

1. NAME

The name of the incorporated association shall be the NORTH QUEENSLAND CONSERVATION COUNCIL INC.(hereinafter referred to as “the Council”).

2. GEOGRAPHICAL AREA OF INTEREST

The geographical area of concentrated interest of the Council (hereinafter referred to as “the Region”) shall be the area encompassing the local government areas of: City of Townsville; Shire of Burdekin; Charters Towers Region; Shire of Hinchinbrook; Aboriginal Shire of Palm Island; Shire of Cloncurry; Shire of Flinders; Shire of McKinlay; City of Mount Isa; and Shire of Richmond.

3. OBJECTS

- (a) To operate as the peak environmental non-government organisation for the north Queensland region.
- (b) To act as a voice for and promote and protect the values of the natural environment of north Queensland.
- (c) To work towards protection and rehabilitation of the environment through advocacy and education.
- (d) To work to ensure that resource use in the region occurs in an ecologically sustainable manner and respects species, habitats and the integrity of ecosystems.
- (e) To collaborate and, where possible, assist organisations and individuals working toward environmental conservation within the region.
- (f) To work with governments to ensure that legislation, regulations, policies and plans are designed and implemented to protect the values of the natural environment of north Queensland.
- (g) To engage in issues and participate in activities deemed by the management committee to be in the interests of the Council.

4. FURTHERANCE OF OBJECTS

To further the aims and objects the Council may:

- (a) Exercise any of the powers which it may lawfully exercise including the power to purchase, lease, hire, exchange, acquire and receive any real or personal property and

sell, transfer, demise, improve or otherwise deal with any real or personal property rights or interests of the Council.

- (b) To subject to such statutory sanctions, registrations or approvals necessary under the law of the State of Queensland and other states and the Commonwealth of Australia collect funds and solicit, receive, enlist and accept subscriptions, donations, bequests and other aid from any person, member body, trust, corporation, firm, association, institution, government, instrumentality of government, municipal authority or other body.
- (c) Raise and borrow money and secure repayment of money raised or borrowed or the payment of any debt or liability of the Council by any lawful means, including mortgage, charge, security, dividend or debenture upon or overall or any other property of the Council.
- (d) Under take and execute any trust it considers necessary or desirable and accept any gift, endowment request or devise money to the Council generally or for the purpose of any specific object and carry out any trust attached to any such gift, endowment request or devise.
- (e) Draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- (f) Invest monies, the property of the Council not immediately required for the purpose or purposes for which the same were paid in such investments as may from time to time be lawfully allowable.
- (g) To carry on and be interested in any business that is capable of being carried on pursuant to and in furtherance of the aims and objects of the Council.

5. MEMBERSHIP

- (a) The members of the Council shall consist of:
 - (i) Ordinary members being natural persons;
 - (ii) Member Bodies being incorporated or unincorporated associations;
 - (iii) Life Members being members who elect to become Life Members and are approved by the Management Committee;
 - (iv) Honorary Life Members being members granted that status by majority vote at a Management Committee Meeting

- (b) Application for membership (hereinafter termed "application") shall be open to any person or body interested in upholding and promoting the aims and objects of the Council. The number of members shall be unlimited.
- (c) Admission to membership shall be by election of the Committee.
- (d) The Committee shall consider the application of each applicant at the Committee meeting immediately following the date upon which the application was received.
- (e) Any applicant who receives a majority of the votes of those present at the Committee meeting and entitled to vote shall be declared elected as a member by the Chairperson.
- (f) Upon the election or rejection of an application the secretary shall forthwith give to the applicant a notice in writing of such election or rejection.
- (g) Any applicant whose application has been rejected may, within one (1) month after receiving notice of such rejection, give notice of appeal against the decision. The notice shall be in writing and shall state the grounds of appeal and the facts alleged in support of it, and shall be forwarded to the Secretary.
- (h) Within three (3) months from the date of receipt of the notice by the Secretary, the Committee shall convene a special general meeting at which such appeal shall be determined. At such general meeting, the appellant, or in the case of an appellant-body, its duly authorised agent, shall be given the opportunity to be heard in support of such appeal. The appeal shall be determined by a majority of members present and voting in accordance with Clause 9 of this Constitution.

6. TERMINATION OF MEMBERSHIP

- (a) A member may resign from the Council at any time by giving notice in writing to the Secretary. Such resignation shall only take effect at the time when such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (b) Membership lapses if the member fails to renew their membership within three months of the renewal date.
- (c) (i) If a member:
 - (a) Wilfully breaches the provisions of this Constitution, or

- (b) Engages in conduct considered to be injurious or prejudicial to the character and interest of the Council, the Council shall consider whether such membership shall be terminated.
- (ii) Termination shall be determined by a majority of members present at a Special General Meeting called for the purpose, voting in accordance with Clause 9 of this Constitution. In the event of termination, the Secretary shall notify in writing forthwith the member giving reasons therefor.
- (iii) Termination may be appealed in the manner provided for appeal of rejected application set out in Clause 5, parts (g) and (h).

7. REGISTER OF MEMBERS

- (a) The Secretary shall keep, or cause to be kept, a register of Members in which shall be entered their names and addresses and the amount of the annual subscription.
- (b) Particulars shall also be entered of resignations, termination and reinstatement of membership and any further particulars the committee or the members at any annual or general meeting may require from time to time.
- (c) The register of members shall be open for inspection at all reasonable times by any financial member who previously applied to the Secretary for such inspections. It shall be the duty of all members to notify the Secretary of any change of address.

8. ANNUAL GENERAL MEETINGS, SPECIAL GENERAL MEETINGS AND GENERAL MEETINGS

- (a) At all Annual General, Special General and General Meetings:
 - (i) A quorum shall be double the number of members presently on the Committee plus one.
 - (ii) The president shall be Chairperson or, in his/her absence a chairperson shall be elected by a majority vote in accordance with Clause 9 of this constitution.
 - (iii) All members have a right to be present and to take part in debate facilitated by the chairperson, and the usual rules of conduct for the meeting.
 - (iv) Observers shall be allowed at the discretion of the Chairperson or of the Committee.

- (v) The Secretary shall cause full and accurate minutes to be kept and entered in an electronic record or a book provided for that purpose, such electronic record or book to be open for inspection at all reasonable times by any financial member. For the purpose of ensuring the accuracy of the recording of the minutes, such minutes shall be signed by the Chairperson of the next succeeding General Meeting; provided that the minutes of any Annual General Meeting shall be signed by the Chairperson of the next succeeding Annual General Meeting; verifying their accuracy.
- (b) The Secretary shall convene all Annual General, Special General and General Meetings by giving not less than 14 days notice of such meetings. Such notice shall state the time, place and nature of the meeting and shall set forth the business to be transacted. No business other than that of which notice has been given as herein provided shall be conducted at such meetings. Notices of the general meeting shall be deemed to have been properly serviced if delivered to the member by email.
- (c) (i) The Annual General Meeting shall be held each year in September
(ii) The business to be transacted at every Annual General Meeting shall be:
 - (a) To receive the annual report, balance sheet, and statement of accounts for the previous financial year;
 - (b) To receive the Auditor's report for the preceding financial year;
 - (c) The election of members of the Committee;
 - (d) The appointment of an Auditor.
- (d) The Secretary will convene a Special General Meeting:
 - (i) When directed to do so by the Committee, or
 - (ii) Upon being given a requisition in writing signed by not less than three (3) members or one
(1) Member body clearly stating the purpose for which the general meeting is desired, or
 - (iii) Upon being given notice in writing to appeal against a decision of the Council to reject an application for membership, or to terminate a membership.
- (e) General Meetings shall be held at least half-yearly.

9. VOTING

- (a) At each Annual General, Special General and General Meeting:
- (i) Each ordinary member, Honorary Life Member and Life Member shall be entitled to one vote;
 - (ii) Each financial member body shall be entitled to one vote through a delegate appointed by the member body for the purpose;
- (b) All voting at Annual General, Special General and General Meetings shall be by show of hands unless a secret ballot is demanded by a member and approved by a majority of members present.
- (c) Members may vote at Annual General, Special General and General Meetings by proxy or by attorney. The instrument appointing a proxy shall be in writing and may only be held by a member of the Council. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as thereto as circumstance admit:

NORTH QUEENSLAND CONSERVATION COUNCIL INC.

I/We, _____ of

being a member of the above named Council hereby

appoint of

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting/ Special General Meeting of the Council to be held on the _____ day of _____ 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____

This form is to be used *in favour of / against the resolution

Signature

*Strike out which is not desired

Unless specifically instructed how to vote, the proxy may vote as he or she thinks fit.

- (d) The instrument appointing a proxy shall be deposited with the Secretary.

- (e) A vote given in accordance with the terms of the instrument of proxy shall be valid notwithstanding revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such revocation as aforesaid has been received by the Council before the commencement of the meeting or adjourned meeting at which the instrument is used.

10. COMMITTEE MEMBERS

The elected committee members of the Council shall be a President, two (2) Vice-Presidents, a Secretary, a Treasurer and not more than five (5) ordinary committee members.

11. ELECTION OF COMMITTEE MEMBER

- (a) At each Annual General Meeting the whole of the Committee shall retire but shall be eligible for re-election.
- (b) The election of members of the committee shall be in accordance with Clause 9 of this constitution.
- (c) Nominations for positions on the Committee may be received only from current members:
 - (i) In writing prior to the commencement of an Annual General Meeting;
 - (ii) On the floor of the meeting.

and must be seconded by another member.

- (d) Any nominee must be either a member of the Council or a delegate of a member body and, if not present at the Annual General Meeting, must indicate in writing prior to such meeting, acceptance of the nomination.
- (e) No employee of the Council may nominate for election of the Committee

12. MEETING OF THE COMMITTEE

- (a) The Committee shall meet at least every two calendar months.
- (b) A special meeting of the Committee shall be convened by the Secretary (or person acting in that capacity) on the requisition in writing of not less than two (2) members of the Committee, which requisition shall clearly state why such special meeting is being convened and the nature of the business to be transacted thereat. Such meeting will be convened within fourteen days of the receipt of the requisition.

- (c) The Secretary (or person acting in that capacity) shall give reasonable notice to each Committee member of the date, time, venue and agenda of all Committee meetings.
- (d) At all meetings of the Committee:
 - (i) The President shall be the Chairperson. In the event of the President being absent, a Vice President shall chair the meeting or, in the absence of both, a chairperson may be elected by the members.
 - (ii) A simple majority of a number equal to the number of members elected and/or appointed to the Committee as at the close of the last General Meeting of the members, shall constitute a quorum.
 - (iii) The Secretary shall cause full and accurate minutes to be kept and entered in an electronic record or book provided for the purpose, such electronic record or book to be open for inspection at all reasonable times by any financial member. For the purposes of ensuring the accuracy of the recording of the minutes, such minutes shall be signed by the Chairperson of the next succeeding Committee Meeting verifying their accuracy.
 - (iv) Committee members shall abstain from voting on any matters where they may have a potential conflict of interest.
 - (v) All Committee Members shall maintain confidentiality of any items discussed in meetings, which are not recorded in the minutes.

13. TERMINATION OF COMMITTEE MEMBERSHIP

- (a) Any member of the Committee may resign at any time from membership of the Committee by notice in writing to the Secretary but such resignation shall only take effect at the time such notice is received by the Secretary unless some later date is specified in the notice when it shall take effect on that later date.
- (b) Any member of the committee absent from three (3) consecutive meetings of the Committee without permission of the Committee shall have his or her membership of the Committee terminated.
- (c) Any member may be removed from office at a general meeting of the Council where that member shall be given the opportunity to fully present his or her case. The question of removal shall be determined by a majority vote in accordance with Clause 9 of this Constitution.

14. CASUAL APPOINTMENTS

The Committee shall have the power to appoint members to fill casual vacancies in any office on the Committee and such members so appointed may hold office until the next Annual General Meeting.

15. FUNCTIONS OF THE COMMITTEE

- (a) Except as otherwise provided by this constitution, the management of the affairs, property, and funds of the Council shall be vested in the Committee subject to resolutions of members of the Council at General and Special General Meetings.
- (b) The Committee may exercise all the powers of the Council:
 - (i) To borrow or raise or secure the payment of money in such manner as the members of the Council may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Council in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Council's property, both present and future, and to purchase redeem or pay off any such securities.
- (c) To invest in such manner as the members of the council may from time to time determine.

16. PUBLIC STATEMENTS

Public statement on behalf of and in the name of the Council shall be made only by a person or persons authorised by the Council or the Committee on its behalf. Such authorisations may be limited or general as decided by the Council or the Committee.

17. SUBCOMMITTEES

The Council or the Committee shall have the power to appoint any Subcommittee for any purpose whatsoever within the limitation of the objects of the Council or Committee may think necessary to impose.

Any such appointments may be revoked by the Council or Committee at its pleasure and any such subcommittees, excepting the Public Fund Subcommittee, may be dissolved at the discretion of the Council or Committee. All or any of the powers of the Council or Committee may be delegated to any such subcommittee.

18. SUBSCRIPTIONS

The subscriptions for membership shall be determined from time to time by the Committee and approved by the Council at a General Meeting.

19. FINANCE

- (a) The Financial Year of the Council shall close on 30th June each year.
- (b) The Committee shall keep or cause to be kept, proper accounts of the income and expenditure of the Council and shall submit at each Annual General Meeting a report and audited financial statement and balance sheet for the financial year just ended.
- (c) The funds of the organisation shall be banked in the name of the Council in such bank as the Committee may from time to time direct.
- (d) All moneys shall be banked as soon as practicable after receipt of them.
- (e) The Committee shall determine the amount of petty cash that shall be kept on the premises at any time.
- (f) As soon as practicable after the end of the financial year, the Treasurer shall ensure that the financial records of the Council are examined by the appointed Auditor, and that a statement of receipts and payments, income and expenditure, and a balance sheet for the financial year just ended is prepared, and that these statements, along with the Auditor's report, are presented at the Annual General Meeting.
- (g) No honorarium shall be granted to any person from the funds of the Council and no dividend shall be paid to, and no income and property of the Council shall be distributed amongst its members.
- (h) The Committee shall provide for the safe custody of books, documents, instruments of title, and securities of the Council.

19A ADMINISTRATION AND MANAGEMENT OF PUBLIC (GIFT) FUND

- (a) The Council, by decision of the Committee, shall establish a public fund (also known as a "gift fund") in accordance with the provisions of section 78AB of the Income Tax Assessment Act 1936 (or any other subsequent amending legislation).
- (b) The public fund must be kept separate from any other funds, assets and accounts of the Council through a separate account(s) with a bank or building society, and other clear accounting records and procedures which show that the public fund is established and maintained as a separate entity distinct from the Council.

- (c) The public fund may receive gifts or donations of moneys or property that are to be applied to the exclusive use of supporting the environmental purpose(s) of the Council which are described in the objects of the Council (Rule 3).
- (d) Any gifts or donations or moneys to the public fund (except corporate sponsorship moneys which are not allowable deductions under section 78 (1)(a) of the Income Tax Assessment Act 1936), and any interest income which accrues thereon, must be credited to and kept in the public fund.
- (e) Any moneys derived from any property or other assets given or donated to the public fund must be credited to and kept in the public fund.
- (f) The public fund is not to receive any moneys or property which has either not been given or donated to the fund or which is not used for the purposes described in Rule 19A(b).
- (g) The public fund is to be given a name, and members of the general public must be invited to contribute to the public fund.
- (h) All gifts or donations are to be receipted by receipts which show:
 - (i) The date on which the gift/donation was received;
 - (ii) The name and ABN of the Council;
 - (iii) The name of the fund;
 - (iv) The name of the person(s) authorised to act on behalf of the fund;
 - (v) The name of the donor;
 - (vi) An indication that the public fund is listed on the Register of Environmental Organisations maintained under section 78 (1) (a) of the Income Tax Assessment Act 1936 (or any other subsequent amending legislation).
- (i) Apart from proper remuneration for administrative or other services applied towards, and associated with, the environmental purposes(s) described in the projects, none of the moneys or property accumulated in the public fund are to be distributed, transferred or allocated to any members of the Council or other persons, and the fund is to be operated on a non profit basis.
- (j) The allocation, transfer or distribution of moneys or property which is gifted, donated or accrued in the public fund shall be made only in accordance with the environmental purposes(s) contained within the objects of the Council, and moneys or property which are gifted, donated or accrued in the public fund shall not be allocated, transferred or distributed in such a way that the public fund is a conduit for the transfer or money or property to other organisations, groups or persons, and any allocations, transfer or

distributions of money or property in the public fund shall not be influenced by the expressed preference or interests of a particular donor or gifter to the public fund.

- (k) The Committee is to appoint no less than three members of the Council or any other persons, who meet the criterion for satisfying the requirements of “Persons of Responsibility to the General Community” which can be approved by the Commonwealth Department of Agriculture, Water and the Environment (or any other subsequent relevant authority), to the Public Fund Subcommittee that is empowered to under take responsibility for the property administration and management of the public fund.
- (l) The Public Fund Subcommittee (PFSC):
 - (i) Is to meet at least every three months;
 - (ii) Members of the Public Fund Subcommittee (PFSC) are appointed by the Management Committee for a two year term;
 - (iii) At the end of their term, PFSC members shall advise the Management Committee if they are happy to serve for another two year term. However, the Management Committee is not bound to re-appoint any of the previous PFSC members;
 - (iv) The Treasurer shall be an *ex-officio* member of the PFSC for the duration of his or her term as Treasurer and have full voting rights ;
 - (v) A quorum of the Public Fund Subcommittee is three persons;
 - (vi) The maximum number of PFSC members (including the Treasurer) is five persons;
 - (vii) If there is no quorum at a meeting of the PFSC, then the meeting cannot proceed;
 - (viii) Proper minutes of its meetings are to be kept and copies made available to the Committee.
 - (ix) Any member of the PFSC may resign at any time from membership of this Subcommittee by notice in writing to the Secretary, with copies to the other members of the Subcommittee.
 - (x) Any member of the PFSC absent from three (3) consecutive meetings of the Subcommittee without permission of the Subcommittee shall have his or her membership of the PFSC terminated.
- (m) The PFSC may authorise other persons, for a specified period of time, to act on behalf of the Public Fund exclusively for the purpose of canvassing, receiving and receipting donations or gifts to the public fund. For the duration of this authorisation only, the signatures of these authorised persons are valid for receipting donations or gifts. However, this additional person would not be entitled to any votes of the PFSC

- (n) In administering the public fund, the members of the Council and/or any other persons who have been empowered with responsibility for administration and management of the public fund (known as the Public Fund Subcommittee) shall:
 - (i) Provide to the Commonwealth Department of Agriculture, Water and the Environment (or any other subsequent relevant authority) statistical data on donations and gifts received by the public fund within four months after the end of each financial year in a manner required by the authority;
 - (ii) Ensure compliance with any rules implemented by the Commonwealth Treasurer or the Commonwealth Minister with responsibility for the environment;
 - (iii) Ensure that the Commonwealth Department of Agriculture, Water and the Environment (or any other subsequent relevant authority) is advised of any changes to the rules, and any changes which are empowered with the responsibility for administration and management of the public fund.
- (o) Any monies which are gifted, donated or have accrued to the public fund are to be deposited in a separate account(s) held for the sole purpose(s) of the public fund with a bank or permanent building society as the PFSC shall direct.
- (p) Proper books and accounts for the public fund shall be kept and maintained by the PFSC, on a separate basis to other books and accounts of the Council, and in either written or printed form in the English language showing correctly the financial affairs of the public fund, and the particulars usually shown in books and accounts of a like nature. The PFSC shall appoint one person from that committee who is to undertake principal responsibility for the keeping and maintenance of such books and accounts.
- (q) All moneys gifted, donated or accrued to the public fund shall be deposited as soon as practicable after receipting.
- (r) All amounts of moneys to be expended from the public fund shall be authorised by any two members of the PFSC, whose signatures are registered as authorised signatories to the account(s) in which public fund moneys are held.
- (s) All expenditures of moneys or disposals of property that are held in the name of the public fund are to be approved by the PFSC. All decisions to approve expenditures or disposals of moneys and property held in the name of the public fund are to be recorded in the minutes to the Public Fund Subcommittee meetings.
- (t) As soon as practicable after the end of the financial year the PFSC shall cause to be prepared a financial statement containing the particulars of:
 - (i) The income and expenditure for the public fund for the financial year just ended, and;

- (ii) The assets and liabilities, and of all mortgages, charges and securities affecting the end of that financial year.
- (u) The Treasurer of the Council, or the person authorised under Clause 19A, Sub-Clause (m), shall present the financial statement for the public fund at that annual general meeting of the Council.
- (v) The PFSC shall provide for the safe custody of books, documents, instruments of title and securities relating to or held in the name of the public fund.

20. PAYMENT OF EMPLOYEES

- (a) On the recommendation of the Committee the Council may authorise the payment of remuneration for the services of the Secretary, and the Treasurer or such other administrative officers as it may be authorised to appoint at such rate of remuneration as is approved by the Council.
- (b) Subject to the approval of the Council and at such rate of remuneration as the Council may approve the Committee may employ such other staff, as it deems necessary for the conduct of the business of the Council.

21. PROPERTY

- (a) The income and property of the Council whencesoever derived shall be applied solely to the promotion of the objects of the Council.
- (b) No member by reason of its/his/her membership shall have any transmissible or assignable interests, by operation of law or otherwise, in any of the property of the Council.

22. BY-LAWS

The Committee may make such by-laws not inconsistent with this Constitution, as it deems necessary for the proper and effective management of the Council and may alter or repeal any such by-laws.

23. AMENDMENTS TO THE CONSTITUTION

This Constitution may be amended, added to or repealed only by resolution on a General Meeting of the Council, a resolution to amend, add to, or repeal this constitution must be passed by a three-fourths (3/4) majority of members present at the General Meeting, working in accordance with Clause 9 of the Constitution provided that no such amendment, addition, or repeal shall take effect unless the same shall have been submitted to and approved by the Australian Charities and Not-for-profits Commission (ACNC).

24. DISSOLUTION

The Council shall be dissolved upon the vote of a three-fourth (3/4) majority of the members present at a Special General Meeting convened to consider the question. The property and other assets of the Council remaining after the payment of all expenses and other liabilities shall be handed over to some other organisation or organisations (having similar objects or part similar objects and having, in their constitution, a clause of similar intent to Clause 21 of this constitution), gifts to which are allowable deductions under provisions of 78 (1) (a) of the Income Tax Assessment Act as the majority of members present at such Special General Meeting, by resolution, may decide. This rule does not apply to surplus assets, including moneys and property, which belong to the public fund (also known as the 'gift fund' established by the Council in accordance with the provisions of section 78AB of the Income Tax Assessment Act 1936 (or any other subsequent amending legislation).

24 DISTRIBUTION OF SURPLUS ASSETS OF THE PUBLIC (GIFT) FUND

If the Council is to be wound up in accordance with the provisions of the Associations Incorporation Act 1981-1990, and there remains surplus assets, including money and property, which belong to the public fund (also known as the 'gift fund') established by the Council in accordance with the provisions of section 78AB of the Income Tax Assessment Act 1936 (or any other subsequent amending legislation), then those surplus assets of the public fund are to be transferred to another public fund, which has been established by an environmental organisation with similar objects, and which is on the Register of Environmental Organisations in accordance with section 78(1) (a) (cix) of the Income Tax Assessment Act 1936 (or any other subsequent amending Legislation).

25. INTERPRETATION AND CONTINGENCIES

Any questions which may arise as to the interpretation of this Constitution or any matter relating to the Council upon which this Constitution is silent shall be decided by the Council only by resolution at a General Meeting of the Council.