



# RULES OF THE ASSOCIATION

Southern Regional Natural Resource Management  
Association (NRM South)

*September 2021*

## Version Control Revision History

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# PRELIMINARY

## 1. Details of the Association

- 1.1 The name of the Association shall be Southern Regional Natural Resource Management Association (trading as NRM South) ("**the Association**").
- 1.2 The Association is a not-for-profit organisation, which is established to be, and will continue as, a charity.
- 1.3 The financial year of the Association is the period of 12 months beginning on 1 July and ending 30 June.

## 2. Definitions

- 2.1 In these rules, unless the context otherwise requires –

**"Act"** means the *Associations Incorporation Act 1964* (Tas)

**"Annual General Meeting"** means an Annual General Meeting of the Association held in accordance with rule 19

**"Annual Report"** means the Annual Report of the Board as provided for under section 11 of the NRM Act

**"Association"** means Southern Regional Natural Resource Management Association (trading as NRM South)

**"Auditor"** means the person appointed as the auditor of the Association under rule 23

**"Board"** means the Management Committee for the Association, declared as a 'regional committee' under the NRM Act, and described in rules 8-18

**"Chair"** means a person appointed to the Board under section 9(6) of the NRM Act as the Chair of the Board

**"Chief Executive Officer"** or **"CEO"** means the person delegated to manage the operations of the Association

**"Commissioner for Corporate Affairs"** means the person holding office under section 4 of the *Commissioner for Corporate Affairs Act 1980* (Tasmania), and includes any person holding that office in an acting capacity

**"Deputy Chair"** means the person appointed by the Board to support the Chair of the Board

**"Director"** is a member of the Board, as set out in rule 11

**"Financial Year"** has the same meaning as in the Act

**"Fund"** means the Southern Regional Natural Resource Management Fund, as described in rule 30

**"Member"** means an entity that holds an Australian Business Number and has met the criteria to become a Member (rule 5) and is listed on the Register of Members

**“Minister”** means the Tasmanian State Minister administering the NRM Act

**“NRM Act”** means the *Natural Resource Management Act 2002* (Tasmania), as amended from time to time

**“Officer”** means a Director or Secretariat of the Association, in accordance with rule 28

**“Public Officer”** means the person who is, under section 14 of the Act, the public officer of the Association

**“Region”** means the southern region of Tasmania, as defined in section 43(2) of the *Acts Interpretation Act 1931* (Tasmania) along with any adjacent State waters

**“Register of Members”** means the register of all current Members of the Association, as described in rule 7

**“Registered Officer”** means an individual that has been formally nominated to represent a Member of the Association

**“Registered Proxy”** means a person authorised by a Member to attend and vote on behalf of the Member at an Annual General Meeting or Special General Meeting, see rule 5 and 19.17

**“Rules of the Association”** means this document, including all of the obligations, powers and procedures that it creates

**“Secretariat”** means the Chief Executive Officer or other authorised employee of the Association, who performs the role of secretariat to the Board

**“Selection Panel”** means a Selection Panel charged by the Board to make recommendations about nominations to the Board, among other things, in accordance with the Board induction handbook (see rules 11 and 12)

**“Special General Meeting”** means a meeting of the Board of Directors and Members of the Association, other than the Annual General Meeting

**“Special Resolution”** has the same meaning as in the Act

**“Standing Committee”** means an advisory committee reporting to the Board that has been established for the purpose of assisting with governance matters under rule 15

### 3. Association's Office

- 3.1 The office of the Association is to be at 293 Macquarie Street, Hobart in Tasmania or any other place the Board determines from time to time.

### 4. Purpose, functions and objects of the Association

- 4.1 The purpose of the Association is to provide the governance and organisational framework for the establishment and ongoing operation of the Board, in accordance with the terms and conditions of its declaration as a Board by the Minister under the NRM Act and with these Rules of the Association.

- 4.2 The NRM Act assigns the following functions to the Board:
- a. to identify the priorities for natural resource management for the region;
  - b. to prepare a draft regional strategy for the region, for endorsement by the Minister;
  - c. to facilitate the implementation of the regional strategy;
  - d. to promote the Tasmanian natural resource management principles;
  - e. to facilitate the integration of natural resource management and planning activities for the region;
  - f. to seek, manage and allocate funds according to the regional strategy;
  - g. to coordinate the region's participation in national and State programs related to natural resource management;
  - h. to monitor and evaluate the implementation of the regional strategy;
  - i. to develop and implement processes to ensure appropriate education and training in natural resource management;
  - j. to submit an Annual Report to the Minister responsible for administering the NRM Act; and
  - k. to submit an annual return with the Commissioner for Corporate Affairs in accordance with section 24B of the Act.
- 4.3 The objects of the Association are to support the Board to fulfil its functions under the NRM Act, carry out its role as the regional natural resource management body for Southern Tasmania and pursue the charitable purpose of advancing the principles of natural resource management, which are determined by the Minister under section 17 of the NRM Act.
- 4.4 In meeting these objects, the Association will:
- a. Establish and maintain the Fund, as a public fund called the Natural Resource Management Southern Tasmania Fund, for the specific purpose of supporting the natural resource management purpose and objects of the Association (rule 30). The Fund is established to receive all gifts of money or property for this purpose and any money received via 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 – Register of Environmental Organisations of the *Income Tax Assessment Act 1997* (Commonwealth).
  - b. Apply all property and income of the Association towards promoting the purpose and objects of the Association. No part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member or Director by way of Dividend, Bonus or Profit.
  - c. Carry out all other activities that the Association may determine relevant to further the purpose and objects of the Association.
- 4.5 The assets and income of the Association shall be applied solely to support its primary purpose (rule 4.1) and no portion shall be distributed directly or indirectly to the Members

and Directors of the Association except as genuine compensation for services rendered or expenses incurred on behalf of the Association.



# MEMBERSHIP

## 5. Application for membership of the Association

- 5.1 Membership of the Association may be open to entities that have an interest in natural resource management in southern Tasmania and are based in southern Tasmania or represent residents of southern Tasmania.
- 5.2 To apply to become a Member, an entity:
  - a. must comply with membership criteria, as set out in any membership policy approved by the Board and Secretariat and amended from time to time;
  - b. must apply in writing to the Board on a prescribed application form;
  - c. if an entity, must appoint a Registered Officer who shall be the main contact; and
  - d. must agree to comply with the Rules of the Association.
- 5.3 Any Member may appoint a Registered Proxy to attend meetings and vote on their behalf (see rule 19.17). A proxy must be:
  - a. authorised by the appointing Member in writing;
  - b. in a form approved by the Association; and
  - c. provided to the Secretariat fourteen (14) days prior to the relevant meeting.
- 5.4 A Registered Officer or Registered Proxy may subsequently be removed or replaced by written notice to the Secretariat.
- 5.5 The Board must consider an application for membership within a reasonable time after the Secretariat receives the application.
- 5.6 If the Board approves an application, the Secretariat must enter the new Member on the Register of Members as soon as practicable, and write to the applicant to tell them that their application was approved and the date that their membership started.
- 5.7 If the Board rejects an application, the Secretariat must write to the applicant as soon as practicable, advising that the application has been rejected and providing reasons for that decision.
- 5.8 An applicant may appeal the rejection of their application for membership by resubmitting their application with a response to the Board's reasons for rejecting the application.
- 5.9 If an applicant resubmits their application under rule 5.8, the Board must reconsider the application and the applicant's response at the next Board meeting.
- 5.10 After reconsidering an application, the Board may:
  - a. reaffirm its decision to reject the application, in which case the decision to reject the application is final; or
  - b. accept the application for membership, in which case the new Member will be listed on the Register of Members and must provide the details set out in rule 7.

- 5.11 The Secretariat must advise the applicant of the outcome of the Board's decision under rule 5.10, in writing, as soon as practicable.
- 5.12 An entity immediately stops being a Member if they:
- a. are wound up or otherwise dissolved or deregistered;
  - b. resign, in writing to the Secretariat;
  - c. are removed under rule 24;
  - d. have not responded within three months to a written request from the Secretariat to confirm in writing that they want to remain a Member; and/or
  - e. are found by the Board to not be a fit and proper person.

## 6. Entitlements of Members

- 6.1 A Member may exercise the rights of membership from the time that the Member's name is entered in the Register of Members.
- 6.2 A right of membership of the Association –
- a. is not capable of being transferred or transmitted to another Member; and
  - b. terminates on the cessation of membership whether by resignation or otherwise.
- 6.3 A Member shall be entitled to one (1) equal vote at Annual General and Special General Meetings of the Association – including in votes on:
- a. the appointment of a Director;
  - b. the removal of a Director;
  - c. matters requiring a Special Resolution; and
  - d. appointment of an Auditor.
- 6.4 The following must be available for inspection by Members:
- a. Rules of the Association;
  - b. Minutes of Annual General and Special General Meetings;
  - c. Annual Reports; and
  - d. the Register of Members (subject to compliance with privacy laws).

## 7. Register of Members

- 7.1 The Association shall keep and maintain a Register of Members.
- 7.2 The Register must be kept and maintained at the Association's head office.
- 7.3 The Register must contain the:

- a. name of the entity;
- b. postal address for the entity;
- c. date that membership started and (where relevant) ended;
- d. name and contact details of the Registered Officer; and
- e. name and contact details of the Registered Proxy (where relevant).

# BOARD

## 8. Role and Powers of the Board

- 8.1 The business of the Association will be managed by or under the direction of a Board in accordance with the Association's purpose and objects and with the NRM Act.
- 8.2 The Board may appoint one or more groups or persons on an ad hoc or standing basis to assist in any area or in relation to any issues determined. These groups or persons may make recommendations to the Board, but no recommendation will be binding.
- 8.3 A Director must:
  - a. as soon as practicable after being appointed to the Board, become familiar with the Act, the NRM Act, and any regulations made under either Act;
  - b. as soon as practicable after being appointed to the Board, become familiar with the policies and procedures of the Association, as outlined in the Board induction handbook;
  - c. exercise their duties with care and diligence; and
  - d. perform their duties in good faith, in the best interests of the Association and for a proper purpose.
- 8.4 A Director must not improperly use their position or information obtained through their role on the Board to:
  - a. gain an advantage for themselves or another person; or
  - b. cause detriment to the Association.

## 9. Composition of Board

- 9.1 The Board will be appointed in accordance with section 9 of the NRM Act.
- 9.2 Directors must:
  - a. be 18 years of age or over; and
  - b. be a fit and proper person.
- 9.3 The CEO or an employee of the Association appointed by the Board will perform the role of Secretariat to the Board.

## 10. Delegation

- 10.1 The Board may delegate any of its powers and functions other than:
  - a. this power of delegation; and
  - b. any duty imposed on the Board by the Act or any other law.

- 10.2 All delegations must be in writing and may be subject to any conditions and limitations the Board considers appropriate.
- 10.3 The Board may, in writing, revoke a delegation, wholly or in part.

## 11. Selection and appointment of Directors, Chair and Deputy Chair

- 11.1 The Board induction handbook will outline the Association's policies about recruitment, selection and the appointment of Directors.
- 11.2 Directors will be appointed through a Selection Panel process based on principles of merit, accountability and rigour, and in accordance with the NRM Act and Board induction handbook.
- 11.3 The Minister is to appoint the Chair from among the Directors, as prescribed in the NRM Act, ensuring that the Chair is independent and free of conflicts of interest.
- 11.4 The Board is to appoint the Deputy Chair.
- 11.5 If a casual vacancy occurs:
- a. in a Director's position, the Board may act to fill the vacancy in accordance with these Rules of the Association so that the Board as a whole continues to fulfil the criteria required under section 9(3) of the NRM Act.
  - b. in the office of Chair, the Board must request the Minister to appoint a new Chair as soon as practicable after the vacancy on the Board has been filled.
  - c. in the office of Deputy Chair, the Board is to appoint a new Deputy Chair as soon as practicable after the vacancy on the Board has been filled.

## 12. Term of Board Appointment

- 12.1 Directors are to hold office for terms of up to four years and may not serve more than two full terms.
- 12.2 Any Directors appointed to fill a casual vacancy must retire at the next Annual General Meeting, but may be eligible for reappointment and may then serve two full terms, in accordance with rule 12.1.
- 12.3 If a Director is eligible for reappointment in accordance with rule 12.1, the Board may present to the Members, at a Special General Meeting or Annual General Meeting, a Selection Panel recommendation for reappointment to fill the vacancy.
- 12.4 The Members shall either accept a recommendation for reappointment, under rule 12.3, or:
- a. present evidence that a candidate may not meet the eligibility requirements for a Director or Chair role; and
  - b. in the event of such evidence being presented, Members have the right to accept a recommendation under rule 12.3, pending a Selection Panel assessment of the

evidence of the alleged ineligibility. The ruling of the Selection Panel Chair on eligibility shall be final.

- 12.5 Standard terms of office will be from 1 October in the year the appointment was made to 30 September in the year of the fourth (4<sup>th</sup>) Annual General Meeting following the appointment.
- 12.6 If the selection of Directors occurs after 30 September, the recommended candidates are appointed from the date of the Special General Meeting until 30 September in the year of the fourth (4<sup>th</sup>) Annual General Meeting, following the Annual General Meeting prior to which they were appointed.
- 12.7 Board appointments will be staggered to ensure that the tenure of multiple Directors does not expire at the one time.

### 13. Board Director Vacating Position

- 13.1 The office of a Director becomes vacant if the Director:
  - a. dies; or
  - b. becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his or her estate for their benefit; or
  - c. becomes ineligible to be a Director under the Act or the *Australian Charities and Not-for-profits Commission Act 2012* (Commonwealth); or
  - d. becomes a represented person within the meaning of the *Guardianship and Administration Act 1995* (Tasmania); or
  - e. gives written notice of resignation addressed to the Board; or
  - f. fails to uphold and comply with the policies and procedures and code of conduct of the Association; or
  - g. is absent from more than three (3) consecutive Board meetings without the approval of the Board.
- 13.2 The Board may decide, on the assessment of appropriate evidence, that a Director should be removed from the Board. If so, the Board must:
  - a. immediately suspend the Director concerned until such time as a formal resolution of the Board is made;
  - b. communicate in writing to the suspended Director to outline the conduct or circumstance that has led to the suspension;
  - c. communicate in writing to the suspended Director a notice of the time, date and place of the Board meeting at which the question of removal shall be decided;
  - d. afford the Director concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board; and

- e. consider the information and vote to remove or decline to remove the Director concerned from the Board and shall, forthwith communicate that decision in writing to the Director.

13.3 A vote by the Board to remove a Director under rule 13.2:

- a. must be carried by two thirds of the Directors;
- b. must be recorded in the minutes; and
- c. is subject to the grievances and disputes procedure set out in rule 25.

## 14. Chair

14.1 The Chair is:

- a. Required to lead the Board through decision making and reporting processes for implementing the purpose and objects of the Rules of the Association;
- b. Responsible for managing the selection and performance evaluation of the Chief Executive Officer and the relationship between the Board, Directors and staff; and
- c. Required to lead the Board through decision making and reporting process for implementing the Association's strategic plan.

14.2 The Chair may invite observers to attend Board meetings from time to time. Observers will not have voting rights and may not take part in decisions of the Board.

## 15. Standing Committees

15.1 Standing Committees may be convened as required for the good governance of the Board. Standing Committees are advisory in nature and assist the Board in its governance obligations by making recommendations to inform Board decision making.

15.2 The Board's Standing Committees will include a Committee with responsibility to assess and make recommendations on issues of finance, audit and risk management, which is chaired by a Director other than the Chair of the Board, and which may include independent (non-Board) committee members.

15.3 The Standing Committees shall operate in accordance with terms of reference, as approved by the Board.

15.4 All relevant reports and recommendations of the Standing Committees shall be presented at a Board meeting for consideration.

## 16. Public Officer

- 16.1 The Public Officer is appointed by the Board in accordance with section 14 of the Act.
- 16.2 The Public Officer must ensure that documents are filed with the Tasmanian Commissioner for Corporate Affairs (Consumer, Building and Occupational Services) in accordance with the Act.
- 16.3 The Public Officer must maintain a current copy of the Rules of the Association.

## 17. Chief Executive Officer

- 17.1 The Chief Executive Officer cannot vote in Board Meetings, Special General Meetings or Annual General Meetings, may not be a Member, and is not to be counted for the purposes of establishing a quorum in any meeting.
- 17.2 The Chief Executive Officer must:
  - a. operate within the delegation parameters exercised by the Board;
  - b. coordinate the correspondence of the Association;
  - c. ensure that the Association's operations are compliant with relevant laws and policies;
  - d. keep a copy of the minutes of all proceedings of Annual and Special General Meetings, Board meetings and committee meetings;
  - e. compile an Annual Report, including the audited financial statements, that will be endorsed by the Board before being presented to an Annual General Meeting;
  - f. maintain an up-to-date Register of Members;
  - g. unless the Board resolves otherwise, have custody of all books, documents, records and registers of the Association; and
  - h. manage the operations of the Association.



# MEETINGS

## 18. Procedures for Board meetings

- 18.1 The Board is to meet at least six times a year at any place and time the Board determines.
- 18.2 A majority of appointed Directors constitutes a quorum for the transaction of the business of a meeting of the Board. Business is not to be transacted unless a quorum is present.
- 18.3 The Directors may attend a Board meeting physically at a location or if agreed, remotely, provided all Directors have an opportunity to participate in the meeting.
- 18.4 At a meeting of the Board, the following is to preside:
  - a. the Chair, or in their absence the Deputy Chair;
  - b. if the Chair and Deputy Chair are absent, any one of the remaining Directors as may be chosen by the Directors present.
- 18.5 Written notice of each Board meeting is to be served by the Secretariat to Directors at least seven (7) days before the meeting. The notice shall specify:
  - a. when and where the meeting is to be held; and
  - b. particulars of the business to be transacted at the meeting, and the order in which that business is to be transacted.
- 18.6 A Director who has a direct or indirect pecuniary or other beneficial interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Board.
- 18.7 The Chair must ensure a Director who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with the Association's conflict of interest policies and meeting protocols, as outlined in the Board induction handbook.
- 18.8 The Secretariat must record the disclosure in the minutes of the meeting.
- 18.9 Each Director present at the meeting has a deliberative vote.
- 18.10 Any question arising at a meeting of the Board or of any Standing Committee appointed by the Board is to be determined on a show of hands or by an equivalent (including electronic) means, as agreed by the Board from time to time.
- 18.11 A question requiring a decision arising at a Board meeting must be decided by a majority of votes.
- 18.12 If there is no majority, the Chair, or Director presiding at the meeting, has a casting vote in addition to a deliberative vote.
- 18.13 The Directors may pass resolutions out of session, without a Board meeting being held.
- 18.14 An out of session resolution, emailed to Directors for their agreement, is passed when:
  - a. a majority of Directors have agreed to the resolution in writing, i.e. by reply email to that effect, with the text of the resolution included in the reply email; and

- b. within the specified period for response.

## 19. Procedures for the Annual General Meeting and Special General Meetings

- 19.1 The Association must hold an Annual General Meeting each year, within three (3) months of the end of financial year.
- 19.2 The ordinary business of an Annual General Meeting is to:
  - a. confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - b. receive and ratify the Annual Report, including the financial report;
  - c. consider any report from the Selection Panel and accept or reject its recommendations on the membership of the Board;
  - d. approve any change to remuneration for Directors;
  - e. receive and ratify the report of the Auditor, prepared in accordance with rule 23; and
  - f. appoint the Auditor for the following year.
- 19.3 The Annual General Meeting is to be in addition to any other general meetings of the Board and Members ("**Special General Meetings**") that may be held in the same year.
- 19.4 Special General Meetings:
  - a. may be convened by the Board at any time;
  - b. must be convened by the Board if at least twenty (20) per cent of the Members require a Special General Meeting by written notice to the CEO, and that written notice:
    - i. states the business to be considered at the meeting; and
    - ii. is signed by each Member making the request
  - c. may be convened by any Member within three (3) months of written notice being received by the CEO under rule 19.4b, if a Special General Meeting has not been convened by the Board within 35 days of the CEO receiving that notice.
- 19.5 Written notice under rule 19.4b will expire if a Special General Meeting has not been convened within three (3) months of the notice being delivered to the CEO.
- 19.6 Meeting procedures, including quorum and voting requirements, will be the same for Special General Meetings and Annual General Meetings.
- 19.7 The Chair, or in their absence the Deputy Chair, will preside at the Annual General Meeting and any Special General Meetings.
- 19.8 If the Chair and Deputy Chair are both absent, the Directors present are to elect one of their number to preside at the meeting.
- 19.9 The Secretariat must give notice to all Members, as follows:
  - a. not less than 30 days' notice for an Annual General Meeting;

- b. not less than 20 days' notice for a Special General Meeting; and
  - c. specifying:
    - i. when and where the meeting is to be held; and
    - ii. the particulars of and the order in which business is to be transacted.
- 19.10 A Special General Meeting or Annual General Meeting may be held at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard. Anyone using this technology is taken to be present in person at the meeting.
- 19.11 At an Annual General Meeting or Special General Meeting, the number or the proportion of Members and Directors to constitute a quorum is as follows:
- a. a majority of currently serving Directors; and
  - b. for Members:
- | <b><i>Number of Members in Association</i></b> | <b><i>Number of Members needed for quorum</i></b> |
|--|---|
| <i>5-10 Members</i>                            | <i>3 Members</i>                                  |
| <i>11 - 50 Members</i>                         | <i>5 Members</i>                                  |
| <i>Over 50 Members</i>                         | <i>10% of all Members</i>                         |
- 19.12 If within thirty (30) minutes after the time specified in the notice for the holding of an Annual General Meeting or Special General Meeting a quorum is not present, the meeting stands adjourned to the same time, day and place in the following week, or any other place, time or day that the Board determines.
- 19.13 If within thirty (30) minutes after the time appointed for the resumption of an adjourned Annual General Meeting a quorum is not present, the Members present may proceed with the business of that meeting as if a quorum were present.
- 19.14 The Chair may, with the consent of an Annual General Meeting or Special General Meeting at which a quorum is present – and must, if directed by a majority of the Members present at the meeting – adjourn that meeting from time to time and from place to place.
- 19.15 There must not be transacted at an adjourned Annual General Meeting or Special General Meeting any business other than business left unfinished or on the agenda at the time when the meeting was adjourned.
- 19.16 If an Annual General Meeting or Special General Meeting is adjourned for a period of thirty (30) days or more, the Secretariat must give notice of the adjourned meeting as if that meeting were a fresh Annual General Meeting or Special General Meeting.
- 19.17 A Member may appoint a Registered Proxy to attend and vote on behalf of the Member at an Annual General Meeting or Special General Meeting, in accordance with rule 5.3.
- 19.18 A Member may attend an Annual General Meeting or Special General Meeting remotely, as follows:

- a. a Member must provide written notice of an intention to attend an Annual General Meeting or Special General Meeting remotely (i.e. by teleconference or video-conference), and seek the Secretariat's approval, fourteen (14) days prior to the date of the meeting;
  - b. the Member may only attend remotely if they receive written approval for remote attendance from the Secretariat prior to the date of the meeting; and
  - c. the terms of remote attendance and remote participation will be agreed prior to the meeting.
- 19.19 Each Member present, including electronically, at an Annual General Meeting or Special General Meeting is entitled to an equal deliberative vote.
- 19.20 Voting shall proceed as follows:
- a. an ordinary resolution put to the vote is decided by a majority of votes made by Members present;
  - b. a special resolution put to the vote is passed if three-quarters of the Members present vote in favour of the resolution; and
  - c. a vote may be made by a 'show of hands' or such other means as is agreed prior to the start of the meeting, for all Members or for Members attending electronically (e.g. by teleconference or video-conference).

## 20. Minutes of Meetings

- 20.1 The CEO, or their delegate, shall take the minutes of Board, Annual General Meetings and Special General Meetings.
- 20.2 The CEO must maintain a secure copy of the minutes of Board, Annual General Meetings and Special General Meetings in the records of the Association.

# MANAGEMENT PROCESSES

## 21. Financial management and reporting

- 21.1 The financial and accounting activities of the Association shall be subject to the terms and conditions of the Minister's declaration, and to any funding agreements that it enters into regarding particular programs or projects.
- 21.2 True accounts are to be kept of:
  - a. all money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
  - b. the property, credits and liabilities of the Association.
- 21.3 The accounts are to be open to inspection by Members of the Association subject to any reasonable restrictions as to time and manner of inspecting that the Board may impose.
- 21.4 The Association is to keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in the form and manner the Board directs.
- 21.5 The accounts, books and records are to be kept at the Association's office or at any other place the Board decides.
- 21.6 The income and property of the Association are to be applied solely towards the promotion of the purpose and objects of the Association.
- 21.7 The Board will have full responsibility for the management of all income or property of the Association.
- 21.8 No portion of the income and property of the Association is to be paid or transferred to any Member of the Association, employee, or director, except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

## 22. Distribution of surplus assets on winding up

- 22.1 If, on winding up or cancellation of the incorporation of the Association, any property that remains after satisfaction of its debts and liabilities and the costs, charges and expenses of the winding up shall be distributed to one or more charities:
  - a. incorporated under the Act;
  - b. with similar charitable purposes to that of the Association; and
  - c. which is not carried on for the profit or gain of its Directors or Members.

## 23. Auditor

- 23.1 At each Annual General Meeting of the Association, the Members present are to appoint a person or organisation as the Auditor of the Association. Unless specifically provided for in the relevant funding agreement, the Auditor will not be concerned with the accounts of

programs and projects undertaken by the Association and subject to specific funding agreements.

- 23.2 The Auditor is to remain in the appointment until the next Annual General Meeting and is eligible for re-appointment.
- 23.3 If an appointment is not made at an Annual General Meeting, the Board is to appoint an Auditor for the current financial year of the Association.
- 23.4 If a casual vacancy occurs in the office of Auditor during the course of a financial year of the Association, the Board may appoint a person or organisation as the Auditor to hold office until the next Annual General Meeting.
- 23.5 The Auditor may only be removed from office between Annual General Meetings by resolution of the Members at a Special General Meeting.
- 23.6 The Auditor is to:
  - a. provide an opinion of the Association in accordance with relevant accounting and audit practices; and
  - b. provide a report to be presented at the Annual General Meeting.

## 24. Warning, suspending or removing a Member

- 24.1 If a Member has breached the Rules of the Association or the Member's conduct is detrimental to the interests of the Association, the Board may resolve to warn, suspend or remove a Member.
- 24.2 The Board must give notice of the proposed warning, suspension or removal to the Member in writing, and outline –
  - a. that the Directors are considering a resolution to warn, suspend or remove the Member;
  - b. that this resolution will be considered at a Board meeting and the date of that meeting;
  - c. what the Member is said to have done or not done that warrants the proposed warning, suspension or removal;
  - d. the nature of the resolution that has been proposed; and
  - e. an invitation to the Member to respond to the proposal with an explanation or any other information the Member considers to be relevant, and the details of how to do so.
- 24.3 Before the Directors pass a resolution to warn, suspend or remove a Member, the Board must afford the Member a reasonable opportunity to respond to the notice issued under rule 24.2, and grant the Member an opportunity to be heard or to make representations in writing.
- 24.4 After considering any explanation that the Member provides under rule 24.3, the Board may:

- a. take no further action;
  - b. warn the Member;
  - c. suspend the Member's rights for a period of no more than one (1) year;
  - d. remove the Member; or
  - e. refer the decision to an unbiased, independent person, on any conditions that the Directors consider appropriate, to make a new decision in accordance with this rule 24.
- 24.5 The Secretariat must give the relevant Member written notice of a decision under rule 24.4, as soon as possible.
- 24.6 The Directors cannot fine a Member.
- 24.7 There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this rule.

## 25. Grievance and disputes procedures

- 25.1 This rule applies to grievances and disputes between:
- a. Directors;
  - b. Members;
  - c. a Member and the Board; or
  - d. a Director and the Board.
- 25.2 The parties must attempt to resolve the dispute between themselves within fourteen (14) days after the dispute comes to the attention of each party.
- 25.3 If the parties to a dispute are unable to resolve the dispute, then the parties must, within a further fourteen (14) days, notify the CEO of the parties to the dispute and nature of the dispute. The CEO must then appoint a mediator by agreement between the parties or a mediator appointed or employed by the Department administering the Act. The mediator cannot be a party to the dispute.
- 25.4 When conducting a mediation, the mediator must:
- e. provide the parties to the dispute a reasonable chance to be heard;
  - f. allow the parties a reasonable chance to review any written statement;
  - g. ensure procedural fairness is accorded to the parties to the dispute throughout the mediation process; and
  - h. not make a decision on the dispute.
- 25.5 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## 26. Seal of Association

- 26.1 The common seal of the Association – a rubber stamp inscribed with ‘Natural Resource Management Southern Tasmania Inc. Seal’ – must not be used without the express authority of the Board and every use of that common seal must be recorded.
- 26.2 The affixing of the common seal of the Association must be witnessed and signed by any two Directors, or one Director and one of the Public Officer, the CEO, or such other person as the Board may appoint for that purpose.
- 26.3 The common seal of the Association must be kept in the custody of the CEO or another person that the Board from time to time decides.

## 27. Altering the Rules of the Association

- 27.1 The Association may alter the Rules of the Association including the purpose or objects of the Association by special resolution.
- 27.2 If the Rules of the Association are altered, the Public Officer must ensure compliance with section 18 of the Act.
- 27.3 The Rules of the Association bind every Director and Member to the same extent as if every Director and Member has signed and sealed the Rules of the Association and agreed to be bound by it.

## 28. Indemnity

- 28.1 In this clause, ‘Officer’ means a Director or Secretariat.
- 28.2 The Association indemnifies each Officer out of the assets of the Association, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an Officer of the Association.
- 28.3 In this clause, ‘to the relevant extent’ means:
  - a. to the extent that the Association is not precluded by law (including the Act) from doing so; and
  - b. for the amount that the Officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 28.4 The indemnity is a continuing obligation and is enforceable by a person for losses and liabilities incurred while that person was an Officer of the Association, even though that person is no longer an Officer of the Association.

## 29. Insurance

- 29.1 To the extent permitted by law (including the Act), and if the Directors consider it appropriate, the Association may pay or agree to pay a premium for a contract insuring a



person who is or has been an Officer of the Association against any liability incurred by the person as an Officer of the Association.

# PUBLIC FUND

## 30. Public Fund

### 30.1 Establishment of Public Fund:

- a. The Association has established under these Rules a public funds account, known as the Southern Regional Natural Resource Management Fund (**“the Fund”**).
- b. The objects of the Fund are identical to those of Southern Regional Natural Resource Management Association Incorporated as set out in rule 4.
- c. The Fund must be:
  - i. managed to receive all donations, gifts of money or property for the purposes of supporting the Association’s environmental purpose;
  - ii. operated through a separate bank account used to deposit money donated to the Fund, including interest accruing thereon, and gifts to it must be kept separate from other funds of the Association; and
  - iii. operated on a not-for-profit basis.
- d. Any monies or property not for this purpose must not be accepted into the Fund’s bank account and must comply with Subdivision 30-E of *the Income Tax Assessment Act 1997* (Commonwealth).
- e. The Association must inform the Australian Government Department responsible for the environment portfolio as soon as possible if:
  - i. changes are made to its name or the name of the Fund;
  - ii. there is any change to the membership of the Board; or
  - iii. there has been any departure from the model rules for public funds, as set out in the Guidelines to the Register of Environmental Organisations.
- f. The Association agrees to comply with any rules that the Australian Government Treasurer and the Minister with responsibility for the environment portfolio may make to ensure that gifts made to the Fund are only used for its principal purpose.
- g. The income and property of the Association shall be used and applied solely in promotion of its purpose and 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 Association.
- h. Any allocation of funds or property to other persons or organisation will be made in accordance with the established purpose of the organisation and not be influenced by the preference of the donor.

### 30.2 Any statistical information requested by the Australian Government Department responsible for the environment portfolio, concerning donations to the Fund, will be provided within four (4) months of the end of the Financial Year.

- 30.3 An audited financial statement for the Association and its Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of the Fund monies and the management of the Fund assets.
- 30.4 The Fund will abide by the model rules as necessary for tax deductible gift status.