

**CONSTITUTION  
OF THE  
VICTORIAN RECREATIONAL  
FISHING PEAK BODY  
[VRFish]  
ACN 068 111 624**

**Company Limited by Guarantee and not having a  
share capital**

**Incorporated on 7 February 1995**

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**VICTORIAN RECREATIONAL FISHING PEAK BODY**  
**CONSTITUTION**  
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**COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL**  
**CONSTITUTION**  
**OF**  
**VICTORIAN RECREATIONAL FISHING PEAK BODY**

**1. DEFINITIONS**

In this Constitution, the terms and words set out in this clause shall have the following meanings unless otherwise indicated by the context:

- 1.1. **“Affiliated Member”** means a State Council Member being an individual nominated by either a Recreational Fishing Organisation or a Kindred Interest Group.
- 1.2. **“Annual Meeting”** means the Annual General Meeting of the State Council.
- 1.3. **“Board”** means the governing body of the Peak Body.
- 1.4. **“Board Members”** means the Members of the State Council elected to the Board pursuant to this Constitution
- 1.5. **“Books”** includes any Register or record of other information and any accounts or accounting records, however compiled, recorded or stored and also includes any documents.
- 1.6. **“Chairman”** means the member of the State Council elected to the position of Chairman pursuant to this constitution.
- 1.7. **“Commercial Fishing”** means fishing for profit, gain or monetary reward.
- 1.8. **“Corporations Law”** means the Corporations Law 2001 (Cwth) and any statutory amendment, modification or re-enactment of the Corporations Law for the time being in force.
- 1.9. **“Financial Year”** means the year commencing on 1 July in a given year or commencing on such other date determined by resolution of the Affiliated Members and Unaffiliated Members in General Meeting.
- 1.10. **“General Meeting”** means a State Council meeting or a special meeting of Members.

- 1.11. **“Kindred Interest Group”** means an organisation that has registered its interest with the Peak Body in being a Kindred Interest Group or any such organisation as approved by the Board provided that the kindred interest group is an organisation or association incorporated in Victoria, having its registered office in Victoria or having a Victorian chapter or division of the incorporated body; and continues to have objects similar to or objects that do not conflict with the objects of the Peak Body.
- 1.12. **“Members”** means any of the Members of the State Council and includes Affiliated and Unaffiliated Members.
- 1.13. **“Membership”** means Membership of the State Council.
- 1.14. **“Minister”** means the Minister responsible for recreational fishing.
- 1.15. **“Month”** means calendar Month.
- 1.16. **“Officer”** means any Officer of the Peak Body including a Board Member, Officer of any committee or any other Officer of the Peak Body.
- 1.17. **“Peak Body”** means the company known as “Victorian Recreational Fishing Peak Body”.
- 1.18. **“Printed”** means any mode of representing or reproducing words in visible form including printing.
- 1.19. **“Recreational Fisher”** is an individual who is involved in or participates in Recreational Fishing.
- 1.20. **“Recreational Fishing”** means all forms of fishing in Victoria excluding Commercial Fishing and including, but without limitation:
- 1.20.1 recreational fishing and sport fishing; and
  - 1.20.2 non commercial angling, game fishing, fly fishing, underwater fishing, fresh water fishing and salt water fishing and bait gathering.
- 1.21. **“Recreational Fishing Community”** means all persons, corporations, associations, bodies or organisations in Victoria involved in, participating in or interested in Recreational Fishing.
- 1.22. **“Recreational Fishing Organisation”** means;

- 1.22.1 A Recreational Fishing or Traditional Fishing organisation or Recreational Fishing Community, association or body incorporated in Victoria, having its registered office in Victoria or having a Victorian chapter or division of an incorporated body which has a Membership comprising either at least 10 affiliated recreational fishing organisations or at least 500 registered individual Members; and
- 1.22.2 Has and continues to have objects similar to objects that do not conflict with the objects of the Peak Body.

- 1.23. **“Register”** means the Register of Members of the State Council.
- 1.24 **“Returning Officer”** means a member appointed by the Board to act as Returning Officer for Board elections.
- 1.25 **“Special Meeting”** means a special general meeting of Members to discuss the matter/s for which the meeting was called.
- 1.26. **“Special Resolution”** means a resolution passed by 75% of the State Council and who are present in person and entitled to vote.
- 1.27. **“State Council”** means the Members of the Peak Body.
- 1.28 **“State Council Meeting”** means a meeting of the State Council.
- 1.29. **“Traditional Fishing”** means traditional fishing carried out in Victoria in accordance with current regulations.
- 1.30. **“Unaffiliated Member”** means a Recreational Fisher not affiliated with a Recreational Fishing Organisation as accepted by the Board as a member of State Council.
- 1.31. **“Written”** and **“in writing”** means written, Printed, or partly written and partly Printed.

## 2. INTERPRETATION

In this Constitution:-

- 2.1 The singular includes the plural and the plural includes the singular.
- 2.2. A reference to a gender includes a reference to each other gender.

- 2.3. A reference to a person includes a reference to a firm, corporation or other corporate body.
- 2.4. A reference to a statute shall include any statutes amending, consolidating or replacing the statute and any regulations made under such statutes.
- 2.5. All headings are for ease of reference only and shall not be taken into account in the construction or interpretation of this Constitution.
- 2.6. Unless the context otherwise requires, expressions appearing in this Constitution and defined in the Corporations Law shall have the same meaning as defined in the Corporations Law.

### **3. MEMBERSHIP**

#### **3.1. Classes of Membership**

There shall be the following classes of Membership:

- 3.1.1. Affiliated Members, including those nominated by Kindred Interest Groups;
- 3.1.2. Unaffiliated Members.

#### **3.2. Eligibility of Members**

##### **3.2.1. Affiliated Members**

Affiliated Members nominated in writing by each Recreational Fishing Organisation and Kindred Interest Group and accepted by the Board.

##### **3.2.2. Unaffiliated Members**

Up to twenty Recreational Fisher positions as accepted by the Board.

#### **3.3. Admission to Membership**

- 3.3.1. The Board shall place information in relevant forms of media throughout Victoria inviting Recreational Fishing Organisations and Recreational Fishers to apply for Membership.
- 3.3.2. Interested Recreational Fishing Organisations and Recreational Fishers responding to media information placed by the Board shall be provided with

information and application forms by the Board for them to apply for the Membership.

- 3.3.3. An applicant for Membership must sign and deliver to the Peak Body an application form containing:
  - A. such details as the Peak Body may require together with such evidence as the Peak Body shall determine as to the eligibility of the applicant to become a Member of State Council.
  - B. in the case of an application to become a Member of State Council, the application form must contain the nomination signed by the Recreational Fishing Organisation or Kindred Interest Group and be one of only 2 nominations for Membership as Affiliated Members that can be made at any time by that Organisation.
  - C. In the case where the applicant is the nominated representative of a Recreational Fishing Organisation or Kindred Interest Group, the nomination of a replacement member does not require Board ratification subject to that replacement meeting the requirements of Membership.
  - D. When a Member is elected by the Membership as Chairman of the Board, his/her nominating organisation may nominate an additional Member for the period the initial Member serves as Chairman.
- 3.3.4. In respect of any applicant applying to become a Member of State Council that has met the applicable eligibility requirements of this Constitution and has agreed to be bound by the Constitution, the Board shall admit the applicant to Membership of the State Council.
- 3.3.5. In respect of Recreational Fishers applying to become Unaffiliated Members who have met the eligibility requirements in the Constitution, and who have agreed to be bound by the provisions of the Constitution, the Board shall accept up to twenty (20) of the applicants to become Unaffiliated Members.
- 3.3.6. Every applicant for Membership shall agree in the application, if admitted to Membership, to be bound by the provisions of the Constitution and act in the

best interests of Recreational Fishing at all times so long as the applicant remains a Member.

### **3.4. Notification of Membership**

When an applicant for Membership has been admitted to the Peak Body, notice to that effect shall be sent forthwith to the applicant, by the Board.

## **4. RESIGNATION OF MEMBERSHIP**

Any Member who wishes to resign shall give the Board 1 Month's notice in writing of the Member's intention to resign and the resignation shall take effect at the end of such period.

## **5. REPRIMAND OF MEMBER, SUSPENSION OR FORFEITURE OF MEMBERSHIP**

### **5.1. Reprimand**

The Board, as it sees fit, may reprimand a Member if in the opinion of the Board, the Member has:

- 5.1.1. refused or neglected to comply with the Constitution;  
or
- 5.1.2. been guilty of conduct unbecoming or prejudicial to the interests of the Peak Body.

### **5.2. Suspension or Forfeiture**

The Board, as it sees fit, may suspend a Member or declare the Member's Membership forfeited if:

- 5.2.1. the Member has refused or neglected to comply with the Constitution;
- 5.2.2. the Member has been guilty of conduct unbecoming or prejudicial to the interests of the Peak Body;
- 5.2.3. the Membership was obtained by improper means;
- 5.2.4. the Member has failed to maintain the eligibility requirements for that class of Member set out in the Constitution;

- 5.2.5. If the member does not attend two consecutive meetings without appointing a proxy or tendering an apology via the Secretariat.

### **5.3. Forfeiture**

The Board shall declare the Membership of any Member forfeited:

- 5.3.1. if the Member has committed an indictable offence;
- 5.3.2. if the Member who is an individual becomes of unsound mind or is liable to be dealt with in any way under the law relating to mental health; or
- 5.3.3. if the Member being an Affiliated Member ceases to be a member of the Recreational Fishing Organisation or Kindred Organisation that nominated him or her for Membership as an Affiliated Member.

### **5.4. Exercise of Powers**

- 5.4.1. The powers conferred on the Board by the Constitution shall not be exercised until a meeting of the Board has been held and a resolution passed by it;
- 5.4.2. The proceedings of meetings held pursuant to conditions of the Constitution shall be conducted in such a manner as the Board may at any time determine.

### **5.5. Right of Appeal Against Forfeiture**

Where the Board passes a resolution pursuant to the Constitution, it shall as soon as practicable serve on the Member a notice in writing:

- 5.5.1. setting out the resolution of the Board and the grounds on which it is based; and
- 5.5.2. informing the Member that the Member may appeal to a General or Special Meeting on giving the Peak Body notice in writing within 1 Month after the date of service of the notice.

**5.6. Referral of Appeal to General or Special Meeting of the State Council**

Where the Peak Body receives a notice of appeal under the terms laid out in the Constitution, the Board shall refer the appeal to the next General or Extraordinary Meeting occurring at least one Month after the date on which the Peak Body receives the notice of appeal.

**5.7. Appeal to be Voted Upon by Members**

At the General Meeting of the State Council:

- 5.7.1. the Board may place before the General Meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- 5.7.2. the Member shall be given an opportunity to be heard;
- 5.7.3. the Members present shall vote by secret ballot on the question as to whether the resolution should be confirmed or revoked;
- 5.7.4. if a majority of the Members vote in favour of the confirmation of the resolution, the resolution is confirmed and, in any other case, the resolution is revoked.

**5.8. Removal of Member from Register**

When a Member ceases to be a Member or a Member's Membership is forfeited, the Member's name shall be removed from the Register.

**5.9. Re-admission**

No Member who has ceased to be a Member shall be eligible to apply for re-admission unless the former Member:

- 5.9.1. meets the eligibility requirements set out in the constitution;
- 5.9.2. and has agreed to be bound by the provision of the Constitution.

## **6. REGISTER OF MEMBERS**

### **6.1. Maintenance of Register**

The Peak Body shall maintain a Register of Members.

### **6.2. Contents of Register**

The Register shall set out the status of each Member and shall contain such further particulars as the Board may at any time prescribe.

### **6.3. Changes to the Register**

No name or designation except the names and designations of those already on the Register shall be entered removed or changed on the Register except with the authority of the Board.

### **6.4. Information for the Register**

Each Member shall furnish the appointed Officer with all required information to enable that Officer to compile and maintain the Register.

### **6.5. Inspection of the Register**

Any Member shall have the right to inspect the Register at any time during normal business hours.

## **7. GENERAL MEETINGS OF STATE COUNCIL**

### **7.1. General Meeting Frequency**

The State Council shall meet at least four [4] times per year.

### **7.2. Annual Meetings**

Annual Meetings shall be held once in every year at such time being not more than 15 Months after the holding of the last Annual Meeting at a time and place in Victoria that the Board determines.

### **7.3. Special Meetings**

7.3.1. State Council Meetings shall be ordinary meetings and all other meetings of Members shall be Special Meetings.

- 7.3.2. The Board may, whenever it thinks fit, convene a Special Meeting.
- 7.3.3. The Board, within 21 days of the receipt of a request in writing, signed by not less than 15 Members stating the object and purpose of the meeting, convene a Special Meeting to be held at the place and time which the Board determines.
- 7.3.4. If the Board fails within the time specified in this Constitution to convene a Special Meeting, the Members signing the request may convene a Special Meeting in Melbourne, Victoria.
- 7.3.5. Business transacted at a Special Meeting requiring a vote shall be by way of an ordinary resolution.

#### **7.4. Motion Brought By Member before the Annual Meeting**

- 7.4.1. Any Member intending to bring any motion or business before an Annual Meeting which does not relate to the ordinary business of the Peak Body shall give notice in writing of their intention to the Board not less than 21 days before the day of the meeting.
- 7.4.2. No motion or business other than the motion or business brought before the Annual Meeting by the Board shall come before the Annual Meeting unless the proper notice of the motion or business by the Member pursuant to the terms of this Constitution has been given.

### **8. NOTICES OF STATE COUNCIL GENERAL MEETINGS**

#### **8.1. Period of Notice**

Not less than 28 clear days' written notice of a General Meeting of State Council specifying the time and place in Victoria of the General Meeting and the general nature of the business to be dealt with at that General Meeting shall be given to the Members.

#### **8.2. Service of Notice**

All notices of General Meeting can be served either:

- 8.2.1. by sending the notice by post addressed to the Member at the address set out in the Register or to the Member's known place of business; or

8.2.2. by electronic media.

**8.3. Deeming of Service of Notice**

A notice sent by post shall be deemed to be served on the date following that on which the notice is posted or electronically transmitted.

**8.4. Accidental Omission of Giving Notice**

The accidental omission to give such notice of General Meeting to any of the Members shall not invalidate any resolution passed at any such General Meeting.

**9. PROCEEDINGS AT GENERAL MEETINGS OF STATE COUNCIL**

**9.1. Business of Annual Meeting of State Council**

The business of an Annual Meeting shall be:

- 9.1.1. to receive and consider the statement of income and expenditure, the balance sheet and report of the Peak Body Board for the past year;
- 9.1.2. to receive and consider any other business any Member brings before the Annual Meeting in accordance with the procedure set out in this constitution;
- 9.1.3. to appoint an auditor or auditors;
- 9.1.4. the declaration by the Chairman of the result of the election of the Peak Body Board Members; and
- 9.1.5. any other business which may be lawfully transacted at the Annual Meeting.

**9.2. Quorum**

- 9.2.1. A quorum for a State Council meeting shall consist of not less than 25 State Council members present in person and entitled to vote.
- 9.2.2. No business shall be transacted at any General Meeting unless a quorum is present.

### **9.3. Quorum Not Present**

- 9.3.1. If a quorum is not present within an hour of the time appointed for any Special Meeting convened at the request of Members, the Meeting shall be dissolved.
- 9.3.2. If a quorum is not present within an hour of the time appointed for any General Meeting convened by the Board, the General Meeting shall be adjourned by the person appointed to be Chairman to some date not more than 14 days later at a time and place appointed.

### **9.4. Chairman of General Meeting of State Council**

The Chairman of a General Meeting shall be the Chairman, or in the absence of the Chairman, one [1] of the two [2] Deputy Chairmen or another Board Member appointed by the Members present in person and entitled to vote shall be the Chairman.

### **9.5. Voting at General Meeting of State Council**

- 9.5.1. Each motion submitted to a General Meeting shall be decided in the first instance by a show of hands;
- 9.5.2. The Chairman shall have a deliberative vote which can only be exercised prior to the result of the vote of the General Meeting being ascertained;
- 9.5.3. In the case of an equality of votes, the Chairman shall on a show of hands and at a poll have a casting vote in addition to the Chairman's deliberative vote.

### **9.6. Record of Motions**

At any State Council Meeting of State Council, unless a poll is demanded by the Chairman or at least 15 Members present, a declaration by the Chairman that a resolution has been carried by a particular majority or lost or not carried by a particular majority. An entry to that effect into the book of proceedings of the State Council shall be conclusive evidence in favour of or against such resolution.

### **9.7. Poll**

- 9.7.1. If a poll is demanded the poll shall be taken in such a manner either after an interval or adjournment or otherwise;

- 9.7.2. the result of the poll shall be deemed to be the resolution of the State Council in General Meeting;
- 9.7.3. the demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded;
- 9.7.4. the demand for a poll may be withdrawn.

## **9.8. Adjournment of Meeting**

If at any General Meeting the whole of the business before the General Meeting is not completed the Chairman may with the consent of the General Meeting adjourn it to any other time and place.

## **10. VOTES OF MEMBERS**

### **10.1. Votes At General Meeting of State Council**

- 10.1.1. On a show of hands and upon a poll every Member present in person or by proxy and entitled to vote shall have one vote.
- 10.1.2. On a poll by way of postal vote every Member entitled to vote shall have one vote.
- 10.1.3. Votes may be given in person or by proxy.

### **10.2. Voting by Proxy**

- 10.2.1. A proxy who may be a Member or not, shall be appointed in writing under the hand of the appointor or of the appointor's attorney duly authorized in writing;
- 10.2.2. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and where an instrument of proxy so provides, the proxy is not entitled to vote in a resolution except as specified in the instrument;
- 10.2.3. An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll;

- 10.2.4. An instrument appointing a proxy shall be in the following form or in a form that is similar to the following form as the circumstances allow:

**Victorian Recreational Fishing Peak Body**

I.....of..... being a Member of the Victorian Recreational Fishing Peak Body hereby appoint.....of..... as my proxy to vote for me and on my behalf in respect of my one vote at the Annual Meeting or Special General Meeting, as the case may be, of the State Council to be held on the ..... day of ..... 2..... and at any adjournment of that meeting.

This form is to be used \*in favour of/\*against resolution nos. ....

Dated this ..... day of..... 2.....

Signed by the Member .....

\*delete whichever does not apply

- 10.2.5. An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or is a notarially certified copy of that power or authority, is or are deposited, not less than 48 hours before the time for holding the General Meeting or the Adjourned General Meeting at which the person named in the instrument proposes to vote. In the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, at the registered office of the Peak Body or at such other place in Victoria as is specified for that purpose in the notice convening the General Meeting.

- 10.2.6. A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the Member. If no intimation in writing of the death, unsoundness of mind or revocation has been received by the Peak Body at the registered office before the commencement of the General Meeting or adjourned General Meeting at which the instrument is used or the power is exercised.

## **11. THE BOARD**

### **11.1. Creation of the Board**

The affairs of the Peak Body shall be managed and to the fullest extent permitted by law under the control of the Board.

### **11.2. Board Members**

The Board shall comprise the following Members:

11.2.1. The Chairman;

11.2.2. Nine [9] Board Members, one of whom is the Chairman

### **11.3. Election of Board Members**

The Members of State Council shall elect by secret ballot at each Annual Meeting eight [8] Board Members and one [1] Chairman.

### **11.4. Method of Election of Board Members**

At each Annual Meeting, the Board Members shall be elected in the following manner:

11.4.1. At least two [2] Months before the time fixed for holding the Annual Meeting, notice shall be given to the Members that nine [9] positions on the Board are to be filled at the next Annual Meeting including the Chairman. The date upon which nominations for these positions are to close is a minimum of one [1] Month before the time fixed for the Annual Meeting. Each nomination of a candidate for election shall be in writing and signed by a Member entitled to vote for the candidate and contain the consent of the candidate to act if elected. Nominations must be in the hands of the Returning Officer on or before the date on which the nominations are to close.

11.4.2. Each candidate shall have the right to submit to the Returning Officer with a nomination a statement not exceeding 250 words detailing their expertise and the contribution they can bring to the Board.

11.4.3. If the number of candidates exceeds the positions on the Board, the notice of the Annual Meeting will be sent by post with a ballot paper and each candidate's

statement (printed at the Peak Body's expense, in a prepaid letter) to each Member entitled to vote.

- 11.4.4. Each ballot paper forwarded shall be marked for identification in such a manner as the Board may at any time determine. It shall contain the name of each candidate, the position on the Board that each candidate seeks and a statement of the number of candidates to be elected to the Board.
- 11.4.5. (1) Each member voting shall place a number in the order of their preference, adjacent to every candidate's name.  
  
(2) Each candidate's numbers will be tallied and the eight [8] candidates with the lowest tallies shall be declared elected to the Board.
- 11.4.6. Ballot papers in respect of the election of the relevant positions on the Board shall be returned to the Returning Officer so as to be received no less than 7 days before the day fixed for the holding of the Annual Meeting. Late returns shall not be accepted by the Returning Officer.
- 11.4.7. At a convenient time before the date fixed for the Annual Meeting, the Board shall appoint a Member to be the Returning Officer, who shall not more than 48 hours before the time fixed for the Annual Meeting shall compute the votes given for each candidate.
- 11.4.8. Should an election be required for the position of Chairman, the same voting method used to select the Board shall be used. The candidate with the lowest tally will be declared elected.
- 11.4.9. The 8 candidates with the 8 lowest numbers of votes for the position of Board Member shall be elected.
- 11.4.10. The Chairman shall declare at the Annual General Meeting the result of the election.
- 11.4.11. If the results of the election show an equality of votes for any position on the Board, the Chairman shall have a casting vote to determine the election for that position.
- 11.4.12. If the results of the election show an equality of votes for the position of Chairman, the outgoing Chairman

shall have a casting vote to determine the election for that position.

- 11.4.13 No Member shall be furnished with a ballot or voting paper other than the one sent to that member by post except upon the Returning Officer being satisfied that such ballot or voting paper has been lost or destroyed.
- 11.4.14 At the first meeting of the new Board it shall elect two [2] Deputy Chairmen from amongst their number.

### **11.5. Period of Office**

- 11.5.1. The Chairman and Board Members shall hold office from the conclusion of an Annual General Meeting until the commencement of the next Annual General Meeting and then shall be eligible for re-election.

### **11.6. Replacement of Board Member a Special Meeting**

- 11.6.1. If a Board Member retires at a Special Meeting, the Peak Body may by resolution of State Council elect a Member to replace the position of the retiring Board Member until the next Annual General Meeting.
- 11.6.2. The Peak Body may by Special Resolution of State Council remove a Board Member at a Special Meeting called for that purpose before the next Annual General Meeting and may by resolution elect a Member to replace the position of the removed Board Member until the next Annual General Meeting.

### **11.7. Vacation of Office of a Board Member**

The office of a Board Member shall be vacated if the Board Member:

- 11.7.1. holds any office of profit with the Peak Body;
- 11.7.2. becomes insolvent or bankrupt or makes any arrangement or composition with the Board Member's creditors generally;
- 11.7.3. becomes prohibited from being a director of a company by reason for any order made under the Corporations Law;

- 11.7.4. becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health;
- 11.7.5. resigns from office by notice in writing to the Board;
- 11.7.6. ceases to be an Unaffiliated Member;
- 11.7.7. ceases to be an Affiliated Member;
- 11.7.8. is absent for more than 3 Months without permission of the Board from meetings of the Board held during that period;
- 11.7.9. is directly or indirectly interested within the meaning of the *Corporations Law* in any contract with the Peak Body or participates in the profits of any contract with the Peak Body unless specifically allowed by the terms of this Constitution.

**11.8. When Office of Board Member Not Vacated**

- 11.8.1. A Board Member's office shall not be vacated by reason of that Board Member:
  - A. receiving reasonable and proper rent for premises demised and let to the Peak Body;
  - B. receiving interest on moneys lent to the Peak Body pursuant to the Constitution; or
  - C. being a member of any corporation, society or association which has entered into contracts or done work for the Peak Body is such corporation, society or association is among the class of companies referred to in the Constitution; and the Board Member shall have declared the nature of the interest in the manner required by the *Corporations Law*.
- 11.8.2. A Board Member shall not vote in respect of any contract in which that Board Member is interested or any matter arising out of such contract and if the Board Member does so vote then that vote shall not be counted.

**11.9. Filling of Casual Vacancy**

- 11.9.1. If a Board position has been vacated, the Board may appoint another Member to fill the casual vacancy on the Board until the next Annual Meeting;
- 11.9.2. The Board may continue to act during any vacancy on the Board provided that a quorum is present.

## **12. PROCEEDINGS OF THE BOARD**

### **12.1. Frequency of Board Meetings**

- 12.1.1. The Board shall meet not less than four [4] times in each year. One of such meetings shall be held as soon as practicable after the close of the Annual Meeting in each year and one of such meetings shall be held immediately before the Annual Meeting of the State Council to be held in each year. For the purposes of this Constitution, a year shall be the period commencing at the conclusion of an Annual Meeting and ending at the conclusion of the next Annual Meeting.
- 12.1.2. The Board can meet for the transaction of business at such times or places as it may from time to time by resolution determine.

### **12.2. Board Quorum**

No business shall be transacted at a meeting of the Board unless a quorum of five (5) Members is present.

### **12.3. Notice of a Board Meeting**

- 12.3.1. At least 14 days notice shall be given to Board Members of meetings of the Board except in respect of matters considered by the Chairman to be of an urgent nature. Meetings of the Board may be convened on such shorter notice as the Chairman shall determine;
- 12.3.2. If the Chairman calls an urgent meeting of the Board, such notice may be in writing, by electronic media or given verbally.

### **12.4. Chairman of the Board**

At every meeting of the Board, the Chairman shall be the Chairman but in the absence of the Chairman, one [1] of the two [2] Deputy Chairmen or the Board Members present shall appoint one of them to be Chairman of the meeting.

#### **12.5. Board Voting**

Questions arising at any meeting of the Board shall be decided by a majority of votes and each Board Member present shall have one vote. The Chairman shall not have deliberative vote.

#### **12.6. Written Resolution**

A resolution in writing signed by all of the Board Members shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Such resolution shall be entered in the Minute Book of the Board and ratified by the Board at its next meeting.

#### **12.7. Proxy at Board Meetings**

If a Member of the Board is unable to attend any meeting of the Board that Board Member may nominate another Board Member as substitute or to be proxy at such meeting. The nomination of a substitute or proxy shall be in writing and signed by the Board Member making the nomination and must be produced at the meeting of the Board in respect of which it is made.

#### **12.8. Recording of Meetings of the Board**

12.8.1. The Board shall enter or cause to be entered in Minute Books the Minutes of the proceedings of its meetings, meetings of its committees and of General Meetings and the names of those present at meetings of the Board and committee meetings;

12.8.2. Until they have been confirmed by resolution, the minutes of any meeting shall be prima facie evidence of the transactions and decisions of that meeting;

12.8.3. When they have been confirmed by resolution, the minutes of any meeting shall, subject to this constitution, be conclusive evidence of the transactions and decisions of that meeting;

12.8.4. Nothing in this Constitution shall be considered as in any way limiting the power of a meeting to correct any error in or omission from the minutes whether before or after they have been confirmed.

## **13. POWERS OF THE BOARD**

### **13.1. Exercise of Powers**

The Board may exercise all those powers of the Peak Body as are not, by the Corporations Act or by the constitution, required to be exercised by the Members in General Meeting or otherwise.

### **13.2. Delegation of Peak Body Powers**

13.2.1. The Board may delegate any of its powers to other committees consisting of such Members as it shall think fit and may at any time make such delegation.

13.2.2. Any committee formed pursuant to the Constitution shall in exercise of its powers so delegated conform to any rules that may at any time be imposed upon it by the Board.

13.2.3. If no rules have been made by the Board for a committee formed pursuant to the Constitution, the meetings and proceedings of the committee appointed shall be governed by provisions contained in this Constitution for regulating the meetings and proceedings of the Board as far as those provisions are applicable.

13.2.4. All acts done at any meeting of the Board or of a committee appointed by it or by any member of the Board or any member of a committee appointed by the Board shall be valid even if it is afterwards discovered that there was some defect in the appointment of the Board, the committee, the member of a committee or Board Member, or that any of them were disqualified, as if the Board Member or member of the committee had been duly appointed and was qualified to act.

13.2.5. Each Board Member may be allocated one or more of the Catchment Management Authorities to oversee via local representatives. All projects and/or tasks shall be specifically allocated to a Board Member. The Board Member shall have the power to co-opt Members and/or experts as needed to undertake the allocated task[s]. Such committee shall remain convened for the duration of that task or project.

## **14. APPOINTMENT OF STAFF**

The Board shall have the power to appoint such staff as necessary to conduct the affairs of the Peak Body.

## **15. FUNDS**

### **15.1. Receipt of Funds**

All monies received on account of the Peak Body shall be paid into the account of the Peak Body.

### **15.2. Negotiable Instruments**

All cheques, bills of exchange, promissory notes or other negotiable instruments can be accepted, made or drawn for on behalf of the Peak Body by any 2 persons appointed by the Board for that purpose.

## **16. ACCOUNTS AND INSPECTION OF RECORDS**

### **16.1. Accounts**

16.1.1. The Board shall cause proper accounting and other records to be kept and also distribute copies of balance sheets as required by the Law;

16.1.2. The Board shall from time to time cause to be prepared and to be laid before the State Council at its General Meeting a profit and loss account and a balance sheet for the Financial Year just ended prior to the Annual Meeting;

16.1.3. A copy of every profit and loss account and balance sheet (including every document required by law to be annexed or attached to them), which are to be laid before the State Council in Annual Meeting shall be sent to all Members using either post or electronic media. These documents are also to be available at the registered office of the Peak Body for inspection by all Members during the 14 days preceding the date of the Annual Meeting.

### **16.2. Inspection of Books**

The Board shall determine whether and to what extent and at what time and places and under what conditions the Books of

the Peak Body or any of them will be opened to the inspection of Members other than the Board Members. A Member other than a Board Member shall not have the right to inspect any document of the Peak Body except as provided by law or authorized by the Board or by the State Council in General Meeting.

### **16.3. Appointment of Auditor**

At least once annually the accounts of the Peak Body shall be examined and reported by one or more auditors who shall be a person or firm appointed at the Annual Meeting. Unless there is an Act of Parliament of Victoria providing to the contrary, the auditor may be a Member.

### **16.4. Period of Office of Auditor**

16.4.1. An auditor shall hold office for a period of 12 Months or until the auditor's successor has been appointed (whichever is the greater period) and an auditor shall be eligible for re-appointment.

16.4.2. A Board Member shall not be eligible for appointment as an auditor.

### **16.5. Casual Vacancy of Office of Auditor**

The Board may fill any casual vacancy in the office of auditor but while any vacancy continues the surviving or continuing auditor or auditors (if any) may act as the sole auditor or auditors.

## **17. NOTICES**

### **17.1. Notice to Members**

A notice may be served by the Peak Body upon any Member either by serving the notice on the Member personally or by sending it by prepaid post or electronic media to the member at the member's address as shown in the Register or the address supplied by the Member to the Peak Body for the giving of notices to the Member.

### **17.2. Deeming of Notice**

Any notice given by the Peak Body shall be deemed to have been given:

17.2.1. if by prepaid post on the day it would have been received in the normal course of post;

17.2.2. if by electronic media on the day of transmission.

### **17.3. Notices of General Meeting**

17.3.1. Notices of General Meeting shall be given in the manner authorised by this Constitution to every Member and the auditor or auditors of the Peak Body.

17.3.2. No person other than the Members and the auditor or auditors shall be entitled to receive notices of General Meetings.

### **17.4. Signature of Notice**

The signature of any notice to be given by the Peak Body may be written or Printed.

### **17.5. Counting Days of Notice**

Where a given number of days' notice or notice extending over any other period is required to be given the day of service shall (unless it is otherwise provided) be counted in such number of days or other period.

## **18. INDEMNITY OF OFFICERS**

Every Officer, past Officer and member acting for and on behalf of the Peak Body may be indemnified by the Peak Body to the fullest extent permitted by law, against a liability incurred by that person as an Officer of the Peak Body, including without limitation legal costs and expenses incurred in defending an action.

The Peak Body may pay the premium on a contract insuring a person who is or who has been an Officer or member of the Peak Body to the fullest extent permitted by law.

## **19. RULES**

### **19.1. Power to Make Rules**

The State Council shall have full power to make rules consistent with the Constitution on all matters relating to:

19.1.1. the affairs of the Peak Body and the conduct or management of its business and of the business of all

committees or otherwise for the purpose of carrying out its objects; and

19.1.2. the rights and obligations of Members.

## **19.2. Effect of Rules**

All rules made and at any time in force shall be binding on the Members as if they formed part of the Constitution and shall have full effect accordingly provided that any rules so made may be rescinded or amended by resolution of any General Meeting.

## **20. INTERPRETATION OF CONSTITUTION**

If any doubt shall arise as to the proper construction or meaning of any of this or of any rules made under this Constitution the decision of the Board as to the proper construction shall be final and conclusive provided the decision of the Board is produced in writing and recorded in the minutes.

## **21. ALTERATION OF CONSTITUTION**

This Constitution may be altered, rescinded or repealed by Special Resolution in General Meeting provided that no alteration, rescission, repealing or new Constitution shall reduce the number of Unaffiliated Members of the Peak Body to less than twenty [20] Unaffiliated Members.

After acceptance by the State Council all changes to the Constitution must be forwarded to Australian Securities & Investment Commission.

Any and all changes to the Constitution must not change the basic principles wherein:

- 21.1 the Peak Body shall pursue charitable purposes only and apply its income in promoting those purposes and
- 21.2. prohibits the Peak Body making distribution to its members and paying fees to the Board and/or members; and
- 21.3 requires the Board to approve all other payments the Peak Body makes to the Board.