

**DESERT CHANNELS QUEENSLAND
INCORPORATED**

CONSTITUTION

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CONSTITUTION

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1. NAME

- 1.1 The name of the Incorporated Association is **Desert Channels Queensland Incorporated**.

2. OBJECTS

2.1 The objects of the Association are:

- (a) The conservation and sustainable management of the natural environmental assets of the Desert Channels region;
- (b) To encourage and promote education and awareness of natural resource management and environmental issues and activities in the region;
- (c) To facilitate an integrated regional catchment approach to natural resource management through the development, review and implementation of strategies across catchments;
- (d) To facilitate the development of priority natural resource management projects and investigate funding sources to ensure their delivery;
- (e) To provide a forum for community, land managers, industry and Government agency discussion and decision making on natural resource management issues;
- (f) To foster co-ordination and co-operation between community, land managers, industry and Government in the management of natural resources and the environment;
- (g) To promote long term cultural and socio economic sustainability, conservation and ecologically sustainable management of natural resources and the environment;
- (h) To develop a strategy to increase the viability and sustainability of the communities, enterprises and ecologies within the Desert Channel Queensland boundaries;
- (i) To monitor and evaluate the implementation of projects and strategies at a regional level;
- (j) To ensure responsible management of project funding received by the Association; and
- (k) To promote and support research relating to natural resource management of the environment.

3. POWERS

- 3.1 The Association has all the powers of an individual including, but not limited to, the Power to:
- (a) subscribe to, become a Member of and co-operate with any other Association, club or organisation, whether incorporated or not whose objects are similar to those of the Association.
 - (b) enter into contracts, acquire, hold, deal with and dispose of property;
 - (c) make charges for services and facilities it supplies;
 - (d) receive and disperse funds or property for the objects of the Association;
 - (e) borrow any moneys required for the purposes of the Association;
 - (f) do all things necessary or incidental to the furtherance of the objects and exercise of the powers of the Association.
- 3.2 The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

4. NO DISTRIBUTIONS TO MEMBERS

- 4.1 The assets and income of the Association shall be applied solely in furtherance of the objects set out in Rule 2 and no portion shall be distributed directly or indirectly to the Members, directors, staff or Officers of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

5. MEMBERSHIP

- 5.1 The membership of the Association shall consist of ordinary members and associate members.
- 5.2 The number of members shall be unlimited.
- 5.3 To be eligible to apply for ordinary membership of the Association, an applicant must:
- (a) Be a natural person not less than eighteen (18) years of age provided that person:
 - (b) Be a resident of the Desert Channels Queensland Region; or
 - (c) Have their principal place of business within the Desert Channels Queensland Region; or
 - (d) Be a person who, in the opinion of the Board, is likely to further the objects of the Association; and

- (e) Not be an employee of the Association except for a person who is a member of the Board and is paid for carrying out the functions of a Board member; and
 - (f) Not be a member or Associate of a Corporate Member.
- 5.4 To be eligible to apply for associate membership, an applicant must:
- 5.5 Be an organisation that has:
- 5.6 its principal place of business within the Desert Channels Queensland Region; or
- 5.7 have, in the opinion of the Board a significant commercial, business or community interest in the Desert Channels Queensland Region; and
- 5.8 in the opinion of the Board, be likely to further the objects of the Association.
- 5.9 Be a natural person who is not otherwise eligible for ordinary membership.
- 5.10 Applications for Membership must be:
- (a) In writing; and
 - (b) Signed by the applicant; and
 - (c) In the form prescribed by the Board.
- 5.11 Applications will be decided by the Board at its next meeting held after it receives:
- (a) The application form; and
 - (b) The appropriate membership fee.
- 5.12 The Board must decide at the meeting whether to accept or reject the application and its decision must be made by simple majority vote.
- 5.13 Before the Board meeting at which the application is considered, the secretary must advise the applicant of the amount of the Association's public liability insurance cover.
- 5.14 The Secretary must as soon as practicable after the Board decides to accept or reject an application, give the applicant a written notice of the decision.

6. MEMBERSHIP FEES

- 6.1 The membership fees will be set annually by the Board.

7. CONDITIONS OF MEMBERSHIP

- 7.1 Members must:
- (a) Notify the Secretary of the Members' residential address and any changes to that residential address which may occur from time to time;
 - (b) Notify the Secretary immediately if there is any change in their circumstances which makes them ineligible for Membership.
- 7.2 Any Member who becomes ineligible to be a Member must resign from the Association.

8. TERMINATION OF MEMBERSHIP

- 8.1 A Member may resign from the Association by giving written notice to the Secretary.
- 8.2 The resignation takes effect on:-
- (a) The day and at the time the notice is received by the Secretary; or
 - (b) If a later day is stated in the notice; the later day.
- 8.3 A person ceases to be a member if the person dies or, in the case of an organisation, is wound up.
- 8.4 The Board may terminate a Member's Membership if a Member:
- (a) Has Membership fees or levies in arrears for a period of three months or more; or
 - (b) Fails to fulfil the conditions of membership set out in this Constitution; or
 - (c) Is convicted of an indictable offence; or
 - (d) Goes into bankruptcy or makes an arrangement or composition with creditors;
 - (e) Conducts themselves in a manner considered to be injurious or prejudicial to the character, interests or objects of the Association.
- 8.5 Before the Board terminates a Member's membership, the Board must give the Member a full and fair opportunity to show why the membership should not be terminated.
- 8.6 If, after considering all representations made by the Member, the Board decides to terminate the membership, the Secretary must give the Member a written notice of the decision.

9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 9.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of their intention to appeal the decision.
- 9.2 A notice of intention to appeal must be given to the Secretary within one month after the person receives written notice of the decision.
- 9.3 If the Secretary receives a notice of intention to appeal, the Secretary must, within three (3) months after the day of receipt, call a general meeting to decide the appeal.
- 9.4 At the meeting, the applicant or Member must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 9.5 The Board and the Board Members who rejected the Application or terminated the membership must be given an opportunity to show why the Application should be rejected or the membership should be terminated.
- 9.6 An appeal must be decided by a vote of the Members present at the meeting.
- 9.7 If a person whose application has been rejected does not appeal against the decision within one (1) month of receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the application fee paid.

10. REPRESENTATION AND VOTING

- 10.1 Providing their membership fees are no more than 30 days overdue, each ordinary Member:
 - (a) Has the right to attend and vote at any General Meeting; and
 - (b) Be eligible for appointment to the Board and any sub-committee of the Association.
- 10.2 Associate members will have the right to attend any General Meeting but will not have the right to vote or be appointed to the Board or any subcommittee of the Association.

11. REGISTER OF MEMBERS

- 11.1 The Secretary is responsible for maintaining a register of Members.
- 11.2 The register of Members must include the following particulars for each Member:-

- (a) Full name and address;
 - (b) Date of admission as a Member;
 - (c) The class of membership to which the member belongs;
 - (d) Date of resignation;
 - (e) Details about the termination or reinstatement of membership;
 - (f) Any other particulars the Board or the Members at a General Meeting decide.
- 11.3 The Register will be open for inspection at all reasonable times and Members can inspect the Register during normal business hours on application to the Secretary.

12. THE BOARD

- 12.1 The Board of the Association shall consist of five (5) Directors and an Independent Chairperson elected at an Annual General Meeting.
- 12.2 The Independent Chairperson shall be elected pursuant to Rule 14 and the five (5) Directors shall be elected pursuant to Rule 13.
- 12.3 Directors are not required to be Members of the Association.
- 12.4 Directors must not be members of any other organisation, or hold a position on any other board or management committee unless the Board is satisfied that such membership or position does not create a conflict of interest.
- 12.5 The term of Directors will be three (3) years but individuals who have served their three (3) year term will be eligible for re-election.
- 12.6 The positions of at least one half of the number of Directors on the Board must be open for election every three (3) years.
- 12.7 At the first annual general meeting of the Association held after this Constitution comes into effect (the "first AGM"), at least one half of the directors shall retire from office but shall be eligible for re-election at the same or any other general meeting. The Directors elected at the first AGM shall hold office for two (2) consecutive three (3) year terms. The term of the Directors who do not retire from Office at the first AGM will end on the third anniversary of the first AGM.
- 12.8 Before a person is elected or appointed to the Board, the Secretary must advise that person of the Association's public liability insurance cover.
- 12.9 In addition to the Independent Chairperson, there shall be a Vice Chairperson and Treasurer elected annually by the Board from its own members to hold office for three years. In case there should be a vacancy in any such office, the Board shall elect one of its number to hold such office for the balance of the term.

13. PROCEDURE FOR ELECTION OF DIRECTORS

- 13.1 The Board shall form a Nomination Committee who shall, before nominations are called and in light of the needs and aims of the Association at the time, determine what specific qualifications and/or experience is required of a Nominee (Nomination Guidelines).
- 13.2 Election of Directors
- (a) Nomination of Directors
- (i) The Board shall call for nominations by notice to each Member and shall send to each Member the most recent Nomination Guidelines determined under Rule 13.1;
 - (ii) Nominations for Directors shall be signed by two or more Members. A nomination will not be valid unless accompanied by a notice in writing from the Nominee consenting to his/her nomination and indicating that he/she believes he/she has the type of qualifications and/or experience set out in the Nomination Guidelines;
 - (iii) Nominations must be delivered to the Secretary twenty one (21) days before the day fixed for the Annual General Meeting;
 - (iv) Where the number of nominations equals the number of vacant positions to be filled and the Nominations Committee has determined that the Nominees have the type of qualification and/or experience set out in the Nomination Guidelines the Candidate will be deemed elected and the rest of this Rule 13.2 will not apply;
 - (v) Where the number of nominations exceeds the number of vacant positions to be filled, the Board will conduct a ballot in accordance with this Rule 13.2.
- (b) Ballot
- (i) The Ballot for the election of Directors shall be conducted in such usual and proper manner as the Board may direct.
- (c) The Declaration of Result
- (i) The Candidates for the office of Director receiving the highest number of votes from Members shall be declared elected as Directors by the Chairman and the Members shall be advised accordingly.
 - (ii) In the case of an equality of votes for Candidates for the office of Director, the result shall be determined by lot and the order in which the names are withdrawn shall determine who is declared elected as Directors.

14. INDEPENDENT CHAIRPERSON

- 14.1 Persons nominated for the position of Independent Chairperson must be:

- (a) Able to demonstrate the skills and attributes set out in Attachment B; and
 - (b) Endorsed by the Board.
- 14.2 Nominations of candidates for election to the position of Independent Chairperson must be:
- (a) In writing signed by two Ordinary Members and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) Delivered to the secretary not less than fourteen (14) days before the date fixed for the Annual General Meeting at which the election is to take place.
- 14.3 If no nominations are received to fill the position of Independent Chairperson, further nominations for the position of Independent Chairperson may be received at the Annual General Meeting of the Association provided the candidates meet the criteria set out in Rule 14.1.
- 14.4 If only one nomination is received to fill the position of Independent Chairperson, the person nominated shall be taken to be elected;
- 14.5 If more than one nomination is received to fill the position of Independent Chairperson, a ballot is to be held.
- 14.6 The Independent Chairperson must not hold any other position on the Board.

15. ELECTION OF DIRECTORS

- 15.1 A list of the candidates' names in alphabetical order, with the names of the Members who nominated and seconded each Candidate, must be displayed in a conspicuous place in the Association's office or usual place of meeting for at least seven (7) days immediately preceding the Annual General Meeting.
- 15.2 Each Member eligible to vote may vote for any number of candidates not exceeding the number of vacancies.
- 15.3 If required, ballot papers must be prepared containing the names of the candidates in alphabetical order.

16. SECRETARY

- 16.1 Unless the Board decides otherwise, the Chief Executive Officer of the Association will be the Secretary of the Association.
- 16.2 The Secretary must ensure full and accurate minutes of all proceedings of every Board Meeting and General meeting are recorded into a book or file which must be open for inspection by Members at all reasonable times, on application to the Secretary.

- 16.3 To ensure the minutes are accurately recorded, the minutes of every Board Meeting and General Meeting must be signed by the chair person of that meeting or the chair person of the next succeeding Board or General Meeting verifying their accuracy.
- 16.4 The Secretary must keep copies of all correspondence and other documents relating to the Association.

17. TREASURER

- 17.1 The Treasurer shall be elected by the Board from its members and must:-
- (a) Ensure a proper account is maintained of all income, expenditure and monies due to the Association.
 - (b) Present to the Annual General Meeting a financial statement showing the income and expenditure of the Association for the financial year.
 - (c) Submit a statement of the current financial position of the Association to each Board Meeting.
 - (d) Perform such other duties and functions as the Board may direct.

18. RESIGNATION OR REMOVAL FROM OFFICE OF DIRECTOR

- 18.1 A Director may resign from the Board by giving written notice of resignation to the Secretary.
- 18.2 The resignation takes effect on:
- (a) The day and at the time the notice is received by the Secretary; or
 - (b) If a later day is stated in the notice, the later day.
- 18.3 A Director may be removed from office at a General Meeting of the Association if a majority of the Members present at the meeting vote in favour of removing the Director.
- 18.4 Before a vote of Members is taken about removing the Director from office, the Director must be given full and fair opportunity to show cause why the Director should not be removed from office.
- 18.5 The grounds for removal of a Director are:
- (a) Misappropriation of funds or property of the Association; or
 - (b) Breach of this Constitution or the Rules of the Association; or
 - (c) Failure to fulfil the duties and obligations of a Director; or
 - (d) Actions which bring or which may bring the Association into disrepute; or

- (e) No longer being eligible to be a Director.
- 18.6 A Director has no right of appeal against the Director's removal from office.

19. VACANCIES ON THE BOARD

- 19.1 The position of any Director shall immediately become vacant if such Member:
- (a) Resigns from office by notice in writing to the Secretary; or
 - (b) Dies; or
 - (c) Becomes bankrupt or makes an arrangement or composition with creditors; or
 - (d) Is convicted of an indictable offence; or
 - (e) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (f) Is absent from Board Meetings for three (3) consecutive meetings without permission of the remainder of the Board.
- 19.2 At the first annual general meeting of the Association held after this Constitution comes into effect (the "first AGM"), at least one half of the directors shall retire from office but shall be eligible for re-election at the same or any other general meeting. The Directors elected at the first AGM shall hold office for two (2) consecutive three (3) year terms. The term of the Directors who do not retire from Office at the first AGM will end on the third anniversary of the first AGM.
- 19.3 If a casual vacancy occurs on the Board, the continuing Directors may appoint another Ordinary Member to fill the vacancy until the next Annual General Meeting.
- 19.4 The continuing Directors may act despite a casual vacancy on the Board.
- 19.5 However, if the number of Directors is less than the number fixed under this Constitution as a quorum of the Board, the continuing members may act only to:-
- (a) Increase the number of Directors to the number required for a quorum; or
 - (b) Call a General Meeting of the Association.

20. FUNCTIONS AND POWERS OF THE BOARD

- 20.1 Except as otherwise provided by this Constitution or a resolution of Association Members carried at a General Meeting the Board has:-

- (a) The general control and management of the administration of the affairs, property and funds of the Association; and
- (b) Authority to interpret the meaning of this Constitution in any matter relating to the Association on which the Constitution is silent.

20.2 The Board must:

- (a) determine the annual Membership fees payable by Members and set the time by which annual Membership fees must be paid;
- (b) ensure the Association's public liability insurance is current at all times;
- (c) at least once each year consider whether the level of public liability insurance cover is adequate; and
- (d) report its decision about whether the level of public liability cover is adequate to Members at the next Annual General Meeting.

20.3 The Board may exercise the powers of the Association:

- (a) To borrow, raise or secure the payment of amounts;
- (b) To enter into contracts, acquire, deal with and dispose of property;
- (c) To secure the amounts mentioned in Rule 20.3(a) or the payment or performance of any debt, liability, contract guarantee or other engagement incurred or to be entered into by the Association in any way;
- (d) To mortgage or charge the whole or part of its property;
- (e) To make investments.

21. MEETINGS OF THE BOARD

- 21.1 Subject to Rules 21.1 to 21.3, the Board may meet and conduct its proceedings, as it considers appropriate.
- 21.2 The Board must meet at least once every three (3) months to exercise its functions.
- 21.3 The Board must decide how a meeting is to be called.
- 21.4 Notice of a meeting must be given in the way decided by the Board.
- 21.5 If the Secretary receives a written request signed by at least one half the number of Directors plus one, the Secretary must call a special meeting of the Board.
- 21.6 A request for a special meeting must state:-
 - (a) Why the special meeting is required; and
 - (b) The business to be conducted at the meeting.

- 21.7 At a Board meeting a quorum will be constituted by at least one half of the number of Directors plus one.
- 21.8 Subject to Rule 21.9, a question arising at a Board meeting is to be decided by a majority vote of Directors present at the meeting and if the votes are equal the question will be deemed to have been decided in the negative.
- 21.9 The Board must not exercise the power to borrow as set out in Rule 20.3(a) unless at least 75% of the Directors vote in favour of the exercise of that power.
- 21.10 A Director must not vote on a question about a contract, or proposed contract with the Association if the Director has an interest in the contract or proposed contract, and if the Director does vote, the Board Member's vote must not be counted.
- 21.11 The Secretary must give each Director at least fourteen (14) days notice of a special meeting of the Board.
- 21.12 A notice of special meeting must state:-
- (a) The time, date and place of the meeting; and
 - (b) The business to be conducted at the meeting.
- 21.13 The Independent Chairperson or if there is no Independent Chairperson or if the Independent Chairperson is not present within ten (10) minutes after the time fixed for a Board meeting, the Vice Chairperson is to preside as Chairperson at the meeting.
- 21.14 If the Independent Chairperson and Vice Chairperson are absent from a Board meeting, the members may choose one of their number to preside as Chairperson at the meeting.
- 21.15 If a quorum is not present within thirty (30) minutes after the time fixed for a Board meeting called on the request of Board Members, the meeting lapses.
- 21.16 If a quorum is not with present within thirty (30) minutes after the time fixed for a Board meeting called other than on the request of Board Members, the meeting is to be adjourned to:-
- (a) The same day, time and place in the next week; or
 - (b) A day, time and place decided by the Board.
- 21.17 If at an adjourned meeting referred to in Rule 21.16, a quorum is not present within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.

22. CIRCULATORY RESOLUTIONS AND USE OF TECHNOLOGY

- 22.1 A written resolution signed by each member of the Board entitled to receive notice of a Board meeting is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.
- 22.2 A resolution mentioned in Rule 22.1 may consist of several documents in like form each signed by one or more members of the Board.
- 22.3 The contemporaneous linking together by telephone, videoconferencing or any other technology of a number of the members of the board not less than a quorum shall be deemed to constitute a meeting of the Board and all the provisions of this Constitution relating to meetings of the Board shall apply to such meetings by such technology as long as the following conditions are met:
- (a) all the Directors entitled to receive notice of a meeting of the Board shall be entitled to notice of such meeting and to be linked by the relevant technology for the purposes of the meeting;
 - (b) notice of any such meeting may be given by telephone, facsimile, e-mail or other form of technology;
 - (c) each of the Directors taking part in such meeting must be able to hear each of the other Directors taking part in the meeting; and
 - (d) at the commencement of the meeting each Director must acknowledge his or her presence for the purpose of a meeting of the Board to all the other Directors taking part.

23. EXECUTIVE COMMITTEE

- 23.1 The Board may delegate such of its powers and functions as it shall decide in its absolute discretion to an Executive Committee.
- 23.2 The Executive Committee may only exercise delegated powers in the way the Board decides.
- 23.3 The Executive Committee shall meet and conduct its proceedings as it considers appropriate but at all times will be subject to this Constitution.
- 23.4

24. SUB-COMMITTEES

- 24.1 The Board may delegate the whole or part of its powers to sub-committees consisting of Members and other invitees as considered appropriate by the Board.
- 24.2 A sub-committee may only exercise delegated powers in the way the Board decides.

- 24.3 A sub-committee shall meet and conduct its proceedings as it considers appropriate but at all times will be subject to this Constitution.
- 24.4 Any employee of the Association will be eligible to serve on any sub-committee but will not have voting rights.

25. ACTS OF THE BOARD

- 25.1 An act performed by the Board, or a person acting as a Director of the Board, is taken to have been validly performed.
- 25.2 Rule 24.1 applies even if the act was performed when:-
- (a) There was a defect in the appointment of a Director, a sub-committee or a person acting as a Board Member; or
 - (b) A Board Member or person acting as a Director was disqualified from being a Member.

26. GENERAL MEETINGS

- 26.1 The Board must decide where and when General Meetings will be held.
- 26.2 The Secretary must convene all General Meetings of the Association by giving not less than fourteen (14) days written notice to Association Members.
- 26.3 The Board may decide the way in which the notice must be given but the notice must state clearly the nature of the business to be discussed at the meeting.

27. ANNUAL GENERAL MEETINGS

- 27.1 The Annual General Meeting must be held within six (6) months of the end of the financial year.
- 27.2 The following business must be conducted at every Annual General Meeting:-
- (a) Receiving the Board's report including the Statement of Income and Expenditure, Assets and Liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
 - (b) Receiving the Auditor's Report on the financial affairs of the Association for the preceding financial year;
 - (c) Electing members of the Board; and
 - (d) Appointing an Auditor.

- 27.3 The Secretary must convene the Annual General Meeting of the Association by giving not less than fourteen (14) days written notice to the Association Members.

28. SPECIAL GENERAL MEETING

- 28.1 The Secretary may only call a special General Meeting by giving each Member notice of the meeting with fourteen (14) days after:-
- (a) Being directed to call the meeting by the Board; or
 - (b) Being given a written request signed by:
 - (i) At least one third of Board Members; or
 - (ii) Not less than the number of Members of the Association which equals double the number of current Board Members plus one.
 - (c) Being given a written notice of an intention to appeal against the decision of the Board to:
 - (i) Reject an application for membership; or
 - (ii) Terminate a person's membership.
- 28.2 A request referred to in Rule 28.1 must state:
- (a) Why the special General Meeting is being called; and
 - (b) The business to be conducted at the meeting.

29. QUORUM FOR GENERAL MEETING

- 29.1 At a General Meeting, the number of Members required to constitute a quorum is the number of Directors elected to the Board plus one (1). For the purpose of this Rule, Member includes a person attending as a proxy or Attorney for a Member.
- 29.2 No business may be conducted at a General Meeting unless a quorum of Members is present when the meeting proceeds to business.
- 29.3 If a quorum is not present within thirty (30) minutes after the time fixed for a General Meeting, the meeting is to be adjourned to a date time and place decided by the Board.
- 29.4 If, at the adjourned meeting, a quorum under Rule 29.1 is not present within thirty (30) minutes after the time fixed for the meeting the Members present form a quorum.
- 29.5 The Independent Chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

- 29.6 If a meeting is adjourned under Rule 29.5 only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 29.7 The Secretary is not required to give notice of any adjournment of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least thirty (30) days.
- 29.8 If a meeting is adjourned for at least thirty (30) days notice of the adjourned meeting must be given in the same way notice is given for the original meeting.

30. PROCEDURE AT GENERAL MEETING

- 30.1 Subject to these Rules, at each General Meeting:
- (a) The Independent Chairperson or, if there is no Independent Chairperson or if the Independent Chairperson is not present with fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the Deputy Independent Chairperson is to preside as Independent Chairperson; and
 - (b) If the Deputy Independent Chairperson is absent or unwilling to act as Independent Chairperson, the Members present must elect one (1) of their number to be Chairperson of the meeting; and
 - (c) The Independent Chairperson must conduct the meeting in a proper and orderly way; and
 - (d) Each question, matter or resolution must be decided by a majority of votes of the Members present; and
 - (e) Each Member present and entitled to vote is entitled to one (1) vote only and, if the votes are equal, the Independent Chairperson has a casting vote as well as a primary vote; and
 - (f) A Member is not entitled to vote at a general meeting if the Member's annual subscription is in arrears at the date of the meeting; and
 - (g) Voting may be by a show of hands or a division of Members, unless at least 20% of the Members present demand a secret ballot; and
 - (h) If a secret ballot is held, the Independent Chairperson must appoint two (2) Members to conduct the secret ballot in the way the Independent Chairperson decides; and
 - (i) The result of a secret ballot as declared by the Independent Chairperson is taken to be a resolution of the meeting at which the ballot was held; and
 - (j) A Member may vote in person or by proxy or by Attorney and:
 - (i) On a show of hands, each person present who is a Member or a representative of a Member has one (1) vote; and

- (ii) In a secret ballot, each Member present in person or by proxy or by attorney or other properly authorised Representative has one (1) vote; and
- (k) An instrument appointing a proxy must be in writing, and-
 - (i) If the Appointor is an individual – signed by the Appointor or the Appointor’s Attorney properly authorised in writing; or
 - (ii) If the Appointor is a corporation – either under seal or signed by a properly authorised officer or attorney of the corporation; and
- (l) A proxy may be a Member of the Association or another person; and
- (m) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot; and
- (n) If someone wants to give a Member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in a form determined by the Board;
- (o) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (p) The Secretary must ensure full and accurate minutes of all questions, matters, resolution and other proceedings of each Board meeting and General Meeting are recorded; and
- (q) The Secretary must ensure the Minutes for each General Meeting are open for inspection at all reasonable times by any financial Member who previously applies to the Secretary for the inspection.

31. BY LAWS

- 31.1 The Board may make, amend or repeal by-laws, not inconsistent with this Constitution, for the internal management of The Association.
- 31.2 Any by-law may be set aside by a general meeting of Members.

32. ALTERATION OF CONSTITUTION

- 32.1 Subject to the provisions of the *Associations Incorporation Act 1981*, this Constitution may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.
- 32.2 However, an amendment, rescission or addition is only valid if it is registered by the Chief Executive within the Office of Fair Trading, or its successor.

33. USE OF TECHNOLOGY

- 33.1 The contemporaneous linking together by telephone, video conferencing or any other technology of a number of Members of the Association not less than a quorum shall be deemed to constitute a meeting of the Association and all the provisions of this Constitution relating to general meetings of the Association shall apply to such meetings by such technology as long as the following conditions are met:
- (a) all the members entitled to receive notice of a meeting of the Association shall be entitled to notice of such meeting and to be linked by the relevant technology for the purposes of the meeting;
 - (b) notice of any such meeting may be given by facsimile, email or other form of technology;
 - (c) each of the members taking part in such meeting must be able to hear each of the other members taking part in the meeting; and
 - (d) at the commencement of the meeting, each member must acknowledge his/her presence for the purpose of a meeting of the Association to all the other members taking part.

34. COMMON SEAL

- 34.1 The Board must ensure the Association has a Common Seal and that the Common Seal is:
- (a) Kept securely; and
 - (b) Only be used by the authority of the Board.
- 34.2 Every instrument to which the seal is affixed shall be signed by a Member of the Board and counter-signed by:
- (a) The Secretary; or
 - (b) A second Board Member.

35. FUNDS AND ACCOUNTS

- 35.1 The funds of the Association shall be deposited in the name of the Association in a financial institution decided by the Board.
- 35.2 Records and accounts must be kept and maintained in the English language and must show full and accurate particulars of the financial affairs of the Association.
- 35.3 All monies shall be deposited as soon as practicable after receipt.
- 35.4 Payments of one hundred dollars or more must be made by cheque or electronic funds transfer

- 35.5 All cheques must be signed by any two of the following:
- (a) The Independent Chairperson;
 - (b) The secretary;
 - (c) The treasurer; or
 - (d) Any other Board Member.
- 35.6 Cheques must be crossed 'not negotiable' except those in payment of wages, allowances or petty cash recouments which may be open.
- 35.7 The Board must decide the amount of petty cash to be kept on the imprest system.
- 35.8 The Board must approve and ratify all expenditure and decide and oversee policies and procedures to ensure expenditure is supported by adequate documentation.
- 35.9 The Treasurer must as soon as practicable after the end of each financial year ensure a statement containing the following particulars is prepared:
- (a) The income and expenditure for the financial year just ended;
 - (b) The Association's assets and liabilities at the close of the financial year; and
 - (c) All mortgages, charges and securities affecting the property of the Association at the close of the financial year.
- 35.10 The auditor must examine the statement prepared under Rule 35.9 and present a report about it to the Secretary before the next Annual General Meeting following the financial year for which the audit was made.
- 35.11 All income and property of the Association must be used and applied solely in promoting its objects and in the exercising powers as set out in this Constitution.
- 35.12 No part of the Association's income or property may be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst its Members.
- 35.13 Nothing contained in this Constitution prevents:
- (a) The payment in good faith of interest to any Member in respect of moneys advanced to the Association or otherwise owing by the Association; or
 - (b) The payment of remuneration to any officers or employees of the Association or to any Member of the Association or any other person in return for any services actually rendered to the Association; or
 - (c) The payment or repayment to any Member of, out of pocket expenses, reasonable and proper charges for goods hired by, or services provided to, the Association or reasonable and proper rent for premises let to the Association.

36. INDEMNITY

36.1 To the extent permitted by law, the Association will:

- (a) Indemnify a person who is or has been an Officer of the Association against a liability incurred by that person in his or her capacity as an Officer of the Association to any person other than the Association;
- (b) Indemnify a person who is or has been an Officer of the Association against any liability for costs and expenses incurred by that person in his or her capacity as an Officer in defending proceedings, whether civil or criminal, in which judgment is given in favour of that person or in which the person is acquitted or in connection with an application in relation to such proceedings, in which the Court grants leave to that person;

To the extent that such liability is not covered by a contract of insurance taken out by any person or the Association for the benefit of such Officer.

37. DOCUMENTS

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

38. FINANCIAL YEAR

38.1 The financial year of the Association shall close on 30th June each year.

39. WINDING UP

39.1 The Association may be wound-up by special resolution of the Member passed at a general meeting called for that purpose.

39.2 If the Association is wound-up and there are surplus assets, the surplus assets must not be distributed among the Members but must be given to one or more other entities:

- (a) That has objects similar to the Association's objects; and
- (b) The rules of which prohibit the distribution of the entity's income and assets to its Members

as the majority of the Members at any general meeting may by resolution decide.

40. DESERT CHANNELS QUEENSLAND PUBLIC FUND

Establishment of the Public Fund

- 40.1 To establish and maintain a public fund to be called Desert Channels Queensland Public Fund (**the Fund**) for the specific purpose of supporting the environmental objects/purposes of The Association;
- 40.2 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;
- 40.3 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*;

Requirements of the Public Fund:

- 40.4 The Association will inform the Department responsible for the environment as soon as possible if:
 - (a) It changes its name or the name of its public fund; or
 - (b) There is any change to the membership of the management committee of the Public Fund; or
 - (c) There has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.

Ministerial Rules

- 40.5 The Association agrees to comply with any rules that the Australian Government's Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.

Not-For-Profit

- 40.6 The income and property of the Fund shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or way of profit to the Association's members, directors, staff or trustees or members of the Fund's management committee.

Conduit Policy

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

Winding-up

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

Statistical Information

- 40.9 Statistical information requested by the Department on donations of the Fund will be provided within four months of the end of the financial year.

- 40.10 An audited financial statement for the Association 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.

Donations from the Public

- 40.11 Members of the public are to be invited to make gifts of money or property to the Fund for the environmental purposes of the Association.

Bank Account

- 40.12 A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Association
- 40.13 Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Fund.

Receipts

- 40.14 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.

Management Committee

- 40.15 A committee of management of no fewer than three (3) persons will be appointed by a general meeting of the Association to administer the Fund.
- 40.16 A majority of the members of the committee of management must be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.
- 40.17 The Fund is subject to the provisions of the *Associations Incorporation Act 1981*.

41. DICTIONARY

- 41.1 **Association** means Desert Channels Queensland Incorporated.
- 41.2 **Board** means the people elected to the positions of Independent Chairperson, Deputy Independent Chairperson, Treasurer and Board Member under Rule 12.
- 41.3 **Committee** means a Committee referred to in Rule 12.1 of this Constitution.
- 41.4 **Corporate Member** means a Member who applies for membership pursuant to Rule 5.3 of this Constitution and whose application is accepted by the Board pursuant to Rule 5.6.
- 41.5 **Desert Channels Region** means the geographic area delineated on the map in Attachment A.

- 41.6 **Member** means an Ordinary Member for the time being of the Association appearing as such in the Register of Members.
- 41.7 **Organisations** means an Organisation referred to in Rule 102.1 of this Constitution;
- 41.8 **Officer** means member of the Board;
- 41.9 **Rule** means a rule set out in this Constitution;
- 41.10 **Special Resolution** means a resolution passed:
- (a) At a meeting of Members of which the Members are given at least twenty one (21) days written notice stating the intention to propose the resolution as a special resolution; and
 - (b) By at least three-fourths of the persons entitled to vote who vote personally or by proxy at the meeting.

42. INTERPRETATION

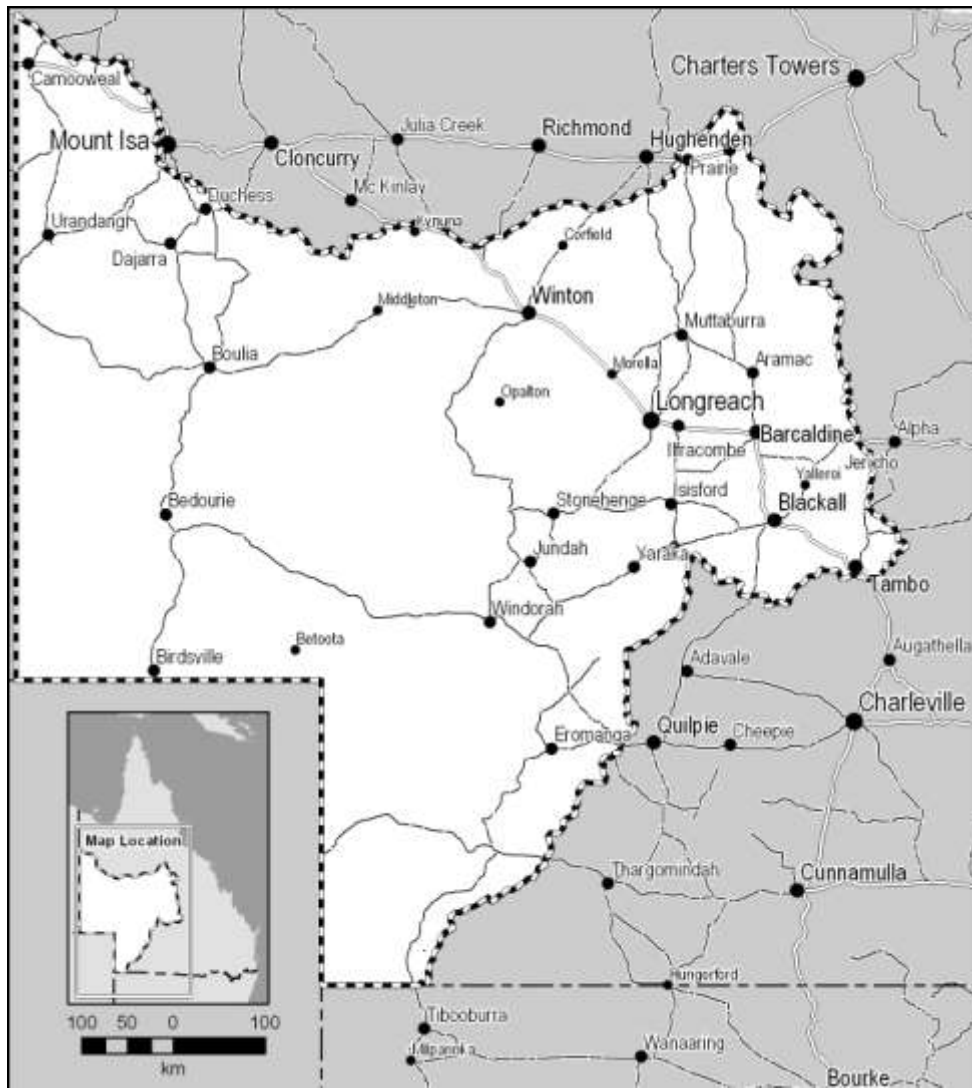
- 42.1 The headings are inserted for convenience only and do not effect the construction of this Constitution.
- 42.2 Words importing the masculine gender shall include the feminine and neuter genders and words importing the feminine genders shall include the masculine and neuter gender.
- 42.3 Any word or expression that is not defined in this Constitution but is defined in the *Associations Incorporation Act 1981* has unless the context otherwise requires the meaning given by that Act.

DESERT CHANNELS QUEENSLAND INCORPORATED

CONSTITUTION

ATTACHMENT A

The Desert Channels Region



DESERT CHANNELS QUEENSLAND INCORPORATED

CONSTITUTION

ATTACHMENT B

Qualifications for Independent Chairperson (Rule 14)

1. Capacity to Engage Stakeholders. This may include the following:

- Demonstrated knowledge / experience of sector related issues in the Desert Channels Queensland region.
- Understanding of sector planning and management as it relates to the Desert Channels Queensland region.
- Established networks within the sector including excellent understanding of stakeholder expectations and needs.
- Ability to effectively communicate needs of stakeholders at Board meetings and outcomes of Board meetings to stakeholders.
- Understanding of the political climate & relevant legislation / government policies.

2. Business & Financial Management. This may include the following:

- Implementation of Business Plans, including the setting of targets (based on good science).
- Development of investment strategies & management of investments.
- Establishment of strategic planning processes and the development of measures to track performance against plans and goals.
- Management of Financial Procedures of an Incorporated Association.

3. Corporate Governance. This may include the following:

- Development and communication of strategic direction, purpose, vision and goals.
- Respect for best practice business and corporate governance processes & decisions made.
- Productive involvement in Board of Management Meetings, including devoting sufficient time to read papers, attend meetings and be informed on issues discussed and resolved with the ability to maintain confidentiality on Board discussions and publicly support Board decisions.

4. Personal Attributes. This may include the following:

- Effective interpersonal skills including communication skills, leadership, negotiation, listening skills, motivation, sensitivity and empathy.
- Visioning and strategic thinking.
- Commitment to the natural resource management planning process.

- Ability to approach problems from a non-biased perspective and ability to compromise where appropriate.

5. Decision Making Skills. This may include the following:

- Setting priorities.
- Demonstrate a transparent process is used in decision making.
- Ensure consultative engagement in your decision making.
- Ensure decisions address sustainability, including social, economic, environmental and cultural implications.
- Ensure outcomes are achievement orientated.
- Ensure that decisions are made according to timelines and deadlines.

6. Regional Strategies & Plans. This may include the following:

- Possess strategic thinking.
- Facilitate and drive the setting of targets (based on good science).
- Formulate action plans to meet targets.
- Negotiate responsibilities and partnerships to implement actions and identify investment strategies.
- Measure performance against stated regional strategy and projects.

7. Communication/ Coordination Skills. This may include the following:

- Developing partnerships to deliver actions.
- Active consultation/ communication across all partners and stakeholders (including all levels of government).
- Coordination with stakeholder groups to achieve results.
- Networking / creating linkages (active consultation across all sectors / stakeholders).
- Maintaining healthy relationships

42.4