

Constitution

Fitzroy Basin Association Inc.

An incorporated association

VERSION 2.6.4, Adopted Special General Meeting 15 October 2014

Constitution of Fitzroy Basin Association Inc.

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Name

1. Association Name

- 1.1 The name of the Association is Fitzroy Basin Association Inc. (Referred to in this document as 'the Association'.)

Objects

2. Objects & Powers

- 2.1 The objects for which the Association is established are to be a non-profit natural resource management organisation operating within the Fitzroy Basin, Boyne Calliope and adjacent coastal catchments in the State of Queensland; to undertake and otherwise facilitate at a regional level:
- (a) provide a non-partisan, non-political forum that reflects the community;
 - (b) work towards a sustainable region where all natural resource managers are operating in an integrated and co-operative way;
 - (c) promote full integration of the social, economic and environmental aspects of sustainable development;
 - (d) enhance capacity within the regional community to plan and manage for sustainability;
 - (e) improve knowledge about the region and ensure that all stakeholders have equal access to existing knowledge; and
 - (f) be an influential part of decision-making in the region, and develop stronger relationships to unite our communities and improve interaction between people and groups in the region.
- 2.2 The powers of the Association are:
- 2.2.1 The Association has the powers of an individual.
 - 2.2.2 The Association may, for example -
 - (a) enter into contracts; and
 - (b) acquire, hold, deal with and dispose of property; and
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary and convenient to be done in carrying out its affairs.

Income and property of Association

3. Income and property of Association

- 3.1 The income and property of the Association will only be applied towards the promotion of the objects of the Association set out in clause 2, and will not be influenced by the expressed preference or interest of a particular benefactor/donor to the Association.

- 3.2 No income or property will be paid or transferred directly or indirectly to any Member of the Association except for payments to a Member:
- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association; or
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

Membership

4. Admission

- 4.1 The number of Members is unlimited.
- 4.2 To be eligible for membership, Members shall have an interest in natural resource management within the Fitzroy Basin Association region, which may include the following areas of skills and / or knowledge:
- Business Management
 - Communications
 - Community engagement
 - Conservation
 - Cultural Heritage (including Traditional Owners)
 - Farming
 - Government
 - Landcare
 - Land Use Planning
 - Leadership
 - Local knowledge
 - Research organisations
 - Resource organisations
 - Sustainable Agriculture
- 4.3 Members should be willing to promote the activities of the Fitzroy Basin Association to their networks.
- 4.4 Should a grievance arise, applicants should not discuss the Fitzroy Basin Association and its activities in a negative manner, and should instead contact the Fitzroy Basin Association to discuss their grievance.
- 4.5 Classes of Members – the membership of the Association shall consist of the following classes of Members:
- (a) Stakeholder membership – open to groups, including community and industrial groups, incorporated associations, corporate bodies, local governments and local government associations and government departments which have an interest in the objects of the Association;

- (b) Associate membership – open to natural persons who have the interests of the Association and the furtherance of its objectives in mind; and
 - (c) Life membership – conferred on individuals by the Board in recognition of services to the Association.
- 4.6 Applications for membership of the Association must be made in writing and be signed by the applicant.
- 4.7 The Board will consider each application for Stakeholder membership at the next Board Meeting after the application is received.
- 4.8 As soon as practicable following acceptance of an application for membership, the Secretary will send the applicant written notice of the acceptance. An applicant for membership becomes a Member upon such acceptance.
- 4.9 Members may be refused stakeholder membership, stakeholder membership renewal or have their membership terminated if they act contrary to the interests of the organisation.
- 4.10 Prior to refusal of membership, renewal of membership or termination of a membership by the Board, the member must receive a full and fair opportunity to show why the membership should not be terminated. If, after considering all representations made by the member, the Board decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision within 1 month of the decision being made.
- 4.11 The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law, except through the appointment of a Representative by a Stakeholder Member.

5. Membership fees

- 5.1 The membership fee for each class of membership—
- (a) is the amount decided by the Board from time to time at a Board Meeting; and
 - (b) is payable when, and in the way, the Board decides.

6. Ceasing to be a Member

- 6.1 A Member's membership of the Association will cease:
- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
 - (b) if a liquidator is appointed in connection with the winding-up of the Member; or
 - (c) if an order is made by a Court for the winding-up or deregistration of the Member.
- 6.2 Any Member ceasing to be a Member will remain liable for and will pay to the Association any moneys which were due to the Association at the date of ceasing to be a Member.

7. Powers of attorney

- 7.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Association or the Member's membership in the Association, that Member must deliver the instrument appointing the Attorney to the Association for noting.

- 7.2 If the Association asks the Member to file with it a certified copy of the instrument for the Association to retain, the Member will promptly comply with that request.
- 7.3 The Association may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

8. Representatives

- 8.1 Any Stakeholder Member may by written notice to the Secretary:
- (a) appoint a natural person to act as its Representative in all matters connected with the Association; and
 - (b) remove a Representative.
- 8.2 A Representative is entitled to:
- (a) exercise at a general meeting all the powers which the Stakeholder Member which appointed him or her could exercise if it were a natural person; and
 - (b) be counted towards a quorum on the basis that the Stakeholder Member is to be considered personally present at a general meeting by its Representative.
- 8.3 No person may be appointed as both a Representative and a Board Member. Accordingly, the status of a Representative immediately lapses upon the Representative becoming a Board Member.
- 8.4 The chairperson of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.
- 8.5 The appointment of a Representative may set out restrictions on the Representative's powers.

9. Voting Rights

- 9.1 Not all Members have voting rights.
- 9.2 Stakeholder Members have voting rights which may only be exercised through their appointed Representative.
- 9.3 Classes of members with no voting rights include:
- (a) Associate membership.
 - (b) Life membership.

Calling general meetings

10. Calling general meeting

- 10.1 The Secretary may, at any time, call a general meeting, under the direction of the CEO or the Chair.

11. Calling special general meeting

- 11.1 The secretary may only call a special general meeting by giving all voting Members and the Auditor notice of the meeting within 14 days after—
- (a) being directed to call the meeting by the Board; or
 - (b) being given a written request signed by at least 33% of the Stakeholder Members; or
- 11.2 A request mentioned in clause 11.1(b) must state—
- (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.

12. Notice of general meeting

- 12.1 At least 14 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to all voting Members and the Auditor of any general meeting.
- 12.2 A notice calling a general meeting:
- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
 - (b) must state the general nature of the business to be transacted at the meeting; and
 - (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- 12.3 The Board may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 11.1(b)).
- 12.4 The Board must give notice to all voting Members and the Auditor of:
- (a) the postponement or cancellation of a general meeting;
 - (b) the place, date and time of any new meeting.
- 12.5 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or other person referred to in clause 56.1 or the non-receipt of a notice (or form) by any Member or other person referred to in clause 56.1 does not invalidate the proceedings at or any resolution passed at the general meeting.

Proceedings at general meetings

13. Member

- 13.1 In clauses 14 (Quorum), 15 (Chairperson), 16 (Adjournment) and 18 (voting), Member includes a Member present in person or by proxy, attorney or Representative.

14. Quorum

- 14.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.

- 14.2 A quorum is one third (1/3rd) of the Stakeholder Members for the time being or ten (10) persons, whichever is the higher.
- 14.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
- (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
 - (b) in any other case:
 - (i) it will stand adjourned to another day, time and place determined by the Board; and
 - (ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

15. Chairperson

- 15.1 The Chair, or in the Chair's absence the Deputy Chair, will be the chairperson at every general meeting. (There is an important distinction between the Chair of the Association and the chairperson of a specific meeting, see the Definitions in Section 59.)
- 15.2 The members present may elect a chairperson of a general meeting if:
- (a) there is no Chair or Deputy Chair; or
 - (b) neither the Chair nor Deputy Chair is present within 15 minutes after the time appointed for holding the general meeting; or
 - (c) the Chair and Deputy Chair are unwilling to act as chairperson of the general meeting.

16. Adjournment

- 16.1 The chairperson of a general meeting at which a quorum is present:
- (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
 - (b) must adjourn the general meeting if the meeting directs him or her to do so.
- 16.2 An adjourned general meeting may take place at a different venue to the initial general meeting.
- 16.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- 16.4 Notice of an adjourned general meeting must only be given in accordance with clause 12.1 if a general meeting has been adjourned for more than 21 days.

17. Special resolutions

- 17.1 Written notice of a proposed special resolution, and of the time and place of the meeting at which it is proposed to move the resolution, must be given before the meeting to each Member of the Association entitled to vote on the resolution.

18. Voting

- 18.1 Every question, matter or resolution shall be decided by a majority of votes of the Stakeholder Members present.
- 18.2 Every representative of a Stakeholder Member present shall be entitled to one vote. In the case of an equality of votes the motion is deemed to be resolved in the negative. Provided that no Representative shall be entitled to vote at any General Meeting if the Stakeholder Member he/she represents annual subscription is more than one month in arrears at the date of the meeting.
- 18.3 Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a poll, in which event there shall be a poll. The method of undertaking a poll will be determined by a resolution of the Board if one has been done, otherwise by the decision of the chairperson. The result of the poll as declared by the chairperson shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 18.4 A Stakeholder Member's representative may vote in person or by proxy or by attorney. On a show of hands every person present who is a representative of a Member or an attorney shall have one vote. In a poll every Member present as a representative or by proxy or by attorney shall have one vote.
- 18.5 The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointee or of his/her attorney duly authorised in writing or, if the appointee is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may, but need not be a member, of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 18.6 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in a form and manner determined by resolution of the Board, or a form as near thereto as circumstances permit.

Annual General Meetings

19. Annual general meetings

- 19.1 Each subsequent annual general meeting must be held—
- (a) at least once each year; and
 - (b) within 6 months after the end of the Association's previous financial year.

20. Business to be conducted at annual general meeting

- 20.1 The following business must be conducted at each annual general meeting—
- (a) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the Association for the last financial year;
 - (b) receiving the auditor's report on the financial affairs of the Association for the last financial year;
 - (c) presenting the audited statement to the meeting for adoption;
 - (d) appointing an Auditor; and
 - (e) electing the Chair and members of the Board.

Appointment and removal of Board Members and Chair

21. Number of Board Members

21.1 The number of Board Members will be no less than ten (10), excluding Ex Officio Agency Members.

22. Elected Board Members

22.1 Sufficient Board Members to meet the minimum number of Board Members (see clause 21.1) must be appointed by the voting Members by election at a General Meeting.

22.2 The elected Board Members (seven in total):

- (a) are elected on a rotational basis to assist with Board Member succession. Each year, up to three (3) Board Members will be elected for a three (3) year term. A further maximum of two (2) Board Members may be elected for a two (2) year term. A further maximum of two (2) Board Members may be elected for a one (1) year term.

The initial terms of Board Members can be determined through a count of votes at a General Meeting with the three Board Members receiving the highest number of votes awarded a three year term, which continues until all initial terms are confirmed. Alternatively, a Board Member may nominate for a specific initial term when submitting their application to become a Board Member.

- (b) may seek re-nomination at the end of their first term for an additional term;
- (c) must take a break of at least one year after six years of continuous representation; and
- (d) after a break of at least one year may seek nomination as if they had never sat on the Board before.

22.3 An election must be conducted at each annual general meeting at which a Board Member is scheduled to retire.

22.4 (a) At its discretion, the Board may fill a casual vacancy as soon as is practicable. The position will be 'acting' until the next Annual General Meeting, at which time the person may be nominated through the usual process.

(b) Any Board Member who ceases to be a Board Member prior to the completion of their full term, is replaced in an election at the Annual General Meeting by a new Board Member for the remainder of the elected term.

22.5 The election result must be declared by the Association at the general meeting and the appointment will take effect at the end of the meeting.

22.6 Subject to clause 22.8, each election will be decided by vote of the eligible voting Members on a simple majority (first-past-the-post) basis.

22.7 The Members may resolve to postpone an election of Board Members under clause 22.1 until a later general meeting and the Association may call for additional nominations prior to that later meeting.

22.8 Voting rights for Members for election of Board Members are the same as for any other resolutions at general meetings.

- 22.9 The Members must ensure that the composition of the Board Members at any time complies with any requirements of a funding arrangement (including agreement) between the Association and the Commonwealth of Australia and/or the State of Queensland.

23. Appointed and Invited Board Members

- 23.1 Two 'Local Government' Board Members will be appointed as determined by Local Governments in the region.
- 23.2 The Board may invite up to two (2) 'Invited Board Members' if required to meet funding body requirements or meet a significant skills deficit.
- 23.2 An Invited Board Member's term of office is until the next Annual General Meeting.

24. Ex Officio Agency Members

- 24.1 The Board may appoint up to four (4) 'Ex Officio' Agency Members from the State and Federal Governments, with specific individuals chosen at the discretion of their respective agencies. While 'Ex Officio' Agency Members may participate in Board discussions and provide advice to the Board, they are not eligible to vote in any Board matters.

25. Observers

- 25.1 The Board may allow observers at its discretion to attend any meeting.
- 25.2 Board Observers can only participate with permission of the Chair and are not able to vote on any matters.

26. Retirement

- 26.1 A retiring Board Member remains in office until the end of the Annual General Meeting.
- 26.2 A retiring Board Member can reapply for election in accordance with Clause 22.2 (d).

27. Election of Board Members

- 27.1 A potential Board Member is nominated when a written notice has been left at the Office at least 21 days before the relevant General Meeting, that:
- (a) states which two Representatives of Stakeholder Members nominate the person for election as a Board Member;
 - (b) states that the person consents to the nomination; and
 - (c) has been signed by the nominating Members and the nominated person.
- 27.2 A written notice referring to all Board Member vacancies and each candidate for election, must be sent to all Members at least 14 days before every general meeting at which an election of a Board Member will take place.

28. Vacation of office

- 28.1 The office of a Board Member immediately becomes vacant if the Board Member:

- (a) is prohibited by the Associations Incorporation Act or other legislation from holding office or continuing as a Board Member;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it;
- (c) resigns by notice in writing to the Association;
- (d) is removed by a resolution of the Association in general meeting; or
- (e) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of the interest.

28.2 The office of a Board Member becomes vacant at an Annual General Meeting if the Board Member:

- (a) has completed a term and has not been re-nominated; or
- (b) has completed a second three (3) year term.

29. Removal from office

29.1 The office of a Board Member becomes vacant if the Board Member is removed by vote of the Board (simple majority), having not attended three (3) consecutive Board Meetings; and being unable to 'show cause' to the satisfaction of the Board.

30. Election of the Chair

30.1 A Chair must be appointed by the voting Members by election at each annual general meeting.

30.2 Nominees must be nominated by two representatives of Stakeholder Members.

30.3 A Chair can be from any class of membership.

30.4 The Chair's term of office shall be one (1) year.

30.5 A Chair may seek or agree to re-appointment in the role for no more than four (4) consecutive terms.

30.6 After a break of one year, a person may seek nomination as if they had never had the position of Chair before.

30.7 If the Chair's position becomes vacant during a term, the Deputy Chair will take this role until the next Board Meeting, at which time an Acting Chair will be appointed by election of the Board.

Powers and duties of Board Members

31. Board Members to manage Association

31.1 The business of the Association is managed by the Board Members who may exercise all powers of the Association that this Constitution and the Associations Incorporation Act do not require to be exercised by the Association in general meeting.

31.2 Every Board Member and other agent or officer of the Association must:

- (a) keep secret all aspects of all transactions of the Association, except:

- (i) to the extent necessary to enable the person to perform his or her duties to the Association;
 - (ii) as required by law; and
 - (iii) when requested by the Board to disclose information, to the auditors of the Association or a general meeting of the Association; and
- (b) if requested by the Board, sign and make a declaration that he or she will not disclose or publish any aspect of any transaction of the Association.

32. Election of Deputy Chair

- 32.1 The Board shall at the first Board Meeting following each annual general meeting, elect by simple majority resolution a Board Member as Deputy Chair.
- 32.2 The Deputy Chair's term of office shall be one year.
- 32.3 A Deputy Chair may seek or agree to re-appointment in the role for no more than four (4) consecutive terms.
- 32.4 The Deputy Chair's term of office shall expire on the expiry of their term of office as a Board Member where not re-elected as Board Member.

33. Election of Treasurer

- 33.1 The Board shall at the first Board Meeting following each annual general meeting, elect by simple majority resolution a Board Member as Treasurer.
- 33.2 The Treasurer's term of office shall be one year.
- 33.3 A Treasurer may seek or agree to re-appointment in the role for no more than four (4) consecutive terms.
- 33.4 The Treasurer's term of office shall expire on the expiry of their term of office as a Board Member where not re-elected as Board Member.

34. Alteration of rules

- 34.1 Subject to the Associations Incorporation Act 1981, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 34.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

35. Documents

- 35.1 The Board must ensure the safe custody of books, documents, instruments of title and securities of the Association.

Remuneration of Board Members

36. Remuneration of Board Members

- 36.1 The Board Members may be paid or provided remuneration for their services as Board Members.

- 36.2 The basis for payment of the Board Members will be determined at a meeting of the Board annually. If agreement cannot be reached, at the discretion of the Chair, the basis for payment will be determined at a General Meeting.
- 36.3 A Board Member may be paid for any service rendered to the Association by the Board Member in a professional or technical capacity, other than in the capacity as Board Member, where the provision of the service has the prior approval of the Board Members and where the amount payable is approved by the Board Members and is not more than an amount which commercially would be reasonable payment for the service.
- 36.4 Board Members may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board Members or any Board Committee or Advisory Committee or general meetings of the Association or otherwise in connection with the Association's business.
- 36.5 The Association may also pay a premium for a contract insuring a person who is or has been a Board Member against liability incurred by the person as a Board Member, except in circumstances prohibited by the Associations Incorporation Act.

Proceedings of Board Meetings

37. Board Meetings

- 37.1 A Board Member may at any time, and the Secretary must on the request of a Board Member, call a Board Meeting.
- 36.2 The notice period for a Board Meeting must be at least two (2) working days, communicated to each Board Member.
- 37.2 Subject to the Associations Incorporation Act, a Board Meeting may be held by the Board Members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 37.3 The Board Members need not all be physically present in the same place for a Board Meeting to be held.
- 37.4 Subject to clause 39, a Board Member who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 37.5 The Board Members may meet together, adjourn and regulate their meetings as they think fit.
- 37.6 A quorum is a majority of Board Members for the time being or five (5) Board Members, whichever is higher.
- 37.7 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Board Members, the Chair may call a general meeting to deal with the matter.
- 37.8 Notice of a meeting of Board Members may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Board Members.

38. Decision on questions

- 38.1 Subject to this Constitution (including clause 43), questions arising at a meeting of Board Members are to be decided by a majority of votes of the Board Members present and voting and, subject to clause 39, each Board Member has one vote.

38.2 If there is an equality of votes at a meeting of Board Members, the Chair will have a casting vote in addition to his or her deliberative vote.

39. Board Members' interests

39.1 No contract made by a Board Member with the Association and no contract or arrangement entered into by or on behalf of the Association in which any Board Member may be in any way interested is avoided or rendered voidable merely because of the Board Member holding office as a director or because of the fiduciary obligations arising out of that office.

39.2 No Board Member contracting with or being interested in any arrangement involving the Association is liable to account to the Association for any profit realised by or under any such contract or arrangement merely because of the Board Member holding office as a director or because of the fiduciary obligations arising out of that office.

39.3 A Board Member is not disqualified merely because of being a Board Member from contracting with the Association in any respect.

39.4 A Board Member or a body or entity in which a Board Member has a direct or indirect interest may:

- (a) enter into any agreement or arrangement with the Association;
- (b) hold any office or place of profit other than as auditor in the Association; and
- (c) act in a professional capacity other than as auditor for the Association,

and the Board Member or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Association or from holding an office or place of profit in or acting in a professional capacity with the Association.

39.5 Any Board Member having direct or indirect personal material interest in any contract or arrangement that the Association proposes to enter will declare his or her interest forthwith by written notice to each of the other Board Members. A general notice that the Board Member is an employee of a particular Member and is to be regarded as interested in all transactions with that Member will be a sufficient disclosure as regards such Board Member and the said transactions and it will not be necessary for such Board Member to give a special notice relating to any particular transaction with that Member.

39.6 A Board Member who has a material personal interest in a matter that is being considered at a Board Members' meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless permitted by the Associations Incorporation Act to do so, in which case the Board Member may:

- (c) be counted in determining whether or not a quorum is present at any meeting of Board Members considering that contract or arrangement or proposed contract or arrangement;
- (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

- 39.7 A Board Member may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Association or in which the Association may be interested as a vendor, shareholder or otherwise and is not accountable to the Association for any remuneration or other benefits received by the Board Member as a director or officer of, or from having an interest in, that body corporate.
- 39.8 Without limiting his or her other obligations, a Board Member who is an employee, board Member or contractor of a Member that has a material financial interest in a matter that is being considered at a Board Meeting must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter,
- unless the other Board Members resolve otherwise.

40. Remaining Board Members

- 40.1 The Board Members may act even if there are vacancies on the Board.
- 40.2 If the number of Board Members is not sufficient to constitute a quorum at a Board Meeting, the Board Members may act only to call a General Meeting.

41. Committees

- 41.1 The Board Members may establish either or both of the following:
- (a) committees with powers delegated by the Board Members (**Board Committees**); and
 - (b) advisory committees, with no delegated powers, to advise the Board Members on specified matters (**Advisory Committees**).
- 41.2 Board Committee members and Advisory Committee members will be appointed by the Board Members.
- 41.3 At least one member of each Board Committee must be a Board Member.
- 41.4 Meetings of any Board Committee or Advisory Committee will be governed by the provisions of this Constitution which deal with Board Members' meetings so far as they are applicable and are not inconsistent with any directions of the Board Members. The provisions apply as if each Board Committee or Advisory Committee member was a Board Member.
- 41.5 Clause 43 regarding written resolutions applies to resolutions of Board Committees and Advisory Committees as if each Board Committee or Advisory Committee member was a Board Member.

42. Delegation

- 42.1 The Board may, upon any terms and conditions or restrictions as they see fit, delegate any of their powers, other than those which by law must be dealt with by the Board Members as a board, to:
- (a) a Board Committee;
 - (b) a Board Member;
 - (c) an employee of the Association; or
 - (d) any other person.

- 42.2 A Board Committee to which, or person to whom, any powers have been delegated must exercise their powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.
- 42.3 A Board Committee to which, or person to whom, any powers have been delegated may be authorised by the Board to sub-delegate all or any of the powers for the time being vested in it.
- 42.4 The Board may at any time revoke any delegation of power.

43. Written resolutions

- 43.1 The Board may pass a resolution without a Board Meeting being held if all the Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Board Member signs.
- 43.2 For the purposes of clause 43.1, separate copies of a document may be used for signing by Board Members if the wording of the resolution and statement is identical in each copy.
- 43.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- 43.4 The minutes of Board Meetings must record that a meeting was held in accordance with this clause 43.

44. Validity of acts of Board Members

- 44.1 If it is discovered that:
- (a) there was a defect in the appointment of a person as a Board Member; or
 - (b) any of the circumstances specified in clause 28 applied to a person appointed as a Board Member,
- 44.2 All acts of the Board Members before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

45. Minutes and Registers

- 45.1 The Board must cause minutes to be made of:
- (a) the names of the Board Members present at all Board Meetings and meetings of Board Committees;
 - (b) all proceedings and resolutions of general meetings, Board Meetings and meetings of Board Committees;
 - (c) all resolutions passed by Board Members in accordance with clause 43;
 - (d) all appointments of officers;
 - (e) all orders made by the Board and Board Committees; and
 - (f) all disclosures of interests made under clause 39.
- 45.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

45.3 The Association must keep all registers required by this Constitution and the Associations Incorporation Act.

Management

46. Local management

46.1 The Board Members may provide for the management and transaction of the affairs of the Association in any places and in such manner as they think fit.

46.2 Without limiting clause 46.1 the Board may:

- (a) establish local boards or agencies for managing any of the affairs of the Association in a specified place and appoint any persons to be members of those local boards or agencies; and
- (b) delegate to any person appointed under clause 46.2(a) any of the powers, authorities and discretions which may be exercised by the Board Members under this Constitution,

on any terms and subject to any conditions determined by the Board.

46.3 The Board may at any time revoke or vary any delegation under this clause 46.

47. Appointment of attorneys and agents

47.1 The Board may from time to time by resolution or power of attorney appoint any person to be the attorney or agent of the Association:

- (a) for the purposes;
- (b) with the powers, authorities and discretions (not exceeding those exercisable by the Board under this Constitution);
- (c) for the period; and
- (d) subject to the conditions,

determined by the Board.

47.2 An appointment by the Board of an attorney or agent of the Association may be made in favour of:

- (a) any Member of any local board established under this Constitution;
- (b) any association;
- (c) the members, board members, nominees or managers of any association or firm; or
- (d) any fluctuating body of persons whether nominated directly or indirectly by the Board.

47.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Board Members think fit.

47.4 The Board may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Association.

47.5 An attorney or agent appointed under this clause 47 may be authorised by the Board to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

Chief Executive Officer

48. Chief Executive Officer

- 48.1 The Board may appoint any person to the position of CEO for the period and on the terms (including as to remuneration) that the Board Members see fit.
- 48.2 A person cannot be both a Board Member and the CEO at the same time.

Secretary

49. Secretary Appointment

- 49.1 There must be a secretary of the Association, appointed by the Board for a term and at remuneration and on conditions determined by the Board.
- 49.2 The role of Secretary may be part of the role of an employee of the Association.
- 49.3 The Secretary is not a Board Member.
- 49.4 The Secretary is appointed by the Board at the first Board Meeting after the Annual General Meeting, or at any other time due to necessity.
- 49.5 The Secretary is entitled to attend and be heard on any matter at all Board Meetings and General Meetings.
- 49.6 The Board may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.
- 49.7 If the CEO is appointed as Secretary, the CEO will not be entitled to any remuneration in addition to his or her remuneration as CEO.

50. Membership records

- 50.1 The Secretary will be responsible for the maintenance of a list of all members, indicating their class and whether they are financial.
- 50.2 The list of members shall be available for scrutiny at the Annual General Meeting.

Seals

51. Common Seal

- 51.1 If the Association has a Seal:
- (a) the Board must provide for the safe custody of the Seal;
 - (b) the Seal must not be used without the authority of the Board;
 - (c) every document to which the Seal is affixed must be signed and countersigned by a Board Member or another person or persons appointed by the Board to countersign the document.

52. Duplicate Seal

- 52.1 If the Association has a Seal, the Association may have one or more duplicate Seals of the Seal each of which:
- (a) must be a facsimile of the Seal with the addition on its face of the words 'Duplicate Seal';
 - (b) must not be used except with the authority of the Board.

Audit and accounts

53. Audit and accounts

- 53.1 The Board must cause the Association to keep written financial records in relation to the business of the Association in accordance with the requirements of the Associations Incorporation Act.
- 53.2 The Board must cause the financial records of the Association to be audited in accordance with the requirements of the Associations Incorporation Act.
- 53.3 After the audit, the Association's financial statements for the financial year will be prepared in accordance with current accounting principles and standards.
- 53.4 After the audit, the Association's financial statements will be presented to the Stakeholder Members.

Inspection of records

54. Inspection of records

- 54.1 Except as otherwise required by the Associations Incorporation Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Association or any of them will be open for inspection by Members other than Board Members.
- 54.2 Except as otherwise required by the Associations Incorporation Act, a Member other than a Board Member does not have the right to inspect any financial records or other documents of the Association unless the Member is authorised to do so by a court order or a resolution of the Board.

Notices

55. Service of notices

- 55.1 Notice may be given by the Association to any person who is entitled to notice under this Constitution:
- (a) by serving it on the person; or
 - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Association for sending notices to the person.
- 55.2 A notice sent by post is taken to be served:

- (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 55.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 55.4 If a Member has no Registered Address a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Office.
- 55.5 A Member whose Registered Address is not in Australia may specify in writing an address in Australia to be taken to be the Member's Registered Address within the meaning of this clause.
- 55.6 A certificate in writing signed by a Board Member, Secretary or other officer of the Association that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 55.7 Subject to the Associations Incorporation Act the signature to a written notice given by the Association may be written or printed.
- 55.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

56. Persons entitled to notice

- 56.1 Notice of every general meeting must be given to:
- (a) Every Member;
 - (b) The Chair;
 - (c) Every Board Member;
 - (d) the Secretary; and
 - (e) the Auditor.
- 56.2 No other person is entitled to receive notice of a general meeting.

Winding up

57. Winding up

- 57.1 If the Association is wound up:
- (a) each Member; and
 - (b) each person who has ceased to be a Member in the preceding year,
undertakes to contribute to the property of the Association for the:
 - (c) payment of debts and liabilities of the Association (in relation to clause 57.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - (d) adjustment of the rights of such Members and former Members amongst themselves,
such amount as may be required, not exceeding \$10.

- 57.2 If any surplus assets remain following the winding up of the Association, the surplus assets will be paid to or distributed to another non-profit organisation with similar objects as determined by a decision of the Members contemporaneously with the decision to wind-up the Association.

Indemnity

58. Indemnity

- 58.1 To the extent permitted by law the Association indemnifies every person who is or has been an officer of the Association against any liability (other than for legal costs) incurred by that person as such an officer of the Association (including liabilities incurred by the officer as an officer of a subsidiary of the Association where the Association requested the officer to accept that appointment).
- 58.2 To the extent permitted by law, the Association indemnifies every person who is or has been an officer of the Association against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the Association (including such legal costs incurred by the officer as an officer of a subsidiary of the Association where the Association requested the officer to accept that appointment).
- 58.3 The amount of any indemnity payable under clauses 58.1 or 58.2 will include an additional amount (GST Amount) equal to any GST payable by the officer being indemnified (Indemnified Officer) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Association with a GST tax invoice for the GST Amount.
- 58.4 For the purposes of this clause 58, officer means:
- (a) The Chair;
 - (b) A Board Member;
 - (c) The CEO; and
 - (d) The Secretary.

Definitions

59. Defined terms & interpretation

- 59.1 In this Constitution unless the contrary intention appears:

Advisory Committee has the meaning given in clause 41.1(b).

Association means Fitzroy Basin Association Inc.

Associations Incorporation Act means the *Associations Incorporation Act 1981 (Qld)* as modified or amended from time to time.

Auditor means the Association's auditor.

Board means all or some of the Board Members acting as a board.

Board Committee has the meaning given in clause 41.1(a).

Board Member means a Director of the Association, as per the *Associations Incorporation Act*.

CEO means the chief executive officer of the Association, appointed pursuant to clause 48.1.

Chair means the person appointed as President of the Association as per the *Associations Incorporation Act*.

The chairperson (lower case) means the person appointed to chair a specific meeting (this may or may not be the Chair of the Association).

Constitution means the constitution of the Association as amended from time to time.

Deputy Chair means the person appointed to that position pursuant to clause 32 of the Constitution.

Financial Year means a 12 month period ending on 30 June.

Invited Board Member means a person invited by the Board to meet funding body requirements or meet a significant skills deficit.

Member means a Member under clause 4.

Members Special Resolution Decisions means any decision:

- (a) to adopt, repeal or modify the Constitution;
- (b) to appoint a person to replace any person acting as auditor of the Association;
- (c) to change the name of the Association;
- (d) to change the Association to a company other than a company limited by guarantee;
- (e) to tentatively wind-up the Association;
- (f) to vary any rights attaching to any class of Member;
- (g) of the Association to become a member (including, without limitation, becoming a shareholder) of another association; and
- (h) to register the Association as a body corporate in any place outside Australia.

Board Member means a voting member of the Board as elected or appointed.

Office means the Association's registered office.

Register means the register of Members of the Association.

Registered Address means the last known address of a Member as noted in the Register.

Representative means a person appointed as such under clause 8.

Seal means the Association's common seal.

Secretary means any person appointed by the Board Members to perform any of the duties of a Secretary.

59.2 In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) words importing natural persons include corporations;
- (c) words and expressions defined in the *Associations Incorporation Act* have the same meaning in this Constitution; and

- (d) headings are for ease of reference only and do not affect the construction of this Constitution.
- 59.3 Unless the contrary intention appears in this Constitution, an expression in a clause of this Constitution has the same meaning as in a provision of the *Associations Incorporation Act* that deals with the same matter as the clause.
- 59.4 To the extent permitted by law, the Model Rules in the *Associations Incorporation Act* do not apply to the Association.