

This is the annexure of 12 pages marked as “A” referred to in form 5 signed by me and dated 6<sup>th</sup> December, 2011.

Signed \_\_\_\_\_

# THE MOORE CATCHMENT COUNCIL (INC) CONSTITUTION

## 4th EDITION

## September 2011

# **THE MOORE CATCHMENT COUNCIL (INC)**

## **1.0 NAME**

The official name of the Association is **THE MOORE CATCHMENT COUNCIL (INC)**  
Also to be known as **MCC**

## **2.0 DEFINITIONS**

“Act” means the Associations Incorporations Act (1987)

“Auditor” means Chartered Accountant, Certified Practising Accountant, Qualified Auditor or any person as defined under the Associations Incorporations Act.

“Catchment” means the overall boundaries of the defined “Moore River Catchment 617”

“Committee” means the Committee of the Management of the Group

“Group” means THE MOORE CATCHMENT COUNCIL (Inc.)

“Special Resolution” means a resolution of the Group passed in accordance with section 24 of the Act

## **2.1 HISTORICAL STATEMENT**

During the period 1994/95 the concept of The Moore River Basin (now Catchment) was developed by a group of people from within the Gingin Shire, representing three areas of the community. They were led by **Don Cameron** - representing Primary Production/Horticulture and the Gingin LCD, supported by **Alan Horton** – CEO Gingin Shire and **Tom Mitchell** - Agriculture WA. Early in 1995, these three officers visited a number of Shires in the Moore River Catchment area. After these visits, a public meeting was held in Moora and it was agreed that some Shires within the boundaries of the Greater Moore River Basin (now Catchment) would band together to pursue common goals within the Catchment. Follow up meetings of a nominated steering committee established a union of eight Shires - **(Gingin, Dandaragan, Victoria Plains, Moora, Dalwallinu, Coorow, Perenjori and Carnamah) to participate on an "All of Shire Basis"**.

Since 1995 a number of organisations have become active across the Moore River Catchment, some with short term goals tied to current available funding and others working to change the long term system, social and economic structures in the Northern Agricultural Region. The NACC (Northern Agricultural Catchment Councils) is now a powerful coordinating force within the region. The MCC aims to work with community groups, local government and the agencies, towards a common goal of system and social sustainability through activities based on managing natural resources within the catchment.

## **3.0 OBJECTS**

3.1 The objects of the group are to work with the community and natural resource agencies to coordinate integrated land and water management actions within the Moore River Catchment such that:

(a) The stewardship of natural resources ensures a continuing yield of economic, social and environmental benefits;

(b) There is fair and equitable access to natural resources, while sharing the cost burden associated with resource use, for both present and future generations; and

(c) That economic efficiency is balanced by responsiveness to the environmental and social costs associated with the use of limited resources.

3.2 This is to be achieved by:

(a) Working with Statutory Government Bodies, other natural resource agencies and other stakeholder groups concerned with long term benefit of the region

(b) Embracing the concept that water and land are the basic elements relating to health and development of the region;

(c) Working within the natural boundaries of the Moore River Catchment being mindful of social boundaries

(d) Promoting land and water conservation practices and sustainable land use.

Taking into account:-

- All the tributaries in Catchment (617).
- Both surface and ground water systems.
- The various soil types and their current stability.
- The natural flora and fauna – Biodiversity – of the catchment.
- Community structure and population shift in the catchment.
- The need to encourage tax credits & non government funding to the catchment.
- Salinity action initiatives

(e) Promoting sustainable coastal and estuary development

3.3 The MCC is a not for profit organisation. The property and income of the Group shall be applied solely towards the promotion of the objects of the Group 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.

3.4 To establish and maintain a public fund to be called the 'Moore Catchment Environmental Fund' for the specific purpose of supporting the environmental objects/purposes of the Moore Catchment Council. 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.

#### **4.0 POWERS OF THE GROUP**

4.1 For the purpose of achieving or furthering its objects the Group shall have power to:-

4.1.1 Purchase, sell, hold, lease or rent real or personal property;

4.1.2. Borrow, raise or secure the payment of money, to secure the repayment or performance of any debit, liability, contract or guarantee incurred or to be entered into by the Group;

4.1.3. Enter into any arrangements with any government or local government authority or instrumentality;

4.1.4. Employ, hire or engage managers, clerks, secretaries, workman or other persons;

4.1.5. Invest the moneys of the Group;

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- 4.1.6. Make gifts or give prizes;
- 4.1.7. Amalgamate or associate with any other organisations;
- 4.1.8. Do all such other things as are incidental or conducive to the object of the Group.

## **5.0 AFFILIATION OF THE GROUP**

5.1 The Group may affiliate with other organisations, working towards the same goals in our area of interest.

## **6.0 MEMBERSHIP**

6.1 Membership of the Group is open to the general community within the Moore Catchment, and persons deemed by the committee to have a substantial interest in the Moore Catchment region and a commitment to the objects of the association. Membership of the group is subject to the following criteria:

- a) A resident of the Moore River Catchment.
- b) A landowner in the Moore River Catchment.
- c) A person interested in natural resource management in the Moore River Catchment.
- d) A member of a natural resource management group in the Moore River Catchment.

6.2 A person who wishes to become a member shall apply to the Committee to be registered as a member.

6.3 The Committee shall consider each application made under sub rule 6.2 at a Committee meeting and shall at that meeting or a subsequent Committee meeting accept or reject each application.

6.4 Each person admitted to membership shall be:

- 6.4.1 Bound by the Constitution and by-laws of the Group; and
- 6.4.2 Entitled to all advantages and privileges of membership.

6.4.3 Bound by the relevant provisions of the *Water and Rivers Commission Act 1995*.

6.5 All membership fees will be reviewed at the Annual General Meeting.

### **Schedule 1**

#### **Moore Catchment Shires**

Shire of Carnamah  
Shire of Coorow  
Shire of Dalwallinu  
Shire of Dandaragan  
Shire of Gingin  
Shire of Moora  
Shire of Perenjori  
Shire of Victoria Plains

### **Schedule 2**

#### **State Agencies**

Department of Agriculture and Food Western Australia (DAFWA)  
Department of Environment and Conservation (DOE now amalgamated with DEC)  
Department of Water (DOW)  
Forest Products Commission (FPC)

#### **Other Agencies or Bodies**

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## **7.0 REGISTER OF MEMBERS, RULES AND RECORD OF OFFICE HOLDERS**

7.1 An up to date register of rules of the Group, Group members and their postal or residential addresses shall be kept by the secretary. The Secretary shall also keep a record of the names and postal or residential addresses of any persons who are appointed or act as trustees on behalf of the Group.

7.2 A member may at any reasonable time inspect without charge the books, records, documents and securities of the Group.

7.3 A member may make a copy of, or take an extract from, such registers, rules, records, books, documents and securities but shall have no right to remove them for that purpose.

## **8.0 TERMINATION OF MEMBERSHIP**

8.1 A member shall cease to be a member in the event that: -

- (a) They die;
- (b) They resign;
- (c) The organisation they represent fails to pay any subscription due;
- (d) They are suspended or expelled, as defined in Moore Catchment Council –

Business Plan page 20 (Reviewed 9<sup>th</sup> April 2005)

8.2 Any person or participating Shire wishing to resign their membership shall do so in writing addressed to the Secretary.

## **9.0 COMMITTEE**

9.1 Membership of the Committee will be comprised of:

9.1.1 A Shire representative appointed by each Shire council, from the Shires listed in Schedule 1;

9.1.2. i a community member from each Shire listed in Schedule 1;

9.1.2.ii Community vacancies can be appointed from Moore Catchment Council membership.

9.1.3 One voting representative from the SWALSC

9.1.4 Four (4) ex officio positions reserved for the government agencies listed in Schedule 2.

9.2 Community members should fit the following selection criteria:

9.2.1 Good interpersonal and communication skills.

9.2.2 Good negotiation skills.

9.2.3 Knowledge of issues in the Moore Catchment.

9.2.4 Involved in relevant work in the Moore Catchment.

9.2.5 Persons that are residents of, or have direct land management/ownership links with, the Moore Catchment.

9.2.6 Have links to the community (i.e. membership of existing community organisations, work associations etc.).

9.3 Committee Members will serve a term of four (4) years. The exceptions to this will be:

9.3.1 One half of the initial members, comprising one half of the Shire representatives and one half of the community members, appointed to the inaugural Group, who will serve an initial two (2) year term; and

9.3.2 Those members who fill a vacancy, in accordance with Sections 9.8, 9.9 or 9.10 who will serve only the remainder of the term of that position.

9.4 All Committee Members are eligible for reappointment without limitation on the number of terms served by any member.

9.5 The appointment of new Shire representatives of the Group shall be by:

9.5.1 Written correspondence, signed by the Secretary of the Group, to each relevant Shire requesting the appointment of a representative, not less than three months before the expiration of the sitting representative's term;

9.5.2 Each appointment to be forwarded to the Group, in writing, by the relevant Shire council before the expiration of the sitting representative's term; and

9.5.3 Each appointed Shire representative to be endorsed by the Shire.

9.6 The appointment of new community members of the Group shall be by:

9.6.1 A call for applications from the public to be made. The call for applications shall be by advertisement in each local newspaper, for a minimum of two weeks, not less than four months before the expiration of the sitting member's term;

9.6.2 A selection panel be appointed to review the applications and recommend appointment of the new community members, not less than three months before the expiration of the sitting member's term;

9.6.3 When making recommendations for appointment, the selection panel shall have regard for the diversity of views and interests across the catchment;

9.6.4 If no single nomination is received from a Shire, the selection panel may, at its own discretion recommend the next most suitable nomination from another Shire.

9.7 The Group may recommend to the Board that corporate and other bodies involved with the Group maintain a representative on the Group with observer status for the duration of the contract involvement with the Group.

9.8 Any vacancies caused by a termination of membership may be filled immediately through the processes outlined in section 9.2 or 9.3

9.9 Any vacancies in Shire representation, caused by a lack of a nomination, will remain vacant, until that Shire puts forward a representative in the manner described under Section 9

9.10 Any vacancies in community membership, caused by a lack of nomination, may be filled from MOORE CATCHMENT COUNCIL membership.

## **10.0 SUSPENSION AND EXPULSION**

10.1 Any member of the Group who fails to observe the rules of the Group or whose conduct in the opinion of the Committee is prejudicial to the interests of the Group may be suspended or removed from membership of the Group, by a resolution voted on and passed by a majority of at least two-thirds of the Committee, at a meeting of the Committee called for that purpose.

10.2 Before any member is suspended or expelled from membership, that member's conduct shall be investigated by the Committee and the member shall be given the opportunity to defend him/herself and to justify or explain his/her conduct.

10.3 Notice of such inquiry shall be given to the member in writing and shall include: -

(i) Particulars of the complaints laid against the member;

(ii) Notification of the member's right to appear before,

(iii) Or to make representations in writing to, the Committee to defend him/herself and to justify or explain his/her conduct; and the date, time and place of the inquiry.

10.4 The date specified in the notice of inquiry shall be not less than 14 days nor more than 30 days after the date of service of the notice.

10.5 Immediately after the decision of the Committee, notice in writing of the decision shall be given to the member concerned.

10.6 A member or expelled member shall have the right of appeal to a Special General Meeting called by the Committee at the written request of the member or expelled member, provided that such written request is given to the Secretary within fourteen days of the date of service of notice of the decision of the Committee. The Special Meeting may confirm, disallow or reduce the penalties imposed but may not increase them.

10.7 Any member of the Group who is suspended or expelled shall not be entitled to any refund or any fee or subscription.

10.8 Where a member is suspended, such member shall be deemed to be not a member during the period of the suspension until such a time as the suspension is lifted.

## **11.0 EXECUTIVE AND CONDUCT OF COMMITTEE**

11.1 The Committee shall have an Executive of 4

- a. Chairperson
- b. Deputy Chairperson
- c. Secretary
- d. Treasurer

With the Chairperson and Deputy Chairperson being filled by either community or Shire representatives from Shires listed in Schedule 1.

11.2 These officers shall be elected at an Annual General Meeting and appointed for a term of two years.

Members of the Committee shall take office at the conclusion of the Annual General Meeting.

11.2.1 A sitting member may be re-nominated for an ongoing term.

11.2.2 The positions of Secretary and Treasurer (or combined) will be reviewed annually and filled from the MOORE CATCHMENT COUNCIL membership.

11.3 If an office is vacated, the Committee shall have power to fill any vacancy of officer or other member of the Committee as may occur before the Annual General Meeting.

11.4 At committee meetings a minimum of 6 members shall form a quorum.

11.5 The executive shall maintain financial records and Group activities records.

11.6 Group accounts shall be kept in such a way that they may be easily and conveniently audited at any time.

11.7 The Secretary shall have custody of all books, documents, records and registers of the Group, other than those required to be kept by the Treasurer.

11.8 The Treasurer shall have custody of all securities, books and accounts of a financial nature and accounting records of the Group.

11.9 A member of the Committee who has any direct or indirect interest in a contract or proposed contract, made by, or in the contemplation of, the Committee, shall comply with sections 21 and 22 of the Act.

11.10 Every disclosure of any direct or indirect interest made in accordance with section 21 of the Act shall be recorded in the Minutes of the meeting at which it is made.

## **12.0 POWERS OF THE COMMITTEE**

12.1 The Committee shall carry out day to day running of the Group and shall have the power to: -

- 12.1.1 Administer the finances, appoint bankers and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;

- 12.1.2 Fix the manner in which such banking accounts shall be operated upon, providing all payments at a General Meeting;
- 12.1.3 Adjudicate on all matters brought before it which in any way affect the Group;
- 12.2 Cause minutes to be made of all proceedings at all meetings of the Group.
- 12.3 Have the power to form and appoint any subcommittee/s as required for specific purposes.

## **13.0 GENERAL MEETINGS**

### **13.1 Annual General Meeting**

13.1.1 The Annual General Meeting of the Group must be held within four months after the end of the Group's financial year.

13.1.2 The Secretary shall give at least twenty one (21) days notice of the date of the Annual General Meeting to members.

The Notice of Meeting shall be in writing and specify:-

- (i) The date, time and place of the meeting; and
- (ii) Particulars of motions of which notice has been given.

13.1.3 The quorum at the Annual General Meeting shall be a minimum of Fifty percent (50%) of the committee members plus (1).

### **13.2 General Meetings**

13.2.1 General meetings shall be held bi-monthly and the dates set at the Annual General.

13.2.2 The Chairperson or Secretary shall give at least fourteen (14) days notice of the date of the General meeting to the members.

13.2.3 The quorum at the General Meeting shall be a minimum of seven members of the committee.

13.2.4 The Chairperson, or the Deputy-Chairperson, shall preside at all meetings of the Group. If both the Chairperson and Deputy-Chairperson are absent from a meeting the members present shall appoint one of their number to preside at that meeting.

13.2.5 The agenda for General Meetings shall be:-

- Opening of meeting
- Apologies
- Confirmation of minutes of previous General Meeting
- Business arising from minutes
- Inward and Outward Correspondence
- Business arising from correspondence
- Presentation and adoption of reports
- General business
- Closure

### **13.3 Special Meetings**

13.3.1 A Special General Meeting may be called at any time by:-

- Resolution of a General Meeting;
- Resolution of the Committee;
- The Chairperson; or by
- Written request, signed by at least 8 members of the Group.
- Such written request shall clearly state the nature of the matter to be discussed at the Special General Meeting.

13.3.2 At all Special General Meetings only the business specified in the notice convening the meeting shall be transacted.

13.3.3 The group may decide to declare one or any number of meetings or parts thereof as being "open meetings" and therefore open to members of the public.

#### **14.0 VOTING POWERS AT ALL MEETINGS.**

14.1 The Chairperson or other person presiding at a meeting shall only be entitled to the one (1) deliberative vote that they cast as a committee delegate.

14.2 Each individual delegate member and agency representative (listed in Schedule 2) present shall have one (1) vote.

14.3 In the event of an equal division of votes, then the motion shall be deemed lost.

14.4 Voting may be exercised only in person, or by verified proxy.

14.5 All voting will be by show of hands, unless otherwise requested

#### **15.0 FINANCE**

15.1 All funds of the Group shall be deposited into the Group's account/s at such bank or recognised financial institution as the Committee may determine.

15.2 All accounts due by the Group shall be paid by cheque, Credit card or Electronic Funds Transfer (EFT) after having been passed for payment at a General Meeting, and when immediate payment is necessary account/s shall be paid and the action endorsed at the next General Meeting.

15.3 The Secretary and Staff shall not spend more than a set amount of Petty Cash without the consent of the Exec/Finance Committee and shall keep a record of such expenditure.

15.4 A statement showing the financial position of the Group shall be tabled at each General Meeting by the Treasurer.

15.5 A statement of Receipts and Payments shall be submitted to the Annual General Meeting. The Auditor's report shall be attached to such financial report.

15.6 The financial year of the Group shall commence on July 1 each year.

15.7 The signatories to the Group's account/s may be any two members of the executive.

#### **16.0 AUDITOR**

16.1 The books and accounts of the Group shall be audited by an Auditor, as defined under 2.0 DEFINITIONS. They shall be appointed at the Annual General Meeting or Special General Meeting for a period of up to three years".

16.2 The Auditor shall not be a member of the Committee.

16.3 The Auditor may from time to time inspect the books and accounts of the Group and for this purpose shall at all reasonable times have access to all records of the Group.

16.4 The appointed Auditor shall audit the financial statements of the Group at the close of the financial year and shall furnish a report of such audit to the Treasurer for presentation to the Annual General Meeting.

## **17.0 SUBSCRIPTIONS OF MEMBERS**

17.1 The Committee shall from time to time at a general meeting determine the amount of any agreed subscription to be paid by the Shires represented, which for the purpose of this section are the Shires currently listed in Schedule 1.

17.2 The Shires shall pay to the Treasurer, annually the subscription determined on or before a date as the Committee from time to time determines.,

17.3 Subject to sub rule 17.4, a Shire whose subscription is not paid within 3 months after the relevant date fixed or under subclause 17.2 ceases on the expiree of that period to be a member, unless the Committee decides otherwise.

17.4 A Shire is a financial member for the purposes of these rules if the said subscription is paid on or before the relevant date fixed by or under sub rule 17.2 or within 3 months thereafter.

## **18.0 COMMON SEAL (A rubber stamp on which is engraved the Group's name)**

The common seal of the Group shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or other document except pursuant to a resolution of the Committee and in the presence of any two of the Chairperson, Secretary/Treasurer and general Committee person.

## **19.0 MINUTES OF MEETINGS OF THE GROUP**

19.1 Minutes shall be made of all proceedings and resolutions of all meetings and shall be kept using an appropriate recording system.

## **20.0 ALTERATIONS TO THE CONSTITUTION AND BY-LAWS**

20.1 The Constitution may be altered, added to, or repealed at any Annual or Special General Meeting provided that:-

20.1.1 The notice convening such meetings shall be given no less than 14 days prior and shall have specified the proposed amendments.

20.2 Before such amendments can be approved a quorum of 50% + 1 of the committee members must be present. Amendments shall be passed by a 75% majority vote of the members personally present and voting at such meeting.

20.3 Within one month of the passing of a special resolution, the Secretary shall notify the Ministry of Fair Trading of the amendment.

## **21.0 MOORE CATCHMENT COUNCIL ENVIRONMENTAL FUND**

21.1 The Group must inform the agencies responsible for the Environmental Funds as soon as possible if:

- It changes its name or the name of its public fund; or
- There is any change to the membership of the committee of the public fund; or
- There has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.

21.2 The organisation agrees to comply with any rules that the Treasurer and the minister with responsibility for the environment may take to ensure that gifts made to the fund are used for its principal purpose.

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

21.4 In the case of the winding-up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.

21.5 Statistical Information requested by the Department on donations to the public fund will be provided within four months after the end of the financial year.

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

21.6 Rules for Moore Catchment Environmental Fund

1. The objective of the fund is to support the organisation's environmental purposes.
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 organisation.
3. Money from interest or 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 organisation.
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 be operated on a not for profit basis.
7. A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the organisation. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

## **22.0 DISSOLUTION**

22.1 If, on the winding up of the Group, any property of the Group remains after satisfaction of the debts and liabilities of the Group and the costs, charges and expenses of that winding up, that property shall be distributed :-

- (a) To another association incorporated under the Act, or
- (b) For charitable purposes, which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorizing and directing the Committee under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Group.

22.2 The Group may only be dissolved at a special general meeting after all members have been notified in writing and 75% of members present approve of dissolution.

## **23.0 HISTORICAL RECORD**

23.1 At the end of each financial year the Council shall have an addendum prepared, containing a compiled record of the Group's activities for that year. This is to be tabled at the Annual General Meeting by the Secretary, for endorsement by the members of the Group and

then archived with other documents tracing the historical record of MOORE CATCHMENT COUNCIL.

Constitution reviews:

Original 26<sup>th</sup> April 2000

Reviewed AGM October 2003

Reviewed AGM October 2004

Reviewed AGM October 2005

Reviewed Special Meeting April 2006

Reviewed AGM August 2007

Reviewed AGM September, 2011