
CONSTITUTION OF THE WHEATBELT NATURAL RESOURCE MANAGEMENT INCORPORATED (RULES OF ASSOCIATION)

This Constitution was approved by Special Resolution at the Special Meeting held on the 16 July 2009.

1 Name of Association

- (1) The name of the Association is the Wheatbelt Natural Resource Management Incorporated, formerly registered as the Avon Catchment Council Incorporated.

2 Definitions

In these Rules, unless the contrary intention appears:

- (1) 'Acting Director' means a person invited to serve as a Board Director under Rule 19(2)(b);
- (2) 'Allied Interest Groups' means organisations and other groups operating in, or having an impact on, the Avon River Basin who have interests in common in natural resource management and who act in alignment with the vision and values of the Wheatbelt Natural Resource Management Incorporated;
- (3) 'Associate' means an individual that has registered to receive general email or print media communiqué from Wheatbelt Natural Resource Management Incorporated;
- (4) 'Association' means the Association referred to in Rule 1(1);
- (5) 'Board Director' means a person referred to in Rule 10(2) that has the meaning given by Part I(3)(1) of The Act, a reference in that section to:
 - (a) 'officer' being construed as a reference to a Board Director on the Board of Management; and
 - (b) 'member of the committee' being construed as a reference to a Board Director on the Board of Management.
- (6) 'Board meeting' means meetings referred to in Rule 20(2);
- (7) 'Board of Management' means the governing entity of the Wheatbelt Natural Resource Management Incorporated referred to in Rule 10(2) that has the meaning given by Part V(20) of The Act, a reference in that section to a 'committee of the association' being construed as a reference to the Board of Management;
- (8) 'Catchment Director' is a Board Director on the Board of Management other than a Sub-catchment Director or the ex-officio Chief Executive Officer;
- (9) 'Chairperson' means the person appointed to chair, and be the spokesperson of, the Board of Management, undertaking duties referred to in Rule 16;
- (10) 'Chief Executive Officer' means the executive Director of the Wheatbelt Natural Resource Management Incorporated, undertaking duties in referred to in Rule 18;
- (11) 'Deputy Chairperson' means the person appointed to support the Chairperson of the Board of Management, undertaking duties referred to in Rule 17;
- (12) 'Financial year' means a period of twelve (12) months from 1 July to 30 June that defines the annual accounting period;
- (13) 'General meeting' means meeting referred to in Rule 20(1)(a);
- (14) 'Member' means an organisation or group that is listed on the Register of Members of the Wheatbelt Natural Resource Management Incorporated that had applied for and met the criteria for Membership referred to in Rule 4(2);

-
- (15) 'Membership' means the collective organisations and groups that are listed on the Register of Members of the Wheatbelt Natural Resource Management Incorporated that had applied for and met the criteria for Membership referred to in Rule 4(2) ;
 - (16) 'Ordinary resolution' means resolution other than a special resolution referred to in Rule 20(5)(c)(i);
 - (17) 'Reference group' means a specific group that convenes for the purpose of providing a formalised mechanism for opinion, input and feedback that is reported back to the Board of Management;
 - (18) 'Region' means the Avon River Basin comprising the Avon, Lockhart and Yilgarn sub-catchments;
 - (19) 'Registered Officer' means an individual (or approved proxy) that represents a Member;
 - (20) 'Rules' means the conditions set out in this Constitution;
 - (21) 'Special general meeting' means a meeting referred to in Rule 20(2)(a)(iii);
 - (22) 'Special resolution' has the meaning given by Part V(24) of The Act referred to in Rule 20(5)(c)(ii);
 - (23) 'Standing committee' means an advisory committee established for the purpose of assisting the Board of Management with governance matters;
 - (24) 'Sub-catchment' means one of the three geographic subsets of the Avon River Basin, being an area known as Avon, Yilgarn or Lockhart River sub-catchments;
 - (25) 'Sub-catchment Director' is a Board Director on the Board of Management that resides in, and has specific responsibility to engage with Associates within or impacting, a specific sub-catchment;
 - (26) 'The Act' means the Associations Incorporation Act 1987; and
 - (27) 'Working Group' means a temporary working party of selected individuals established for the purpose of gaining views, opinions and input on specific matters.

3 Objects of the Association

- (1) To provide community leadership for natural resource management, working in collaboration with Allied Interest Groups and Associates operating within, or having an impact on, the Avon River Basin;
- (2) To develop and maintain a strategy that guides the Wheatbelt Natural Resource Management Incorporated's priorities, resource allocation and operations, with consideration to its Member's interest and any Government-declared natural resource management initiatives;
- (3) To coordinate and promote improvements in environmental, social and industry practices relating to natural resources outcomes in the Avon River Basin;
- (4) To carry out or coordinate specific programs and projects for the benefit and improvement of natural resources within the Avon River Basin; and
- (5) To develop partnerships for the provision of services, with the intent for mutual benefit in the achievement of common goals.

4 Purpose and Qualifications for Membership

- (1) Members exist to ensure Allied Interest Groups operating within, or having an impact on, the Avon River Basin have their interests considered as part of the overall strategising, planning, prioritising and resource allocating activities and function of the Wheatbelt Natural Resource Management Incorporated.
- (2) The eligibility for Membership to the Wheatbelt Natural Resource Management Incorporated is open to organisations and groups operating or residing within the Avon River Basin, comprising:
 - (a) Commonwealth, State or Local Government entity or agencies that have responsibility for natural resources management, by way of statutory responsibility, function or regulatory capacity.

-
- (b) Incorporated associations that have a demonstrable interest in natural resources management.
 - (c) Research or educational institutes that educate or publish research relating to natural resource management.
 - (d) Businesses that influence natural resource management that are not otherwise represented by industry bodies and incorporated associations eligible under Rule 4(2)(b).
 - (e) Wheatbelt Natural Resource Management Incorporated Sub-catchment Reference Groups that represent local residents or land owners.
- (3) A Member shall be so recognised by their entry on the Register of Members.
- (4) A Member shall declare a single Registered Officer who will be the main contact for the Wheatbelt Natural Resource Management Incorporated, with the Chairperson for the Sub-catchment Reference Group being the Registered Officer for this same purpose.
- (5) A Member shall cease to be qualified for Membership if they:
- (a) breach any rule, regulation or by-law of or governing the Wheatbelt Natural Resource Management Incorporated; or
 - (b) fail to uphold the Wheatbelt Natural Resource Management Incorporated's Code of Conduct; or
 - (c) commit any act detrimental to the Wheatbelt Natural Resource Management Incorporated; or
 - (d) have committed a criminal offence that impacts their right to Membership in the view of the Board of Management; or
 - (e) request to be removed from the Membership in writing in accordance with Rule 8(1); or
 - (f) are removed in accordance with Rule 9;
- and such organisation or group shall forthwith cease to be a Member of the Wheatbelt Natural Resource Management Incorporated.

5 Entitlements of Members

- (1) A Member, through their Registered Officer, shall be entitled to:
- (a) a formal invitation to attend the Annual General Meeting and any other Member meeting, workshop or forum.
 - (b) one equal vote restricted to voting on:
 - (i) Board Directors being approved to serve on the Board of Management;
 - (ii) the expulsion of a Member in accordance with Rule 9(1);
 - (iii) the expulsion of a Board Director in accordance with Rule 15(1); and
 - (iv) the acceptance of proposed Rule changes in the Constitution.
 - (c) access the Register of Members in accordance with Part V(27) of The Act.
 - (d) access the Constitution in accordance with Part V(28) of The Act.
 - (e) access the names of those serving on the Board of Management.
 - (f) access the Chairperson and/or Chief Executive Officer on matters of concern.
 - (g) a hardcopy of the Annual Report publication.
 - (h) an informal invitation to specific and key public workshops or forums.
 - (i) general communiqué updates on Wheatbelt Natural Resource Management Incorporated's operations.

6 Register of Members

- (1) The Chief Executive Officer shall keep and maintain a Register of Members in accordance with Part V(27) of The Act at the principal office of the Wheatbelt Natural Resource Management Incorporated.

7 Subscription of Members

- (1) No subscription is payable by Members of the Wheatbelt Natural Resource Management Incorporated.

8 Resignation of Members

- (1) A Member, represented by the Registered Officer, who delivers notice in writing of their resignation from the Wheatbelt Natural Resource Management Incorporated Membership to the Chief Executive Officer ceases on that delivery to be a Member.

9 Expulsion of Members

- (1) If the Board of Management in its own right, or by advice of the majority of the Membership, considers that a Member should be expelled from Membership because that Member was not qualified to be accepted as a Member or has ceased to be qualified under Rule 4(5) it shall communicate, in writing, to the Member:
 - (a) notice of the proposed expulsion and of the time, date and place of the Board meeting at which the question of that expulsion will be decided; and
 - (b) particulars of the status of their qualifications or conduct, and such notice shall be communicated not less than 30 days before the date of the Board meeting referred to in Rule 20(1)(a).
- (2) At the Board meeting referred to in a notice communicated under Rule 9(1)(a), the Board of Management may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board of Management, resolve to expel or decline to expel that Member from Membership of the Wheatbelt Natural Resource Management Incorporated and shall, forthwith communicate that decision in writing to that Member.

10 Purpose and Qualifications for the Board of Management

- (1) The affairs of the Association shall be managed by the Board Directors residing on the Board of Management.
- (2) The Board of Management shall consist of seven (7) to ten (10) Board Directors who live, or operate within, the Avon River Basin, comprising:
 - (a) three (3) skills-based Sub-catchment Directors, each representing one of the Avon, Lockhart or Yilgarn sub-catchments;
 - (b) three (3) to six (6) skills-based Catchment Directors; and
 - (c) the Chief Executive Officer as the ex-officio Director.
- (3) The eligibility criterion for a Sub-Catchment Director position is that the individual:
 - (a) is a registered Associate of the Wheatbelt Natural Resource Management Incorporated;
 - (b) has not been committed of a corporate-related offence under the Criminal Code Act 1995;
 - (c) is not disqualified under the provisions set out in Section 853A of the Corporations Act 2001;
 - (d) lives or owns land within the specific sub-catchment of the Avon River Basin for which the position relates;
 - (e) has demonstrable knowledge of natural resource management; and

-
- (f) accepts to act as the chair of the Sub-catchment Reference Group.
- (4) The eligibility criterion for a Catchment Director position is that the individual:
 - (a) is a registered Associate of the Wheatbelt Natural Resource Management Incorporated;
 - (b) has not been committed of a corporate-related offence under the Criminal Code Act 1995;
 - (c) is not disqualified under the provisions set out in Section 853A of the Corporations Act 2001;
 - (d) lives or owns land within the Avon River Basin; and
 - (e) has demonstrable knowledge of natural resource management.
 - (5) A Board Director is elected for a three (3) year term.
 - (6) A Board Director shall be so recognised by their entry on the Register of Board Directors.
 - (7) The Chief Executive Officer shall be a non-voting Director and acts as the Executive Officer of the Board of Management.
 - (8) The Chairperson and Deputy Chairperson are appointed on an annual basis by a majority vote of the Board Directors of the Board of Management. Members are not required to endorse the appointment of the Chairperson or Deputy Chairperson.
 - (9) The Chairperson of each of the Sub-catchment Reference Groups shall be the elected Sub-catchment Director for that sub-catchment, or as otherwise delegated by the Board of Management.
 - (10) An individual shall cease to be a Board Director on the Board of Management where he or she:
 - (a) dies; or
 - (b) breaches any rule, regulation or by-law of, or governing, the Wheatbelt Natural Resource Management Incorporated; or
 - (c) is committed of a corporate-related criminal offence; or
 - (d) fails to uphold the Code of Conduct; or
 - (e) commits any act detrimental to the Wheatbelt Natural Resource Management Incorporated; or
 - (f) ceases to be qualified due to relocation of residency or change of employment; or
 - (g) becomes permanently incapacitated by mental or physical ill health; or
 - (h) is found to be unable to satisfactorily undertake the duties of a Board Director; or
 - (i) is removed in accordance with Rule 15; or
 - (j) requests to be removed from the Board of Management in writing in accordance with Rule 14(1);

and such Directors shall forthwith cease to be a Board Director on the Board of Management.

11 Powers of the Board of Management

- (1) The governance powers conferred on the Board of Management are in accordance with Part V(13)(1) of The Act and are subject to no additions, exclusions or modifications.
- (2) The Board of Management shall have the power to govern all things as are necessary, incidental or conducive to the attainment of its objects in accordance with good governance principles, to oversee the function of the Wheatbelt Natural Resource Management Incorporated, including:
 - (a) to raise, receive and expend funds;
 - (b) to employ the Chief Executive Officer;
 - (c) to establish and maintain a public fund for gifts of money or property;

-
- (d) to own or lease property;
 - (e) to financially, or otherwise, support government agencies, community groups or other bodies; and
 - (f) to delegate authority to the Chief Executive Officer, standing committees, reference groups and working groups of Wheatbelt Natural Resource Management Incorporated.
- (3) Each Board Director is given the right of one equal vote for resolutions of the Board of Management.
 - (4) The property and income of the Wheatbelt Natural Resource Management Incorporated shall be applied solely towards its objects or purposes and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Board Directors on the Board of Management, except in good faith in the promotion of these objects or purposes.

12 Register of Board Directors

- (1) The Chief Executive Officer shall keep and maintain a Register of Board Directors at the principal office of the Wheatbelt Natural Resource Management Incorporated.

13 Elections of Board Directors on the Board of Management

- (1) Board Director elections will be conducted at:
 - (a) the annual general meeting by endorsement of the Members; or
 - (b) as a special resolution by endorsement of the Members; or
 - (c) as otherwise appointed in acting positions in accordance with Rule 19(2)(b) by the Board of Management.
- (2) The Board of Management is a skills-based Governance Board, requiring Board Directors to be elected based on their comparative skills from a predefined knowledge and skills attributes list held by the Nominations Committee that exists under Rule 21(3).
- (3) The elections of the Board of Management are based on a skills assessment process as defined in the Board Recruitment Policy and accompanying procedure documents.
- (4) Associates who meet the eligibility criteria in accordance with Rule 10(3) and/or 10(4) are eligible for election on to the Board of Management.
- (5) A nominating candidate may nominate for any, or all, of the vacant Board Director positions for which they are eligible, with precedence given to filling the Sub-catchment Director positions first.
- (6) For the purpose of elections, four categories of roles exist for Board Director vacancies:
 - (a) Avon Sub-catchment Director
 - (b) Lockhart Sub-catchment Director
 - (c) Yilgarn Sub-catchment Director
 - (d) Director
- (7) The Nominations Committee shall present to the Board of Management a list of ranked nominating candidates allocated to the vacant roles in accordance with the Board Recruitment Policy provisions. The Board of Management shall accept the list, however reserve the right to dispute or make new information known where a nominee may not meet the eligibility or be suitable for a Board Director role. The ruling of the independent Nomination Committee Chairperson on their eligibility or the validity of the ranking shall be final.
- (8) The Board of Management shall have the right to determine the number of nominating Board Directors being recommended based on the provisions for the number of Board Directors in accordance with Rule 10(2).

-
- (9) Subject to Rule 13(1), the Board of Management shall present the Board Director nomination recommendations from the Nominations Committee for the vacant positions to be filled to the Members. The Members shall accept the recommendation or otherwise:
- (a) have the right to dispute or make new information known where a nominating candidate may not meet the eligibility for a Board Director role; and
 - (b) in the event of new information becoming available, the Members retain the right to:
 - (i) accept the recommendations pending confirmation of the ineligibility being confirmed by the Nominations Committee at which time, in the event of ineligibility, the next eligible candidate shall be approved subject to the same Rule 9(a); or
 - (ii) by majority vote, agree the specific candidate is not eligible with reasonable evidence standing, and consider the next most eligible candidate.

14 Resignation of Board Directors

- (1) A Board Director who delivers notice in writing of their resignation from the Board of Management to the Chairperson of the Board of Management ceases on that delivery to be a Board Director.

15 Expulsion of Board Directors

- (1) If the Board of Management in its own right, or by advice of the majority of the Membership, considers that a Board Director should be expelled from the Board of Management because that Board Director was not qualified to be accepted as a Board Director or has ceased to be qualified under Rule 10(10) it shall communicate, in writing, to the Board Director:
 - (a) notice of the proposed expulsion and of the time, date and place of the Board meeting at which the question of that expulsion will be decided; and
 - (b) particulars of the status of their qualifications or conduct, and such notice shall be communicated not less than 30 days before the date of the Board meeting referred to in Rule 20(1)(a).
- (2) At the Board meeting referred to in a notice communicated under Rule 15(1)(a), the Board of Management may, having afforded the Board Director concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board of Management, resolve to expel or decline to expel that Board Director from the Board of Management and shall, forthwith communicate that decision in writing to that Board Director.

16 Chairperson of the Board of Management

- (1) The Chairperson shall chair, and act as the spokesperson of, the Board of Management.
- (2) A Chairperson shall preside at all Board meetings.
- (3) In the absence of the appointed Chairperson, the Deputy Chairperson or in his or her absence, a Board Director elected by the other Directors present at the meeting, shall preside at that meeting.

17 Deputy Chairperson of the Board of Management

- (1) The Deputy Chairperson shall represent the Chairperson in his/her absence and represent the Chairperson and/or the Wheatbelt Natural Resource Management Incorporated as deemed appropriate by either the Chairperson or the Board of Management.

18 Chief Executive Officer

- (1) The Chief Executive Officer shall:
 - (a) operate within the delegation parameters exercised by the Board of Management;

-
- (b) Ensure the legislative and policy compliance of the Wheatbelt Natural Resource Management Incorporated's operations;
 - (c) coordinate the correspondence of the Wheatbelt Natural Resource Management Incorporated;
 - (d) cause to keep full and correct minutes of the proceedings of the Board of Management at its meetings; and
 - (e) comply on behalf of the Wheatbelt Natural Resource Management Incorporated with the requirements of The Act:
 - (i) section 27 of The Act in respect of the Register of Members;
 - (ii) section 28 of The Act in respect of the Rules of the Association; and
 - (iii) section 29 of The Act in respect of the record of the officeholders and any trustees;
- (2) be responsible for the receipt of all moneys paid to, or received by, the Association and shall ensure the issue of receipts for those moneys in the name of the Association in accordance with accounting standards;
 - (3) pay all moneys into an account or accounts of the Association as the Board of Management may from time to time direct;
 - (4) make payments from the funds of the Association with the authority of a general meeting or of the Board of Management or in accordance with the delegation authority referred to in Rule 18(1)(a);
 - (5) comply on behalf of the Association with Part V(25) and (26) of The Act with respect to the accounting records of the Association by keeping such accounting records as correctly documented and to explain the financial transactions and financial position of the Association;
 - (6) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time, and to be conveniently and properly audited;
 - (7) submitting to Members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year;
 - (8) whenever directed to do so by the Chairperson, submit to the Board of Management a report, balance sheet, financial statement or other operational performance document in accordance with that direction;
 - (9) unless the Board of Management resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association;
 - (10) take appropriate measures to ensure the safe custody of records, books, documents and securities of the Association; and
 - (11) perform such other duties as are imposed by these Rules.

19 Casual Board Director Vacancies on the Board of Management

- (1) A casual vacancy occurs in the Directorship of Board of Management if a Board Director:
 - (a) dies; or
 - (b) ceases to be a Board Director under the provisions of Rule 10(10); or
 - (c) resigns under the provisions of Rule 14(1); or
 - (d) was not elected to the position due to no candidates applying for the role as part of the formal election process; or

-
- (e) is absent from more than:
 - (i) three (3) consecutive Board meetings without prior approval or without tendering an apology; or
 - (ii) three (3) Board meetings in the same financial year, of which he or she has received notice, without tendering an apology to the person presiding at each of those Board meetings.
 - (2) The vacancy shall be:
 - (a) kept vacant where the vacancy occurs within three (3) months of the next annual general meeting date, with the exception of the Chairperson role where the Deputy Chairperson will act in the role for the remaining period; or otherwise
 - (b) filled with an Acting Director by special invitation at the discretion of the Board of Management until the next annual general meeting.
 - (3) For the purpose of Rule 19(1)(d), the Wheatbelt Natural Resource Management Incorporated shall undertake an annual review of attendance.

20 Meetings of the Board of Management

- (1) Proceedings of Board of Management shall be managed as:
 - (a) The Board of Management shall convene general meetings for the dispatch of business not less than six (6) times in each calendar year and the Chairperson may at any time convene a special general meeting of the Board of Management. The Chairperson may conduct meetings electronically or take a poll of Board Directors out of session should the need arise.
 - (b) A Board Director on the Board of Management having any direct or indirect pecuniary interest referred to in Part V(21) or (22) of The Act shall comply with those sections.
 - (c) The Board of Management may by ordinary resolution at a meeting resolve to close part or all of the meeting to Members or the public while it discusses matters which it agrees are confidential in nature, and Members and members of the public present at the meeting shall be required by the Chairperson to leave the meeting during such discussions.
- (2) Categories of meetings shall be defined as:
 - (a) The Board of Management:
 - (i) shall convene general meetings referred to in Rule 20(1)(a);
 - (ii) shall convene annual general meetings within the time limits provided for the holding of annual general meetings as defined by Part V(23) of The Act and where members are formerly invited in accordance with Rule 5(1)(a) and where they maintain a right to vote in accordance with Rule 5(1)(b); and
 - (iii) shall, within 30 days of the Chief Executive Officer receiving a request in writing to do so from not less than five (5) Board Directors or ten (10) Members, convene a special general meeting for the purpose specified in that request. At the discretion of the Chairperson, the Members may receive an invitation to a special meeting in accordance with Rule 5(1)(a), or otherwise will receive an invitation where a vote may be required in accordance with Rule 5(1)(b).
 - (b) The Directors or Members making a request referred to in Rule 20(2)(a)(iii) shall:
 - (i) state in that request the purpose for which the special general meeting concerned is required;
 - (ii) date that request; and
 - (iii) sign that request.

-
- (c) When a special general meeting is convened under Rule 20(2)(a)(iii) the Board of Management shall ensure that:
- (i) the Board Directors are supplied free of charge with particulars of all Board Directors; and
 - (ii) the Wheatbelt Natural Resource Management Incorporated shall pay the reasonable expenses of convening and holding the special general meeting.
- (3) Notice of Meetings shall be managed as:
- (a) Subject to these Rules, the procedure and order of business to be followed at a Board meeting shall be determined by the Chairperson and Chief Executive Officer, but may be amended by Board Directors present at the meeting. Other business may be discussed by agreement of the Board of Management.
 - (b) The Chief Executive Officer shall give to all Board Directors not less than seventy two (72) hours notice of a meeting.
 - (c) The Chief Executive Officer shall give to all Members' Registered Officers not less than seventy two (72) hours notice of a meeting in accordance with Rule 5(1)(a) where a vote may be required in accordance with Rule 5(1)(b).
 - (d) A notice given under Rule 20(3)(b) and 20(3)(c) shall specify:
 - (i) when and where the meeting is to be held; and
 - (ii) particulars of the business to be transacted at the meeting and the order in which that business is to be transacted.
 - (e) The Chief Executive Officer may give a notice under Rule 20(3)(b) and 20(3)(c) by:
 - (i) serving it on a Board Director or a Member's Registered Officer personally; or
 - (ii) sending it by post or by electronic media to a Board Director or a Member's Registered Officer at the address appearing in the Register of Board Directors or Register of Member respectively, kept and maintained under Rules 6(1) and 12(1), or by other electronic means agreed by the Board of Management.
 - (f) When a notice is sent by post or electronic mail under Rule 20(3)(d) sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the Board Director or a Member's Registered Officer concerned by ordinary prepaid mail or electronic mail.
- (4) A quorum comprises:
- (a) At a meeting of Board Directors:
 - (i) five (5) filled positions for Board Directors of the Board of Management, present in person, constitute a quorum; and
 - (ii) present in person includes being present in real time, on phone or video, but not texting or email.
 - (b) At a meeting involving Members:
 - (i) fifty five (55) percent of the Membership, present in person, constitute a quorum; and
 - (ii) present in person or by authorised proxy in person, includes being present in real time, on phone or video, but not texting or email.
 - (c) If within thirty (30) minutes after the time specified for the holding of a meeting in a notice given under Rule 20(3):
 - (i) as a result of a quorum not being present, the meeting lapses; or

-
- (ii) otherwise than as a result of a request, notice or action referred to in paragraph 20(4)(c)(i), the meeting stands adjourned to the same time on the same day in the following week and to the same venue.

If within 30 minutes of the time appointed by Rule 20(4)(c)(ii) for the resumption of an adjourned meeting a quorum is not present, the Board Directors and Members (where applicable) who are present in person or by authorised proxy may nevertheless proceed with the business of that meeting as if a quorum were present.

- (5) Board of Management voting shall be managed as:
 - (a) Subject to these Rules, each Board Director present in person at a meeting of the Board of Management is entitled to a deliberative vote and must exercise their entitlement to vote, with the exception of the Chief Executive Officer who is a non-voting Director.
 - (b) A question arising at a Board meeting shall be decided by a majority of votes but, if there is an equality of votes, the Chairperson shall have a casting vote in addition to his or her deliberative vote.
 - (c) At a general meeting:
 - (i) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - (ii) a special resolution put to the vote shall be decided in accordance with Part V(24) of The Act and in accordance to voting rights defined in Rule 11(3).
 - (d) A declaration by the Chairperson at a Board meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence to that fact unless, during the Board meeting at which the resolution is submitted, a poll is demanded in accordance with Rule 20(5)(e).
 - (e) At a Board meeting, a poll may be demanded by the Chairperson or by three (3) or more Board Directors present in person and, if so demanded, shall be taken in such manner as the Chairperson directs.
 - (f) If a poll is demanded and taken under Rule 20(5)(e) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
 - (g) A poll demanded under Rule 20(5)(e) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.
- (6) Member voting shall be managed as:
 - (a) Subject to these Rules, each Member's Registered Officer or authorised proxy present in person at a meeting of the Board of Management requiring Membership attendance is entitled to an equal deliberative vote and must exercise their entitlement to vote, subject to the restrictions defined in Rule 5(1)(b).
 - (b) A requirement for a vote under Rule 5(1)(b) arising at a Board meeting shall be decided by a majority of votes.
- (7) Annual general meeting:
 - (a) In the case of an annual general meeting, the order in which business is to be transacted is:
 - (i) acceptance and welcome of Members;
 - (ii) confirmation of the previous AGM minutes;
 - (iii) the consideration of the accounts and reports of the Wheatbelt Natural Resource Management Incorporated;
 - (iv) the Board of Director nomination recommendations of the Nominations Committee by the Board of Management and subsequent election of Board Directors for vacant

Board of Management positions defined in Rule 10(2) as per the terms of office referred to in Rule 10(5); and

- (v) any other business requiring consideration by the Wheatbelt Natural Resource Management Incorporated.
- (8) Adjournment of a general meeting:
- (a) The Chairperson may, with the consent of a general meeting, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
 - (b) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
 - (c) When a general meeting is adjourned for a period of thirty (30) days or more, the Chief Executive Officer shall give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (9) Minutes of meetings:
- (a) The Chief Executive Officer shall cause proper minutes of all proceedings of all Board meetings to be taken and, within thirty (30) days, entered in a minute book kept for that purpose.
 - (b) The Chairperson shall ensure that the minutes taken of a Board meeting are checked before publication and signed as correct by the Chairperson after acceptance by the Board of Management as being a true and accurate record of the Board meeting to which those minutes relate within thirty (30) days of, and approval by, the subsequent meeting.
 - (c) When minutes have been entered and signed as correct under Rule 20(9)(b), they shall, until the contrary is proved, be evidence that:
 - (i) the Board meeting to which they relate was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the Board meeting did in fact take place thereat; and
 - (iii) all appointments or elections purporting to have been made at the Board meeting have been validly made.

21 Standing Committees

- (1) The Wheatbelt Natural Resource Management Incorporated shall form Standing Committees, which are advisory to the Board of Management and assisting the Board in its governance obligations, unless otherwise decided by the Board of Management.
- (2) The Board of Management shall appoint an audit committee that is a Standing Committee of the Board of Management that shall be chaired by a person independent from the Board of Management.
- (3) The Board of Management shall appoint a nominations committee that is a Standing Committee of the Board of Management that shall be chaired by a person independent from the Board of Management.
- (4) The Board of Management shall appoint a finance committee that is a Standing Committee of Board of Management that shall be chaired by the Chairperson, or delegate, of the Board of Management.
- (5) The Standing Committees will operate under their own terms of reference as approved by the Board of Management.
- (6) All reports and recommendations of Standing Committees shall be presented at a Board of Management meeting for consideration.

22 Reference Groups

- (1) The Wheatbelt Natural Resource Management Incorporated shall from time to time form Reference Groups that provide input to the Board of Management through their Chairperson and represent key stakeholder groups that may otherwise not be well represented, unless otherwise decided by the Board of Management.
- (2) The Wheatbelt Natural Resource Management Incorporated shall form a Sub-catchment Reference Group for each of the Avon, Lockhart and Yilgarn sub-catchments that shall be chaired by the elected Sub-catchment Director for that specific sub-catchment on the Board of Management.
- (3) The Reference Groups will operate under their own terms of reference as approved by the Board of Management.
- (4) All key reports of the Reference Groups shall be presented at a Board of Management meeting for noting.

23 Working Groups

- (1) The Board of Management and/or the Chief Executive Officer, at their discretion, shall from time to time form Working Groups that are specific to a program, project or Wheatbelt Natural Resource Management Incorporated matter.
- (2) All key reports of the Working Groups appointed by the Board of Management shall be presented at a Board of Management meeting for consideration.

24 Purpose and Qualifications for Associate

- (1) Associates exist to provide a mechanism for the Wheatbelt Natural Resource Management Incorporated to engage and communicate with members of the public and other interested parties, unless otherwise decided by the Board of Management.
- (2) There is no eligibility requirement for an Associate.
- (3) An Associate shall be so recognised by their entry on the Register of Associates.
- (4) An Associate's entitlements are restricted to informal communiqué from the Wheatbelt Natural Resource Management Incorporated.
- (5) An Associate shall cease to be qualified if they request to be removed from being an Associate in writing in accordance with Rule 27(1), and such an individual shall forthwith cease to be an Associate of the Wheatbelt Natural Resource Management Incorporated.

25 Register of Associates

- (1) The Chief Executive Officer shall keep and maintain a Register of Associates at the principal office of the Wheatbelt Natural Resource Management Incorporated.

26 Subscriptions of Associates

- (1) No subscription is payable by Associates of the Wheatbelt Natural Resource Management Incorporated.

27 Resignation of Associates

- (1) An Associate who delivers notice in writing of their resignation from the Wheatbelt Natural Resource Management Incorporated Associate group to the Chief Executive Officer ceases on that delivery to be an Associate.

28 Rules

- (1) The Board of Management may alter or rescind these Rules, or make Rules additional to these Rules, in accordance with the procedure referred to in Part IV(17), (18) and (19) of The Act.
- (2) These Rules bind every Member, Board Director and the Board of Management to the same extent as if every Member, Director and the Board of Management had signed and sealed these Rules and agreed to be bound by all their provisions.
- (3) These Rules can only be changed by majority vote of Members present at the annual general meeting or a special meeting for the same purpose.
- (4) The Board of Management may, as part of its continuous improvement process, adopt and amend policies and procedures for the better governance of its affairs.

29 Common Seal

- (1) The Wheatbelt Natural Resource Management Incorporated shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Wheatbelt Natural Resource Management Incorporated shall only be used with the express authority of the Board of Management and every use of that common seal shall be recorded in the minute book referred to in Rule 20(9)(a).
- (3) The affixing of the common seal of the Wheatbelt Natural Resource Management Incorporated shall be executed by any two of the Chairperson, Deputy Chairperson or the Chief Executive Officer.
- (4) The common seal shall be kept in the custody of the Chief Executive Officer or of such other person as the Board of Management from time to time decides.

30 Inspection of records

- (1) Subject to the provisions of the Privacy Act 1988, a Board Director may at any reasonable time inspect without charge the books, documents, records and securities of the Wheatbelt Natural Resource Management Incorporated.
- (2) Subject to the provisions of the Privacy Act 1988, a Member is entitled under Part V(27) and (28) of The Act to review the Register of Members, and access, copy or take an extract from the Constitution.

31 Distribution of surplus property on winding up

- (1) If, on the winding up of the Wheatbelt Natural Resource Management Incorporated, any property of the Wheatbelt Natural Resource Management Incorporated remains after satisfaction of its debts and liabilities and the costs, charges and expenses of the winding up, that property shall be distributed by recommendation by the Board of Management and with the majority agreement of its Members:
 - (a) to another association incorporated under The Act with similar purposes which is not carried on for the profit or gain of its individual members; or
 - (b) distributed in part for charitable purposes.
- (2) which incorporated association or purposes, as the case requires shall be determined by resolution of the Members when authorising and directing the Board of Management under Part VI(33)(3) of The Act to prepare a distribution plan for the distribution of the surplus property of the Wheatbelt Natural Resource Management Incorporated.

32 Transitional Arrangements

- (1) The special resolution for transitional arrangements for the extension of the terms of office for specific serving Board Directors, as resolved on the 9 July 2009 by the Members, shall override Rule 10(5) to enable a cycle of retiring Board Directors.
- (2) Rule 32 shall cease to exist with its natural end by the specific Board Directors serving the extended term of office under Rule 32(1) or as ended in accordance with Rule 10(10).