

CONSTITUTION

OF THE

Two Rivers
Catchment Group Inc.

TRCG

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CONSTITUTION OF THE TWO RIVERS CATCHMENT GROUP INC.

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1. Name of Association

The name of the Association is the Two Rivers Catchment Group Inc. hereinafter referred to as the "Association".

2. Definitions

In these rules, unless the contrary intention appears-

- * "CALM" means The Department of Conservation and Land Management.
- * "Committee meeting" means meeting referred to in Rule 16(1);
- * "Committee member" means person referred to in paragraph (a), (b), (c), (d), (e) and (f) of Rule 5 (3);
- * "financial year" has the meaning given by Section 3 (1) of the Act, a reference in that section to "an incorporated association" or "the association" being construed as a reference to the Association; and
- * "ICM" means integrated catchment management;
- * "member" means member of the Association
- * "Member group" means a community group, with a stake in the intent of good management of the catchment, from which Association members referred to in 5 (3a) are nominated;
- * "ordinary resolution" means resolution other than a special resolution;
- * "special resolution" has the meaning given by Section 24 of the Act;
- * "the Act" means the *Associations Incorporation Act 1987 (WA)*;
- * "the area" means the boundary referred to in Rule 5(1a)
- * "the Association" means the Association referred to in Rule 1;
- * "the Chairperson" means-
 - (a) in relation to the proceedings at a Association meeting or general meeting, the person presiding the Association meeting or general meeting in accordance with Rule 11; or
 - (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in Rule 10(2) or, if that person is unable to perform his or her function, the Vice-Chairperson;
- * "the Treasurer" means the Treasurer referred to in the rule 10(2), rule 12;
- * "the Vice-Chairperson" means the Vice-Chairperson referred to in rule 10(2).

3. Objects of the Association

- (1) The object of the Association is to achieve integrated catchment management that supports clean waterways and healthy ecosystems over the whole of the area within the boundaries that this Association operates for present and future generations. This will be achieved by, but not limited to:
 - i. encouraging active participation of local government, statutory bodies and organisations in achieving the groups objectives;
 - ii. maintaining a watching brief in the catchment on pollution, water levels and water quality;
 - iii. encouraging the protection, creation and enhancement of wildlife habitats and biodiversity within the catchment;
 - iv. promotion and encouragement of restoration and active environmental management of natural bushland, wetland and water courses in the area;
 - v. supporting the embracement of Noongar culture and heritage;
 - vi. raising community awareness of natural resource management issues and support and encourage community involvement in the Association and it's activities.
 - vii. Promote and influence government to meet the groups objectives;
- (2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members except in good faith in the promotion of these objects.

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4. Powers of the Association

The powers conferred on the Association by section 13 of the Act are subject to the following additions, exclusions or modification-

- (1) To seek nominations to the Association according to the requirements of rule 5
- (2) To obtain non-voting representation to the Association from various instrumentalities of the Crown, where in the opinion of the Association these persons can contribute usefully to achieve the objects of the Association.
- (3) To raise funds for the purpose of meeting the objects of the Association.
- (4) To open and operate bank accounts.
- (5) To seek community input into the management of the Catchment
- (6) To seek the assistance of local government agencies and instrumentality's of the Crown.
- (7) To employ persons to carry out the activities to meet the objects of the Association.
- (8) To work with the South East Regional Centre for Urban Landcare.

5. Qualifications for membership of the Association

- (1) For the purposes of this Rule:
 - (a) for the time being, the area is defined as consisting of those parts of the cities of Canning, Belmont, Gosnells, South Perth, Town of Victoria Park, and the Shire of Kalamunda which fall within the boundary of the natural catchment that drains into the Swan and Canning Rivers.
- (2) Community representatives on the Association will be selected on the basis of either, the following attributes and selection criteria:
 - (a) will live in the area or
 - (b) will have an interest in the natural resources of the area.
- (3) Membership of the Association Committee is open to representatives from the community and government bodies as follows:
 - (a) Up to seven community representatives, including one representative from each Member group of the Association;
 - (b) 1 Local Government representative from each of the Cities of Canning, Belmont, Gosnells, South Perth, Town of Victoria Park, and the Shire of Kalamunda ;
 - (c) 1 representative each from of the Water Corporation and CALM;
 - (d) 1 representative from local industry;
 - (e) 1 representative from the Department of Environment;
 - (f) 1 representative from the Swan River Trust/Swan Canning Cleanup Program;
- (4) A person who wishes to become a member shall apply for membership by completing a membership application in such form as the Committee from time to time directs.
- (5) The Committee members shall consider each application made under subrule (4) at a Committee meeting and shall at the Committee meeting or a subsequent Committee meeting accept or reject that application.
- (6) Appointments under Rule 10 should be made as soon as possible after the 1st July each year.
- (7) Failure to appoint or to reappoint an Association committee member by 1st September shall not invalidate the current Association membership of that person.

6. Register of members of Association

- (1) The Association shall keep and maintain a register of Association members in accordance with Section 27 of the Act and that register shall be so kept and maintained at the Association's registered office.
- (2) The name of an Association member who dies or who ceases to be an Association Committee member under rule 8 or 9 shall be deleted from the register of Association members referred to in subrule (1).
- (3) The name of a member group if it ceases to function will be removed from the register.
- (4) New members will be added to the register if deemed to be appropriate by the Association.

7. Subscription of members of Association

- (1) No subscription shall be charged to Association members

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8. Resignation of Association members or member group of Association

- (1) An Association member or member group who delivers notice in writing of his/her or the group's resignation from the Association to the Chair ceases on that delivery to be an Association member.

9. Expulsion of members of Association

- (1) If the Association considers that a member should be expelled from the Association because of the member's conduct being detrimental to the interest of the Association, the Association shall communicate, in writing, to the member:
 - (a) notice of the proposed expulsion and the time, date and place of the meeting at which the question of that expulsion will be decided; and
 - (b) particulars of that conduct;not less than 30 days before the date of the meeting referred to in paragraph (a)
- (2) At the meeting referred to in a notice communicated under subrule (1), the Association may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representation in writing to, the Association, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not to expel that member, communicate that decision in writing to that Association member, and to that Association member's organisation if relevant.
- (3) The vote to expel a member under subrule (2) shall need a two thirds majority of all Association committee members present at a meeting called for that purpose.
- (4) A member expelled under sub-rule (2) from membership of the Association ceases to be a member on the day on which the decision so to expel the member is communicated to that member.

10. Management of Association

- (1) The affairs of the Association shall be managed exclusively by the Association Committee members or as they delegate.
- (2) Nominations for membership of the Association Committee shall be called from Association members one month prior to the Annual General Meeting of the Association, with all eligible nominations being received by the secretary.
- (3) The Association shall elect from its Association members each year at an Annual General Meeting, which shall be held as soon as possible after the 1st July each year, a chairperson, office bearers and committee members as deemed necessary by the Association. Association committee members are appointed for 1 year with an option of reselection or reappointment.
- (4) The Association Committee have the voting rights of the Association.
- (5) When a casual vacancy within the meaning of Rule 13 occurs in the Association Committee of the Association
 - (a) the Association Committee may request and appoint a replacement from the appropriate member group or call for expressions of interest; and
 - (b) an Association Committee member appointed under this subrule shall;
 - (i) hold office until the commencement of; and
 - (ii) be eligible for reappointment to membership of the Association Committee for the next term.

11. Chairperson

Subject to this rule, the Chairperson shall:

- (1) preside at all meetings of the Association.
- (2) in the event of the absence of the Chairperson, a member shall be elected to chair the meeting by those members who are present.
- (3) the Chairperson will perform such other duties as are imposed by these rules on the Chairperson.

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12. Vice-Chairperson

Subject to this rule, the Vice-Chairperson shall:

- (a) undertake the duties of the Chairperson if so directed by the Chairperson; and
- (b) perform such other duties as are imposed by the management committee and members.

13. Secretary

The Secretary or nominated committee member shall:

- (a) coordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the committee and of the Association;
- (c) comply on behalf of the Association with:
 - (i) section 27 of the Act in respect of the register of members of the Association;
 - (ii) section 28 of the Act in respect of the rules of the Association; and
 - (iii) section 29 of the Act in respect of the record of the office holders, and any trustees, of the Association;
- (d) have custody of all books, documents, records and registration of the Association, including those referred to in paragraph (c), other than those required by rule 14 to be kept and maintained by, or in the custody of the Treasurer or the person delegated; and
- (e) perform such duties as are imposed by these rules on the Secretary.

14. Treasurer

The Treasurer shall:

- (1) have the authority to delegate to a local government authority or other managing agency, the power to establish and operate trust funds on behalf of the Association.
- (2) be responsible for the receipt of all moneys paid to or received by, or him/her on behalf of, the Association and shall issue receipts for those moneys in the name of the Association.
- (3) pay all moneys referred to in rule 14(2) into such account or accounts of the Association as the Association may from time to time direct.
- (4) Make payments from the funds of the Association:
 - (a) with the authority of a meeting, or by written approval of a meeting, that sets a limit to make payments without individual approval of the Association and in doing so ensure that all cheques are signed by two of the delegated signatories of the Association.
 - (b) with the written authority of two of the delegated signatories of the Association by internet banking and providing records of such transactions to be kept in a register for that purpose.
 - (5) The signatories to the Associations account/s will be open to two of the following: the Treasurer, the Secretary, the Chairperson and the Vice-Chairperson or as delegated by the Committee.
 - (6) Comply on behalf of the Association with section 25 and 26 of the Act in respect of the accounting records of the Association.
 - (7) Whenever directed to do so by the Chairperson, submit to the Association a report balance sheet or financial statement in accordance with that direction.
 - (8) Have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (6) and (7).
 - (9) Perform such other duties as are imposed by these rules on the Treasurer.

15. Casual vacancies in Association Committee membership

A casual vacancy occurs in a position of the Association Committee and that position becomes vacant if the Association Committee member:

- (1) dies;
- (2) resigns by notice in writing delivered to the Association;
- (3) is convicted of an offence under the Act;
- (4) is permanently incapacitated by mental or physical ill-health;
- (5) is absent from more than:
 - (a) three consecutive Association meetings of which he or she has received notice without obtaining leave of absence from the Association; or
 - (b) three Association meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Association meetings; or
- (6) is expelled under Rule 9; or
- (7) ceases to be a member of the Association

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16. Proceedings of the Association

- (1) The Committee shall meet together for the dispatch of business not less than five times per annum and the Chairperson may at any time convene a meeting of the Association.
- (2) The Association shall give a minimum of seven days notice prior to a general meeting. Notices of motion may be presented prior to the commencement of a general meeting.
- (3) The Association shall use consensus-style decision-making as far as possible. In the event of being unable to reach consensus, each Association Committee member or proxy has a deliberative vote.
- (4) In the event of no consensus, a question arising at an Association meeting shall be decided by the majority of votes, but, if there is an equality of votes, the person presiding at the Association meeting shall declare the decision to be in the negative to maintain the status.
- (5) Subject to these rules, the procedure and order of business to be followed at an Association meeting shall be determined by the Chairperson present at that Association meeting.
- (6) An Association member having any direct or indirect pecuniary interest referred to in Section 21 and 22 of the Act shall comply with that Section.
- (7) The Association shall within 30 days of:
 - (a) receiving a request in writing to do so from not less than 4 committee members of the Association, convene an Association meeting; and
 - (b) the secretary receiving a notice under Rule 9 (4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (8) The Association shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 23 of the Act.

17. Quorum for proceedings at Association meetings

- (1) At an Association meeting half plus one of the Association Committee constitutes a quorum.

18. Minutes of meetings of Association

- (1) The Association shall cause proper minutes of all proceedings of all Association meetings to be taken and then to enter within 30 days after holding of each Association meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson shall ensure that the minutes taken of an Association meeting under subrule (1) are checked and signed as correct by the Chairperson of the Association meeting to which those minutes relate, or of the next succeeding Association meeting as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that:
 - (a) the meeting to which they relate was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place there at; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

19. Proxies of committee members of Association

- (1) An Association Committee member may nominate in writing another member from the nominating member group who is a natural person to be the proxy of the appointing Association Committee member and to attend, and participate on behalf of the appointing Association Committee member at any Association meeting.
- (2) The nomination for proxy will be subject to acceptance and confirmation by the Association at the meeting.

20. Rules of the Association

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedures set out in section 17, 18 and 19 of the Act.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

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21. Common seal of Association

- (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Association and every use of that common seal shall be recorded in the minute book referred to in rule 16.
- (3) The affixing of the common seal of the Association shall be witnessed by two of the Chairperson and one other Association Committee member.
- (4) The common seal of the Association shall be kept in the custody of such person as the Committee of the Association from time to time decides.

22. Inspection of records, etc. of Association

- (1) A committee member may at any reasonable time inspect without charge the books, documents, correspondence, records and securities of the Association.

23. Distribution of surplus property on winding up of Association

- (1) If, on winding up of the Association, any property of the Association remains after satisfaction of debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property may be distributed-
 - (a) to another incorporated Association having objects similar to those of the Association; or
 - (b) for charitable purposes;which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing under section 33(3) of the Act to prepare a distribution plan for the distribution of surplus property of the Association.

24. Sub-Associations

- (1) Sub-Associations may be formed by the Association for specific purposes and non-Association members co-opted to them. The Chairperson will be an ex-officio member of all sub-Associations.

25. Correspondence

- (1) The outward correspondence of the Association shall:
 - (a) have only the form, content and nature determined at an Association meeting; and
 - (b) be signed only by the Chairperson or such other person or persons be determined at such a meeting.

26. Public statements

- (1) Public statements, whether written or verbal, on behalf of the Association shall be issued only by the Association Chairperson or such other person or persons as may from time to time be directed to do so by the Association