by a member or members referred to in sub-rule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the board of directors and any member who thereby incurs expense is entitled to be reimbursed by the Group for any reasonable expense so incurred.

### **27 Notice**

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Group, the secretary shall, at least fourteen (14) days before the date fixed for the holding of a general meeting, cause a notice to be sent, specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting, such notice shall be given by electronic mail (e-mail) where the member has provided an e-mail address, otherwise by prepaid post to the member's address as it appears in the register of members.

(2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Group, the secretary shall, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub-rule (1) specifying, in addition to the matter required under that sub-rule, the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 25 (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 shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **28 Procedure and quorum**

(1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Five (5) members or 5 per cent of the membership, whichever is the greater, present in person (being members entitled under these rules 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 if convened on the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of 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 not less than five (5) or 5 per cent, whichever is the greater) shall constitute a quorum.

## **29 Presiding member**

(1) The president, or in the absence of the president, the vice-president, shall preside at each general meeting of the Group.

(2) If the president and the vice-president are absent from a general meeting, the members present shall elect one of their number to preside at the meeting.

(3) The note taker cannot also preside at a meeting of the Group.

## **30 Adjournment**

(1) The person presiding at 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) Where a general meeting is adjourned for fourteen (14) days or more, the secretary shall give written or oral or e-mail notice of the adjourned meeting to each member of the Group 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 sub-rules (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.

### **31 Making of decisions**

(1) A question arising at a general meeting of the Group shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution, other than a special 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 Group, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) A special resolution shall require a count of votes to be recorded as well as a declaration of the number of members of the Group eligible to vote, and shall only be declared carried if the requirements of Clause 32(5) have been fulfilled.

(3) At a general meeting of the Group, a poll may be demanded by the person presiding or by not less than three (3) members present in person at the meeting.

(4) Where the poll is demanded at a general meeting, the poll shall be taken—

- (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **32 Voting**

(1) Subject to sub-rule (3), on any question arising at a general meeting of the Group a member has one vote only.

(2) All votes shall be given personally.

(3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.

(4) A member is not entitled to vote at any general meeting of the Group unless all money due and payable by the member to the Group has been paid, other than the amount of the annual subscription payable in respect of the then current year.

(5) A special resolution shall require the support of at least three-quarters of the members of the Group who are entitled to vote.

### **33 Appointment of proxies**

Proxies are not allowed.

## Part F—Miscellaneous

### 34 Funds—source

- (1) The funds of the Group shall be derived from membership entrance fees, annual membership fees, donations and, subject to any resolution passed by the Group in general meeting and subject to the Act, such other sources as the board of directors determines.
- (2) All money received by the Group shall be deposited as soon as practicable and without deduction to the credit of the Group's bank account.
- (3) The Group shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### 35 Funds—management

- (1) Subject to any resolution passed by the Group in general meeting, the funds of the Group shall be used for the objectives of the Group in such manner as the board of directors determines.
- (2) All cheques, electronic funds transfers, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed or authorised by:
  - (a) any two (2) office bearers of the board of directors; or
  - (b) the chief executive officer and any one (1) office bearer of the board of directors.

### 36 Alteration of objects and rules

Neither the objects of the Group referred to in the Act, nor these rules shall be altered except in accordance with the Act.

### 37 Common seal

- (1) The common seal of the group shall be kept in the custody of the secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the board of directors and the affixing of the common seal shall be attested by the signatures of two office bearers authorised by the board of directors.

*Note: s22 of the Act requires the Group to have a common seal, s56 of the Act provides that the signature of the public officer or the secretary can substitute for the use of a common seal in circumstances where a common seal is required, and schedule 1 of the Act requires the rules to provide for the custody and use of the common seal.*

### 38 Custody of books

Subject to the Act, the regulations and these rules, the secretary shall ensure safe custody of all records, books, and other documents relating to the Group.

### 39 Inspection of books

The records, books and other documents of the Group shall be open to inspection at a place in the ACT, free of charge, by a member of the Group at any reasonable hour.

## **40 Service of notice**

(1) For these rules, a notice may be served by or on behalf of the Group on any member either personally or by sending it by post to the member at the member's address shown in the register of members or, where a member has provided an e-mail address, by sending it to that e-mail address.

(2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

## **41 Surplus property**

(1) The Group may pass a special resolution nominating—

- (a) another Group for the Act; or
- (b) a fund, authority or institution for the Act;

in which it is to vest its surplus property in the event of the dissolution or winding up of the Group.

(2) An organisation nominated under sub-rule (1) (a) must fulfil the requirements specified in the Act.

## **Part G—The Molonglo Environmental Heritage Fund**

*Note: These rules implement the model rules for registered environmental organisations. Gifts made to a public fund on the Register are made deductible by item 6.1.1 of subsection 30-55(1) of the Income Tax Assessment Act 1997 (ITAA) and the requirements for the admission of organisations are prescribed in Subdivision 30-E of the ITAA.*

## **42 Requirements of the public fund**

(1) The Group must inform the Department responsible for the environment as soon as possible if:

- (a) it changes its name or the name of the 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.

(2) The Group agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.

(3) The income and property of the Group shall be used and applied solely in 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 member organisations, directors, or trustees of the Group.

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

(5) In case of the winding-up of the fund, any surplus assets remaining after the payment of the fund's liabilities shall be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.

(6) 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 Group 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.

### **43 Rules of The Molonglo Environmental Heritage Fund**

(1) The objective of The Molonglo Environmental Heritage Fund is to support the environmental purposes of the Group.

(2) Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the Group.

(3) 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.

(4) A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the association.

(5) 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.

(6) The fund will operate on a not-for-profit basis.

(7) A management committee of no fewer than three persons will administer the public fund. The management committee will be appointed by the Group's board of directors. A majority of the members of the management committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.