Broken Head Protection Association Inc.

A local member group of the North Coast Environment Council Inc. Secretary: PO Box 337 Byron Bay NSW 2481

CONSTITUTION

Draft 5 as @ 4/3/1997

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1.0 Name & Purpose

- 1.1 The group is formed for the purpose of protecting the Broken Head area, and shall be named the Broken Head Protection Association Inc. hereafter also referred to as BHPA:
- 1.2 The area of immediate interest to the BHPA, is the Broken Head Area (BHA), defined as the land bounded:
 - a) to the north: by Cape Byron;
 - b) to the west: by the Pacific Highway;
 - c) to the south: by Lennox Head township; and
 - d) to the east: by NSW coastal waters (3 nautical miles),
- 1.3 Within the BHA, the following specific areas are of special concern to BHPA for the protection of their natural and cultural heritage values;
 - a) the Broken Head Nature Reseve, (hereafter referred to as BHNR or the Nature Reserve).
 - b) the Tea Tree Lakes (hereafter referred to as the Lakes);
 - c) the heathland and wetlnds systems north of Lennox Head; and
 - d) private lands adjacent to (a-c) above.
- 1.4 Consistent with its purpose, the Association shall pursue interests in wider activities that may have implications for the BHA, such as the policies and or laws applying in:
 - a) the Byron Shire or Ballina Shire;
 - b) the north coast generally, via Regional Environment Plans, TCM plans, etc.
 - New South Wales as administered by the NSW Government;
 - d) the jurisdiction of the Commonwealth Government'; and / or
 - e) bi-lateral and multi-party international agreements, treaties or protocols, as appropriate.

2.0 Aims & Objectives

- 2.1 BHPA has as its general aim the achievement of ecological sustainability, (as defined in Appendix 1) through the appropriate management of the Broken Head Area, including the Nature Reserve, the Lakes and adjacent lands;
- 2.2 The specific aims of BHPA shall be to:
 - a) ensure the preservation and long-term survival of a diverse range of native species and natural eco-systems within the Broken Head area;

- ensure that members of the public and adjacent land holders have adequate information, consultation and opportunity for input into the management of the BHA and the BH Nature Reserve, the Lennox heath and wetlands and other public land;
- encourage local landholders to manage their private land on an ecologically sustainable basis, to protect and enhance the natural and cultural heritage values of the Broken Head area generally, including the Reserve, the Lakes;
- d) recognise and respect the rights and responsibilities of Aboriginal people in land management and to co-operate with Aboriginal people in land management in the Broken Head area, as appropriate;
- e) pursue the repair and restoration of natural heritage values of environmentally degraded lands;
- f) raise awareness of the value of protecting the Broken Head area's natural and cultural heritage;

The objectives of BHPA shall be to:

- advocate for the protection of bio-diversity and achievement of ecologically sustainable management in the Broken Head area;
- seek the preparation, adoption and implementation of appropriate planning for effective management of the Broken Head Area, including Plans of Management for Broken Hd Nature Reserve and the Tea Tree Lakes system;
- c) seek the preparation, adoption and implementation of Conservation Agreements, under the <u>National Parks and Wildlife Act</u>, and other appropriate management plans for private lands in the Broken Head area;
- d) publicly comment upon development proposals in the Broken Head area, Byron Shire, the north coast and NSW generally;
- e) participate in public decision making processes related to land management policies for public and private land in the Broken Head area, Byron Shire, the north coast and NSW generally;
- to take appropriate action to encourage and ensure the protection and conservation of the natural and cultural heritage values of the Reserve, the Lakes, and other land in the Broken Head area;
- g) affiliate and associate with other community based non-government organisations (NGOs) or business or government enterprises which share similar aims and objectives.

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3.0 Powers

- 3.0 The Broken Head Protection Association Inc. shall be empowered to:
- 3.1 publicly promote its Aims & Objectives;
- 3.2 liaise with native titleholders and aboriginal people and organisations generally to seek better understanding of Aboriginal natural and cultural resource management;
- 3.3 speak publicly, issue news releases and comment to media;
- 3.4 develop and implement community information and education campaigns;
- 3.5 raise and expend funds and other wise enter into contracts and agreements in pursuit of its Objectives or policies;
- 3.6 appoint committees to carry on projects for BHPA between general meetings;
- 3.7 make formal written delegations of authority to appropriate members of BHPA to exercise the powers of the Committee, which shall specify the powers delegated, the period of delegation, and other appropriate conditions;
- 3.8 employ staff and engage consultants, where appropriate, to pursue approved projects consistent with BHPA objectives;
- 3.9 make and adopt 'standing orders' for
 - a) conducting its meetings;
 - b) electing Officers & filling casual vacancies;
 - c) preparation and issue of media releases;
 - d) publishing a BHPA Newsletter;
 - e) approving expenditure and paying accounts;
 - f) drafting, considering & adopting policies;
 - g) resolving disputes & mediating conflict; and/or
 - h) other purposes which further its Objectives;

4.0 Members

4.1 Membership

- 4.1.1 Membership of BHPA is open to people who:
 - endorse this Constitution and the principles of ecologically sustainability as defined in Appendix 1;
 - are concerned about and committed to conservation of the natural and cultural heritage values of the Broken Head area,

- the Nature Reserve & adjacent areas, and in Byron Shire generally; and
- c) apply for membership, pay the membership and any application fee prescribed by BHPA, and are approved as a member by BHPA at a general meeting by consensus or by 75% of financial members present at that meeting.
- 4.1.2 Any financial member of BHPA may vote in any ballot, or at the next meeting of BHPA after their application for membership has been accepted;
- 4.1.3 Any member may nominate for election at the AGM to any office within BHPA;

4.2 Members Register and fees

- 4.2.1 The Secretary shall enter the name, address and any phone number, and the date of the admission of the new member, in the Register of Members;
- 4.2.2 The Register of Members shall be kept and maintained by the Secretary who shall make it available for inspection, free of charge, by any BHPA member at any reasonable hour upon giving 24 hours notice.
- 4.2.3 applicants for membership must pay the annual membership fee and any membership application fee;
- 4.2.4 the AGM shall set the annual membership fee, and any membership application fee;
- 4.2.5 the membership year shall commence on 1
 July each year. New members who join after
 1 January may pay half the annual
 membership fee;
- 4.2.6 membership is renewable annually by paying the membership fee due on 1 July. Members shall remain financial until 31 August in the next financial year.
- 4.2.7 the liability of the member of BHPA towards the payment of the debts and liabilities of the BHPA or the costs, charges and expenses of winding up BHPA, shall be limited to the amount, if any, unpaid by the member in respect of BHPA membership fees.

4.3 Unfinancial Members

- 4.3.1 From 1 September in any year, members who do not renew their membership by paying the annual fee are deemed to be unfinancial and cannot vote at any meeting or in any ballot held by BHPA;
- 4.3.2 Status as a financial member can be regained by paying the full annual fee within the current membership year;

4.3.3 On 1 July of any year, after 12 months of non-payment of membership fees, any unfinancial members shall be sent a letter prepared by the Treasurer, advising the member that they need to pay a specified amount by a specified date or their membership will be cancelled and they will need to re-apply to re-join BHPA;

4.4 Termination of Membership

- 4.4.1 Membership of BHPA may be terminated by:
 - a) a member providing written advice of their resignation to the Secretary;
 - cancellation of membership due to nonpayment of membership fees;
 - c) expulsion from BHPA under s.14.2 below;
 - d) the death of a member.

5.0 Disputes and Mediation

- 5.1 disputes involving BHPA members, or BHPA, shall be attempted to be resolved in a fair and timely manner in accordance with any relevant 'dispute resolution' or conflict mediation procedures adopted under s.3.9.g above;
- 5.2 members of BHPA shall exercise their best endeavours to afford natural justice, mediate, reconcile and resolve any disputes;
- 5.3 members of BHPA shall not comment publicly upon, and will maintain the confidentiality within BHPA in regard to, any dispute between members of BHPA, between BHPA and any of its members, or between BHPA and any other group;
- 5.4 members of BHPA shall not pursue disputes with other persons or groups on behalf of the BHPA, except with the support & agreement of BHPA;
- 5.5 disputes between BHPA with other persons or organisations shall be considered at a general meeting and addressed in the first instance through correspondence;
- 5.6 where this action is not possible or appropriate, or does not resolve the dispute, the matter shall be placed on the agenda of the next BHPA meeting.

6.0 Committee of Management

6.1 The affairs of the BHPA shall be controlled and managed by a committee of management to be known as the Broken Head Protection Committee (BHPC).

- 6.2 The BHPC shall act at all times in accordance with:
 - thè <u>Associations Incorporation Act 1984</u> (hereafter referred to as 'the Act') and its Regulations,
 - this Constitution and any relevant standing orders or policies of the BHPA;
 - c) resolutions carried and agreements reached at general meetings or an AGM;
 - d) any proper written delegation of authority;
- 6.3 The Committee shall have, in addition to association's powers cited at section 3 above, the power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the association.
- 6.4 The Committee shall consist of the officers of the BHPA and four (4) committee members elected at the AGM.

7.0 Meetings and Decision Making

7.1 General Meetings

- 7.1.1 A minimum of 4 general meetings of BHPA shall be held in any year; each to be held in a separate month;
- 7.1.2 Additional meetings may be held from time to time as decided by the general meeting;
- 7.1.3 The Secretary shall call a general meeting after receiving a written request for such a meeting signed by 5 financial members;
- 7.1.4 The Secretary shall provide Notice of general meetings, by personal phone call, or by written notice, to all members, at least 7 days prior to the proposed date of the general meeting,
- 7.1.5 A quorum for a general meeting shall be 5 financial members or where membership of BHPA exceeds 50, 10 financial members;

7.2 Committee Meetings

- 7.2.1 A minimum of 6 meetings of the BHPA's committee of management, the BHPC shall be held in any year;
- 7.2.2 The BHPC may decide from time to time to hold additional committee meetings;
- 7.2.3 The Secretary shall call a BHP{C meeting after 3 committee members request it, and shall give 7 days written notice of the meeting to all members of the committee;
- 7.2.4 A quorum for a BHPC meeting shall be 3 financial members.

7.3 Decision Making

- 7.3.1 At every general meeting the Convenor shall call for volunteers to facilitate and take minutes, and if necessary, elect a facilitator and minutes taker for that meeting as its first item of business;
- 7.3.2 Minutes of all meetings of BHPA shall include records of those present, apologies, corrections to & adoptions of previous minutes, proposals carried by consensus and such other notes as the meeting sees fit to include from time to time;
- 7.3.3 BHPA shall conduct all their meetings on a consensus basis and in accordance with a 'consensus meeting procedure' prepared and adopted under s.3.9a above;
- 7.3.4 Any decision which cannot be resolved via consensus processes, will be determined by a resolution carried by a vote of 75% of members present, by way of show of hands.
- 7.3.5 Decisions taken at meetings of the BHPA and BHPC will be made by the financial members present, and those not present may not exercise proxy votes.
- 7.3.6 Meetings of the BHPC and duly appointed committees of BHPA shall be conducted in accordance with s. 7.3.3. and 7.3.4. above.
- 7.3.7 Each general meeting or committee meeting shall decide the time, place and date of the next meeting or meetings;

7.4 Lack of Quorum at meetings

- 7.4.1 If within half an hour after the appointed time for the commencement of a meeting, the appropriate quorum is not present, the meeting is to stand adjourned to the same day in the following week at the same time (unless another place is specified at the time of adjournment and proper notice given to members) at the same place.
- 7.4.2 If, at an adjourned meeting, a quorum is not present within half an hour after the appointed time for the commencement of a meeting, three (3) members shall constitute a quorum for a general meeting, and two (2) members of the committee of management shall constitute a quorum for a meeting of the committee of management.

8.0 Annual General Meeting

- 8.1 The first general meeting in September each year shall be the Annual General Meeting (AGM);
- 8.2 The date, time and place of the AGM shall be set at a meeting held in July or August;
- 8.3 Notice of, and a draft Agenda for, the AGM shall be provided in writing to all members by the Secretary at least 14 days prior to the proposed date of the AGM;
- 8.4 a quorum for the AGM shall be 10 financial members or where membership of BHPA exceeds 50, 25% of financial members;
- 8.5 the Convenor shall assist the AGM to elect a facilitator and minutes taker for that meeting as the first item of business;
- 8.6 minutes of the meetings of BHPA AGM shall-include records of those present, apologies, corrections to previous minutes, proposals carried by consensus and such other notes as the AGM sees fit to include from time to time;
- 8.7 the AGM shall be conducted on a consensus basis and in accordance with a 'consensus meeting procedure' prepared and adopted under s.3.9a above;
- 8.8 Decisions which cannot be resolved via consensus processes, will be determined by a resolution carried by a vote of 75% of members present, by way of show of hands.
- 8.9 the Agenda of the AGM shall include:
 - a) the Minutes of the Last AGM;
 - b) Business Arising from those minutes;
 - c) the presentation of the Annual Report and Annual Financial Statement;
 - d) the election of the Committee & Officers;
 - e) consideration of any proposed amendments to this Constitution;
 - f) any matters arising under s.26(6) of the Act;

9.0 Delegation of Powers

- 9.1 BHPA at a general meeting, or the committee of management at a BHPC meeting, may, by written notice, delegate the exercise of such functions or powers of BHPA as may be specified in the written notice, other than:
 - a) this power of delegation;
 - b) a function which is a duty imposed on BHPA by the Act or any other law.
- 9.2 A function, the exercise of which has been delegated to a person or a committee, may while the delegation remains unrevoked, be exercised from time to time by the sub-person or committee in accordance with the terms of the delegation;

- 9.3 a delegation under this section may be made subject to such conditions or limitations as to the exercise of any function or power, as may be specified in the written notice of delegation;
- 9.4 notwithstanding any delegation, the BHPA or its Committee of management, may continue to exercise any power or function otherwise duly delegated;
- 9.5 any act or thing done, or sufferred to be done by a person or committee, acting under the exercise of its delegated power, shall have the same force and effect as it would have had if it had been done or suffered by the BHPA as a whole;
- 9.6 any written notice of delegation may be revoked, in whole or part.

10.0 Officers

10.1 General

- 10.1.1 the Officers of BHPA shall be Secretary, Treasurer, Convenor, and Public Officer;
- 10.1.2 the Officers, except for the Public Officer, and four (4) committee members shall be elected annually at the AGM in accordance with any standing order adopted under s.3.9b above;
- 10.1.3 the Public Officer shall be elected at the inaugaral general meeting and shall be reelected upon the position becoming vacant in accordance with the Act;
- 10.1.4 no person, other than the Public Officer, may serve more than 2 consecutive years in any office;
- 10.1.5 an Officer's or committee member's position may be declared vacant by carrying a resolution to that effect by:
 - a) consensus decision at any general meeting, or
 - b) failing consensus, by decision taken by 75% of the financial members present at the next general meeting:

10.2 The Secretary

- 10.2.1 The Secretary shall be responsible for
- a) maintaining an up-to-date Register of Members of BHPA;
- b) the preparation of minutes of general meetings and AGMs;
- c) the preparation of agendas, notices and business papers for meetings of BHPA;

- d) receiving and reporting to the next general or Committee meeting on mail or other correspondence addressed to BHPA and on any other business carried out on behalf of BHPA since the last meeting;
- e) maintaining up-to-date copies of BHPA's Constitution, 'standing orders' and policies;
- ensuring BHPA acts in accordance with the requirements of the various NSW and Commonwealth laws;
- giving notice of and calling an unscheduled general meeting where a written request for such a meeting, signed by 5 financial members has been received by the Secretary;
- h) preparing advice of appointment of delegates;
- acting as a spokesperson for BHPA generally;

10.3 The Treasurer

- 10.3.1 The Treasurer shall be responsible for.
- a) maintaining an 'administrative' account at a financial institution on behalf of BHPA;
- b) maintaining a 'fundraising' account at a financial institution on behalf of BHPA;
- c) providing a financial report to each general meeting and an Annual Financial Statement to the AGM, on all financial business carried out on behalf of BHPA;
- d) submitting all accounts due to a general meeting for approval for payment;
- e) paying all accounts owed by BHPA;
- collecting and appropriately depositing in its accounts all monies due to and /or received by BHPA;
- ensuring that the adequate records, via books and accounts, are kept showing the financial affairs of BHPA, including full details of all receipts and expenditures of BHPA;

10.4 The Convenor

- 10.4.1 The Convenor shall be responsible for:
- a) the election of a facilitator at the beginning of each meeting:
- b) preparing, in consultation with the Secretary, Treasurer and any committees appointed under s.3.7 above, a written Annual Report which includes an Annual Financial Statement;
- c) liaison with other member groups of North Coast Environment Council Inc.;
- d) acting as a spokesperson for BHPA generally.

10.5 The Public Officer

- The Public Officer shall be elected at the first general meeting of BHPA in accordance with the Act and shall remain in office until they resign or die.
- The Public Officer shall ensure that BHPA Officers discharge their duties and fulfill their legal requirements under the Act;
- the Public Officer shall keep in his or her 10.5.3custody or control, all records, books & other documents relating to BHPA.

10.6 Casual Vacancies -Officers & Committee Members

- 10.6.1 A casual vacancy occurs when an Officer or committee member of the BHPA:
 - a) dies:
 - ceases to be a member of BHPA; b)
- becomes insolvent under administration within c) the meaning of the Companies NSW Code;
- d) provides a written resignation letter to the Secretary, or in the event of the Secretary's resignation, the Convenor;
- is removed from office by a motion under s.10.1.5 above;
- becomes of unsound mind or a person whose **f**) person or estate is liable to be dealt with under the law relating to mental health; or
- is absent, without consent of BHPA, from all meetings of BHPA for a period of 6 months.
- 10.6.2 A casual vacancy shall be filled at the next general meeting by the Convenor, or Secretary, calling for nominations for the vacant position;
- A nomination may be made verbally or in writing and requires a proposer and seconder for the nominee.
- Where only one nomination is recieved to fill 10.6.4a casual vacancy, the Convenor or Secretary shall declare the nominee elected:
- Where more than one candidate nominates for a vacant position, the Convenor, or Secretary, shall conduct a secret ballot to elect a person to fill the vacancy;

11.0 Finance

- 11.1 The funds of the BHPA are to be derived from entrance fees, donations and annual subscriptions of members, and from other sources as agreed to in a resolution of the association or as determined by Committee from time to time.
- 11.2 The finances of BHPA shall be accounted for through the creation & operation of an account at a recognised financial institution;

- 11.3 There shall be four signatories to BHPA account, one of whom shall be the Treasurer. The signatures of the Treasurer and any one other shall be required to operate the BHPA accounts;
- 11.4 Funds received from any source for the benefit of BHPA shall be immediately referred to the Treasurer or Secretary, for the issuing of a receipt and the banking of the funds;
- 11.5 The financial records of BHPA shall be audited annually and an annual financial statement presented to the AGM;
- 11.6 The expenditure of BHPA funds, shall be consistent with BHPA Objectives;
- 117 Approval of the expenditure of BHPA funds. to pay a bill or incur expenses & shall be in accordance with any Standing Oder made under s.3.9e, or shall require either a relevant resolution to be agreed by consensus or otherwise by a vote carried by 75% of members at a general meeting or a meeting of the BHPC;
- 11.8 The Treasurer shall be responsible for properly operating BHPA's financial accounts and in accordance with any relevant 'standing order' adopted under s.3.9e;

12.0 The Common Seal

- The common seal of BHPA shall be kept in the custody of the Public Officer.
- 12.2 The common seal shall not be affixed to any instrument except by the authority of the BHPA or its committee of management;
- 12.3 the affixing of the common seal shall be attested to by the signatures of two members of the BHPA committee of management;

13.0 Insurance & Inspection of Books

- 13.1 The association shall effect and maintain insurance pursuant to section 44 of the Act;
- 13.2 In addition to the insurance required ubder 13.1 BHPA may effect and maintain other insurance
- The records, books, files and other documents 13.3 of the BHPA shall be open to inspection, free of charge, by a BHPA member at any reasonable hour, subject to 24 hours notice being given to the relevant officer.
- The officers shall ensure that all BHPA 13.4 documents, files and other records relevant to a BHPA meeting's business are present at andavailable to members during the AGM, BHPC meetings and all general meetings;

14.0 Accountability Of Members

- 14.1 Where a member of BHPA
 - a) is concerned that another member has failed to act in accordance with this Constitution, any 'standing orders' made under \$3.9 above, or commits an act contrary to the Constitution or Standing Orders, the issue will be considered at a general meeting and an opportunity will be afforded to the member to respond to the concerns;
 - b) about whom concerns have been expressed, is not present at the meeting at which the concerns are raised, the Convenor or another delegate of the meeting shall be appointed to advise the member that a concern under 14.1.a has been raised about them and to invite them to attend the next general meeting to respond in person to the concerns raised;
 - c) responds to any such concerns at a general meeting without resolving them, concerns which have arisen, and where the complained of member agrees to do so, the matter may be referred for dispute resolution or conflict mediation under a 'standing order' made under s.3.9g;
 - d) fails to attend without apology, or fails to satisfy the concerns of those members present, and the general meeting decides the circumstances warrant it, the member will be issued with a verbal warning by the facilitator of that meeting and advised of courses of action which could repair the situation;
- e) repeatedly fails to attend when requested to do so under 14.1b above, breaches the constitution or 'standing orders' or commits acts which brings BHPA into disrepute, a general meeting may decide to initiate the procedure for expulsion of the member.
- 14.2 The procedure for expulsion of a member shall be as follows:
 - a) the Secretary shall advise the member in writing of the alleged offence, stating courses of action which the member could take to repair the situation, and shall request a written response from the member within a specified period;
 - the letter advising the member of the alleged offence and any written response provided by the member, shall be tabled at the next general meeting for further consideration and any affected members heard;

- c) where the next general meeting, having allowed an opportunity for the offending member to repair the situation, is of the opinion that expulsion of the member is required, the meeting may expel the member by a consensus decision, or failing consensus, by a resolution at the following meeting supported by 75% of the financial members present;
- 14.3 where a member has been expelled by a decision of the general meeting, the Secretary shall within 14 days of the decision, write to the offending member advising them of their expulsion from BHPA;
- 14.4 having been expelled from BHPA, a person may not apply for re-admission as a member for a period of 12 months from the date of the general meeting which expelled them;

15.0 Policy

- 15.1 BHPA may adopt its own policies consistent with the principles of ESD;
- 15.2 'Standing orders' for preparing and adopting local policies for BHPA may be adopted under s.3.9f above;
- 15.3 BHPA may endorse, adopt and promote the policies of the North Coast Environment Council Inc. or the Nature Conservation Council of NSW, consistent with the principles of ESD, as their own.

16.0 Constitutional Change

- 16.1 Changes to this Constitution may be made at the Annual General Meeting of BHPA by submitting to the Secretary:
 -) at least 21 days prior to the date of the AGM;
 - i) a written proposal which clearly states the proposed amendment, and
 - ii) a written argument for the amendment no longer than one A4 page;
- 16.2 Where the Secretary, receives a proposed amendment to this Constitution, they shall:
 - a) provide a copy of the proposal and supporting argument to each member with the Notice of the AGM and the AGMs draft agenda;
 - b) include the proposal for Constitutional amendment on the draft agenda for the AGM;
- 16.3 the proposed amendment may be altered at the AGM, consistent with consensus decisionmaking practice, provided that such alterations do not completely refocus or substantially enlarge the scope of the original proposal;

16.4 to succeed, the proposed Amendment must be agreed to by consensus or, failing the obtaining of consensus, by its acceptance by 75% of the financial members present.

17.0 Dissolution and Winding Up

- 17.1 At its first general meeting, BHPA shall adopt a proposal, by carrying a formal motion, nominating an incorporated association, which meets the requirements of the Act s. 53(2)(a)-(c), as the association in which to invest its surplus property in the event of the winding up or cancellation of the incorporation of the BHPA;
- 17.2 Proposals to dissolve and wind up BHPA may only be made at the Annual General Meeting of BHPA by submitting to the Secretary:
 - a) at least 21 days prior to the date of the AGM. a written proposal which clearly states that BHPA be now dissolved and wound up, and
 - a written argument for the dissolution and winding up, no longer than one A4 page;
- 17.3 Where the Secretary, receives a proposal to dissolve & wind up BHPA, they shall:
 - provide a copy of the proposal and supporting argument to each member with the Notice of the AGM and the AGMs draft agenda;
 - include the proposal for dissolution and winding up on the draft agenda for the AGM;
- 17.4 to succeed, the proposal to dissolve and wind up BHPA must be agreed to by consensus or, failing the obtaining of consensus, by its acceptance by 75% of the financial members present;
- 17.5 Upon the agreement of the BHPA to windup and dissolve, the officers of BHPA shall take all necessary steps to windup all accounts and shall forward any remaining funds to the association named pursuant to section 17.1 above.

PLEASE note any further amendments on this FIFTH DRAFT (which now incorporates further comments and recommendations by BHPC legal adviser).

Written comments to JR Corkill @ Big Scrub EC, 149 Keen St, Lismore. 2480. or fax them on 066 224 737.

APPENDIX 1

For the purposes of s.2.1 and s.4.1 of the Constitution, the Association's general aim of "the achievement of ecologically sustainability",

the term "ecological sustainaibility" shall be broadly defined as:

"using, conserving and enhancing the community's resources so that ecological processes, upon which life depends, are maintained, and the total quality of life now and the future can be increased",

and shall be more precisely defined with reference to the following statements of goal, core objectives and guiding principles:

The Goal of ecological sustainability is landuse that improves the total qualoity of life, both now and in the future, in a way that maintains the ecological processes on which life depends.

The Core Objectives of ecological sustainability are:

- to enhance individual and community well-being and welfare by following economic policies which safeguard the welfare of future generations;
- to provide for equity within and between generations;
- to protect biological diversity and mainatin essential ecological processess and life-support systems.

Ecological sustainability's Guiding Principles are:

- decision making processes should effectively integrate both long- and short-term economic, environmental, social and equity considerations;
- where there are threats of serious or irreversible environmental damage, lack of full scientific certainty should not be used as a reason for postponing measures to prevent environmental degradation;
- the global dimensions of environmental impacts of actions and policies should be recognised and considered;
- the need for a strong and diversified economy can enhance the capacity environmental protection should be recognised;
- international competitiveness in trade must be based upon environmentally sound operations;
- decisions and actions should provide for broad community involvement in issues which affect them.

.onds.

Please be prepared to attend a meeting of BHPA on the 16 March 1997 to consider, amend and adopt this Constitution to allow the incorporation of the BHP Association.

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1.0 Name & Purpose

The group

- 1.1 is formed for the purpose of holding in perpetuity, the title of Lot 14 DP 245688, Parish of Piper, Shire of Evans, known as and hereafter cited as, Piperls Gulf; and
- 1.2 is charged with the duty of protecting, managing and restoring this land;
- 1.3 shall be named the Piperls Gulf Protection Association Inc. hereafter cited as the PGPA;

2.0 Aims & Objectives

- 2.1 The PGPAIs general aim is the generation of love and understanding in all things.
- 2.2 The PGPA aims to encourage, foster and inspire the exchange of information on, and experiences of, healing energy in all its forms;
- 2.3 especially through the ecologically sustainable management of the Piperls Gulf area.
- 2.4 The PGPA is not formed for the purpose of trading, the generation of profit, or the financial benefit of its members or officers, and any funds raised shall be directly applied to pursuing its aims and objectives.
- 2.5 The specific aims of PGPA shall be to:
 - a) ensure the preservation and long-term survival of a diverse range of native species & natural eco-systems on / about Piperls Gulf;
 - to protect and conserve the waters, soils and scenic values of the catchment of Piperls Gulf;
 - c) pursue the repair and restoration of natural heritage values of presently degraded lands;
 - d) provide a place of sanctuary and safekeeping;
 - e) allow members to travel to, meet and camp upon and generally use the site with care and respect, to connect with the natural energies of, on, and about, the land of Piper Gulf;
 - f) use the site as a venue for meetings and other activities with Aboriginal people, as appropriate;
 - g) to provide a focus and a venue for a nonresidential community of members aligned to spiritual pursuits and greater awareness;
 - explore and develop opportunities to create ethical economy including ecologically sustainable employment;

- h) provide guidance, support and training to members committed to pursuing their evolutionary potential;
- establish and operate a minimal impact, nonresidential meditation retreat centre.

2.3 The objectives of PGPA shall be to:

- research, promote and ensure the ecologically sustainable use of the land known as Piperls Gulf;
 - b) foster the development of a sense of community among PGPA members,
 - seek the preparation, adoption and implementation of appropriate planning for effective management of the land known as Piperls Gulf, including establishing organic and Permaculture gardens and orchards;
- develop and maintain a positive relationship between PGPA, Evans Shire Council and neighbours to the land known as Piper's Gulf.
 - e) participate in public decision making processes related to land management policies for adjacent public and private land in the Evans Shire, and NSW generally;
 - to take appropriate action to encourage and ensure the protection and conservation of the natural and cultural heritage values of the land known as Piperls Gulf;
 - g) affiliate and associate with other community based non-government organisations (NGOs) or enterprises which share similar aims and objectives.

3.0 Powers

- 3.0 The Piperls Gulf Protection Association Inc. shall be empowered to:
- 3.1 publicly promote its Aims & Objectives;
- 3.2 invite people to visit and use the land known as Piperls Gulf as guests, or to otherwise prohibit the lands use where appropriate;
- 3.3 hold the title of the land known as Piperls Gulf in perpetuity;
- 3.4 to offer meditation courses and or other training programs;
- 3.5 raise and expend funds and other wise enter into contracts and agreements in pursuit of its Objectives or policies;
- 3.6 appoint committees to carry on projects for PGPA between general meetings;
- 3.7 make formal written delegations of authority to appropriate members of PGPA to exercise

- the powers of the Committee, which shall specify the powers delegated, the period of delegation, and other appropriate conditions;
- 3.8 employ staff and engage consultants, where appropriate, to pursue approved projects consistent with PGPA objectives;
- 3.9 make and adopt 'standing orders' for
 - a) conducting its meetings;
 - b) electing Officers & filling casual vacancies;
 - c) preparation and issue of media releases;
 - d) publishing a PGPA Newsletter;
 - e) approving expenditure and paying accounts;
 - f) drafting, considering & adopting training programs and/ or policies;
 - g) resolving disputes & mediating conflict; and/or
 - h) other purposes which further its Objectives;
- 3.10 The PGPA shall not be empowered to sell or otherwise dispose of Lot 14 DP 245688, Parish of Piper, Shire of Evans, known as Piperl's Gulf, other than under section 17.1 of this Constitution and pursuant to section 53 (2)(a)-(c) of the <u>Associations Incorporation Act 1984</u>.

4.0 Members

- 4.1 Membership
- 4.1.1 Membership of PGPA is open to people who:
 - a) endorse this Constitution and are committed to the generation of love and understanding in all things; and
 - b) are concerned about and committed to conservation of the natural and cultural heritage values of the land known as Piperl's Gulf; and
 - c) apply for membership, pay the membership and any application fee prescribed by PGPA, and
 - d) are approved as a member by PGPA at a general meeting by consensus or by 75% of financial members present at that meeting.
- 4.1.2 Any financial member of PGPA may vote in any ballot, or at the next meeting of PGPA after their application for membership has been accepted;
- 4.1.3 Any member may nominate for election at the AGM to any office within PGPA ;

- 4.2 Members Register and fees
- 4.2.1 The Secretary shall enter the name, address and any phone number, and the date of the admission of the new member, in the Register of Members:
- 4.2.2 The Register of Members shall be kept and maintained by the Secretary who shall make it freely available for inspection by any PGPA member, at any reasonable hour, upon giving 2 clear days notice.
- 4.2.3 applicants for membership must pay the annual membership fee and any membership application fee;
- 4.2.4 the AGM shall set the annual membership fee, and any membership application fee;
- 4.2.5 the membership year shall commence on 1
 July each year. New members who join after
 1 January may pay half the annual
 membership fee;
- 4.2.6 membership is renewable annually by paying the membership fee due on 1 July. Members shall remain financial until 31 August in the next financial year.
- 4.2.7 the liability of the member of PGPA towards the payment of the debts and liabilities of the PGPA or the costs, charges and expenses of winding up PGPA, shall be limited to the amount, if any, unpaid by the member in respect of PGPA membership fees.
- 4.3 Unfinancial Members
- 4.3.1 From 1 September in any year, members who do not renew their membership by paying the annual fee are deemed to be unfinancial and cannot vote at any meeting or in any ballot held by PGPA;
- 4.3.2 Status as a financial member can be regained by paying the full annual fee within the current membership year;
- 4.3.3 On 1 July of any year, after 12 months of nonpayment of membership fees, any unfinancial members shall be sent a letter prepared by the Treasurer, advising the member that they need to pay a specified amount by a specified date or their membership will be cancelled and they will need to re-apply to re-join PGPA;
- 4.4 Termination of Membership
- 4.4.1 Membership of PGPA may be terminated by:
 - a) a member providing written advice of their resignation to the Secretary;

- b) cancellation of membership due to nonpayment of membership fees;
- c) expulsion from PGPA under s.14.2 below;
- d) the death of a member.
- 4.5 Life Membership of the Association
- 4.5.1 Life Membership of PGPA may be conferred upon a member of the PGPA upon a resolution to that effect being agreed to at an AGM, following written notice of the motion being given in the Notice of the AGM;
- 4.5.2 A Life Member of the Association shall not be required to pay further membership fees, but is otherwise bound by the provisions of this Constitution including sections 14.1 and 14.2.

5.0 Disputes and Mediation

- 5.1 disputes involving PGPA members, or PGPA, shall be attempted to be resolved in a fair and timely manner in accordance with any relevant 'dispute resolution' or conflict mediation procedures adopted under s.3.9.g above;
- 5.2 members of PGPA shall exercise their best endeavours to afford natural justice, mediate, reconcile and resolve any disputes;
- 5.3 members of PGPA shall not comment publicly upon, and will maintain the confidentiality within PGPA in regard to, any dispute between members of PGPA, between PGPA and any of its members, or between PGPA and any other group;
- 5.4 members of PGPA shall not pursue disputes with other persons or groups on behalf of the PGPA, except with the support & agreement of PGPA;
- 5.5 disputes between PGPA with other persons or organisations shall be considered at a general meeting and addressed in the first instance through correspondence;
- 5.6 where this action is not possible or appropriate, or does not resolve the dispute, the matter shall be placed on the agenda of the next PGPA meeting.

6.0 Committee of Management

- 6.1 The affairs of the PGPA shall be controlled and managed by a committee of management to be known as the ÎManagement Committee Ì.
- 6.2 The PGPA shall act at all times in accordance with:

- the <u>Associations Incorporation Act 1984</u> (hereafter referred to as 'the Act') and its Regulations,
- b) this Constitution and any relevant standing orders or policies of the PGPA;
- resolutions carried and agreements reached at general meetings or an AGM;
- d) any proper written delegation of authority;
- 6.3 The Management Committee shall have, in addition to association's powers cited at section 3 above, the power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the association.
- 6.4 The Management Committee shall consist of the officers of the PGPA and four (4) committee members elected at the AGM, and shall achieve, as far as is possible, a gender balance.

7.0 Meetings and Decision Making

- 7.1 General Meetings
- 7.1.1 A minimum of 4 general meetings of PGPA shall be held in any year; each to be held in a separate month;
- 7.1.2 Additional meetings may be held from time to time as decided by the general meeting;
- 7.1.3 The Secretary shall call a general meeting after receiving a written request for such a meeting signed by 5 financial members;
- 7.1.4 The Secretary shall provide Notice of general meetings, by personal phone call, or by written notice, to all members, at least 7 days prior to the proposed date of the general meeting,
- 7.1.5 A quorum for a general meeting shall be 5 financial members or where membership of PGPA exceeds 50, 10 financial members;
- 7.2 Committee Meetings
- 7.2.1 A minimum of 6 meetings of the PGPA 's committee of management, the Management Committee, shall be held in any year;
- 7.2.2 The Management Committee may decide from time to time to hold additional committee meetings;
- 7.2.3 The Secretary shall call a Management Committee meeting after 3 Management Committee members request it, and shall give 7 days written notice of the meeting to all members of the Management Committee;

- 7.2.4 A quorum for a Management Committee meeting shall be 3 financial members.
- 7.3 Decision Making
- 7.3.1 At every general meeting the Convenor shall call for volunteers to facilitate and take minutes, and if necessary, elect a facilitator and minutes taker for that meeting as its first item of business;
- 7.3.2 Minutes of all meetings of PGPA shall include records of those present, apologies, corrections to & adoptions of previous minutes, proposals carried by consensus and such other notes as the meeting sees fit to include from time to time;
- 7.3.3 PGPA shall conduct all their meetings on a consensus basis and in accordance with a 'consensus meeting procedure' prepared and adopted under s.3.9a above;
- 7.3.4 Attendance at a meeting may include the participation of members via telephone or video conference, in which case the facilitator shall advise the other members of their participation and its means;
- 7.3.5 Any decision which cannot be resolved via consensus processes, will be determined by a resolution carried by a vote of 75% of members attending.
- 7.3.6 Decisions taken at meetings of the PGPA and Management Committee will be made by the financial members attending, and those members who are unable to attend may exercise their vote via a written proxy to another member.
- 7.3.7 Meetings of the Management Committee and duly appointed committees of PGPA shall be conducted in accordance with s. 7.3.3. and 7.3.4. above.
- 7.3.8 Each general meeting or committee meeting shall decide the time, place and date of the next meeting or meetings;
- 7.4 Lack of Quorum at meetings
- 7.4.1 If within an hour after the appointed time for the commencement of a meeting, the appropriate quorum is not present, the meeting is to stand adjourned to the same day in the following week at the same time (unless another place is specified at the time of adjournment and proper notice given to members) at the same place.
- 7.4.2 If, at an adjourned meeting, a quorum is not present within half an hour after the appointed

time for the commencement of a meeting, three (3) members shall constitute a quorum for a general meeting, and two (2) members of the committee of management shall constitute a quorum for a meeting of the committee of management.

8.0 Annual General Meeting

- 8.1 The first general meeting in September each year shall be the Annual General Meeting (AGM);
- 8.2 The date, time and place of the AGM shall be set at a meeting held in July or August;
- 8.3 Notice of, and a draft Agenda for, the AGM shall be provided in writing to all members by the Secretary at least 14 days prior to the proposed date of the AGM;
- 8.4 a quorum for the AGM shall be 10 financial members or where membership of PGPA exceeds 50, 25% of financial members;
- 8.5 the Convenor shall assist the AGM to elect a facilitator and minutes taker for that meeting as the first item of business;
- 8.6 minutes of the meetings of PGPA AGM shall include records of those present, apologies, corrections to previous minutes, proposals carried by consensus and such other notes as the AGM sees fit to include from time to time;
- 8.7 the AGM shall be conducted on a consensus basis and in accordance with a 'consensus meeting procedure' prepared and adopted under s.3.9a above;
- 8.8 Decisions which cannot be resolved via consensus processes, will be determined by a resolution carried by a vote of 75% of members present, by way of show of hands.
- 8.9 the Agenda of the AGM shall include:
 - a) the Minutes of the Last AGM;
 - b) Business Arising from those minutes;
 - the presentation of the Annual Report and Annual Financial Statement;
 - d) the election of the Committee & Officers;
 - e) consideration of any proposed amendments to this Constitution;
 - f) any matters arising under s.26(6) of the Act;

9.0 Delegation of Powers

- 9.1 The PGPA at a general meeting, or the committee of management at a Management Committee meeting, may, by written notice, delegate the exercise of such functions or powers of PGPA as may be specified in the written notice, other than:
 - a) this power of delegation;

- b) a function which is a duty imposed on PGPA by the Act or any other law.
- 9.2 A function, the exercise of which has been delegated to a person or a committee, may while the delegation remains unrevoked, be exercised from time to time by the sub-person or committee in accordance with the terms of the delegation;
- 9.3 a delegation under this section may be made subject to such conditions or limitations as to the exercise of any function or power, as may be specified in the written notice of delegation;
- 9.4 notwithstanding any delegation, the PGPA or its Committee of management, may continue to exercise any power or function otherwise duly delegated;
- 9.5 any act or thing done, or suffered to be done by a person or committee, acting under the exercise of its delegated power, shall have the same force and effect as it would have had if it had been done or suffered by the PGPA as a whole;
- 9.6 any written notice of delegation may be revoked, in whole or part.

10.0 Officers

- 10.1 General
- 10.1.1 the Officers of PGPA shall be Secretary, Treasurer, Convenor, and Public Officer;
- 10.1.2 the Officers, except for the Public Officer, and four (4) committee members shall be elected annually at the AGM in accordance with any listanding order adopted under s.3.9b above;
- 10.1.3 the Public Officer shall be elected at the inaugural general meeting and shall be reelected upon the position becoming vacant in accordance with the Act:
- 10.1.4 no person, other than the Public Officer, may serve more than 2 consecutive years in any office;
- 10.1.5 an Officer's or committee member's position may be declared vacant by carrying a resolution to that effect by:
 - a) consensus decision at any general meeting, or
 - failing consensus, by decision taken by 75% of the financial members present at the next general meeting;
- 10.2 The Secretary
- 10.2.1 The Secretary shall be responsible for

- a) maintaining an up-to-date Register of Members of PGPA;
- b) the preparation of minutes of general meetings and AGMs;
- c) the preparation of agendas, notices and business papers for meetings of PGPA;
- d) receiving and reporting to the next general or Committee meeting on mail or other correspondence addressed to PGPA and on any other business carried out on behalf of PGPA since the last meeting;
- e) maintaining up-to-date copies of PGPA 's Constitution, 'standing orders' and policies;
- ensuring PGPA acts in accordance with the requirements of the various NSW and Commonwealth laws;
- g) giving notice of and calling an unscheduled general meeting where a written request for such a meeting, signed by 5 financial members has been received by the Secretary;
- h) preparing advice of appointment of delegates;
- i) acting as a spokesperson for PGPA generally;
- 10.3 The Treasurer
- 10.3.1 The Treasurer shall be responsible for:
- a) maintaining an 'administrative' account at a financial institution on behalf of PGPA;
- b) maintaining a 'fundraising' account at a financial institution on behalf of PGPA;
- c) providing a financial report to each general meeting and an Annual Financial Statement to the AGM, on all financial business carried out on behalf of PGPA;
- d) submitting all accounts due to a general meeting for approval for payment;
- e) paying all accounts owed by PGPA;
- collecting and appropriately depositing in its accounts all monies due to and /or received by PGPA;
- g) ensuring that the adequate records, via books and accounts, are kept showing the financial affairs of PGPA, including full details of all receipts and expenditures of PGPA;
- 10.4 The Convenor
- 10.4.1 The Convenor shall be responsible for:
- the election of a facilitator at the beginning of each meeting;

- b) preparing, in consultation with the Secretary, Treasurer and any committees appointed under s.3.7 above, a written Annual Report which includes an Annual Financial Statement;
- c) acting as a spokesperson for PGPA generally.
- 10.5 The Public Officer
- 10.5.1 The Public Officer shall be elected at the first general meeting of PGPA in accordance with the Act and shall remain in office until they resign or die.
- 10.5.2 The Public Officer shall ensure that PGPA Officers discharge their duties and fulfil their legal requirements under the Act;
- 10.5.3 the Public Officer shall keep in his or her custody or control, all records, books & other documents relating to PGPA.
- 10.6 Casual Vacancies Officers & Committee Members
- 10.6.1 A casual vacancy occurs when an Officer or committee member of the PGPA:
 - a) dies;
- b) ceases to be a member of PGPA;
- c) becomes insolvent under administration within the meaning of the Companies NSW Code;
- d) provides a written resignation letter to the Secretary, or in the event of the Secretary's resignation, the Convenor;
- e) is removed from office by a motion under s.10.1.5 above;
- f) becomes of unsound mind or a person whose person or estate is liable to be dealt with under the law relating to mental health; or
- g) is absent, without consent of PGPA, from all meetings of PGPA for a period of 6 months.
- 10.6.2 A casual vacancy shall be filled at the next general meeting by the Convenor, or Secretary, calling for nominations for the vacant position;
- 10.6.3 A nomination may be made verbally or in writing and requires a proposer and seconder for the nominee.
- 10.6.4 Where only one nomination is received to fill a casual vacancy, the Convenor or Secretary shall declare the nominee elected;
- 10.6.5 Where more than one candidate nominates for a vacant position, the Convenor, or Secretary, shall conduct a secret ballot to elect a person to fill the vacancy;

11.0 Finance

- 11.1 The funds of the PGPA are to be derived from entrance fees, donations and annual subscriptions of members, and from other sources as agreed to in a resolution of the association or as determined by the Management Committee from time to time.
- 11.2 The finances of PGPA shall be accounted for through the creation & operation of an account at a recognised financial institution;
- 11.3 There shall be four signatories to PGPA account, one of whom shall be the Treasurer. The signatures of the Treasurer and any one other shall be required to operate the PGPA accounts;
- 11.4 Funds received from any source for the benefit of PGPA shall be immediately referred to the Treasurer or Secretary, for the issuing of a receipt and the banking of the funds;
- 11.5 The financial records of PGPA shall be audited annually and an annual financial statement presented to the AGM;
- 11.6 The expenditure of PGPA funds, shall be consistent with PGPA Objectives;
- 117 Approval of the expenditure of PGPA funds, to pay a bill or incur expenses & shall be in accordance with any Standing Order made under s.3.9e, or shall require either a relevant resolution to be agreed by consensus or otherwise by a vote carried by 75% of members at a general meeting or a meeting of the Management Committee;
- 11.8 The Treasurer shall be responsible for properly operating PGPA 's financial accounts and in accordance with any relevant 'standing order' adopted under s.3.9e;

12.0 The Common Seal

- 12.1 The common seal of PGPA shall be kept in the custody of the Public Officer.
- 12.2 The common seal shall not be affixed to any instrument except by the authority of the PGPA or its committee of management;
- 12.3 the affixing of the common seal shall be attested to by the signatures of two members of the PGPA committee of management;

13.0 Insurance & Inspection of Books

13.1 The association shall effect and maintain insurance pursuant to section 44 of the Act;

- 13.2 In addition to the insurance required under 13.1 PGPA may effect and maintain other insurance
- 13.3 The records, books, files and other documents of the PGPA shall be open to inspection, free of charge, by a PGPA member at any reasonable hour, subject to 2 days notice being given to the relevant officer.
- 13.4 The officers shall ensure that all PGPA documents, files and other records relevant to a PGPA meetingls business are present at and available to members during the AGM, Management Committee meetings and all general meetings;

14.0 Accountability Of Members

14.1 Where a member of PGPA

- a) is concerned that another member has failed to act in accordance with this Constitution, any 'standing orders' made under s3.9 above, or commits an act contrary to the Constitution or Standing Orders, the issue will be considered at a general meeting and an opportunity will be afforded to the member to respond to the concerns;
- b) about whom concerns have been expressed, is not present at the meeting at which the concerns are raised, the Convenor or another delegate of the meeting shall be appointed to advise the member that a concern under 14.1.a has been raised about them and to invite them to attend the next general meeting to respond in person to the concerns raised;
- c) responds to any such concerns at a general meeting without resolving them, and where the complained of member agrees to do so, the matter may be referred for dispute resolution or conflict mediation under a 'standing order' made under s.3.9g;
- d) fails to attend without apology, or fails to satisfy the concerns of those members present, and the general meeting decides the circumstances warrant it, the member will be issued with a verbal warning by the facilitator of that meeting and advised of courses of action which could repair the situation;
- e) repeatedly fails to attend when requested to do so under 14.1b above, breaches the constitution or 'standing orders' or commits acts which brings PGPA into disrepute, a general meeting may decide to initiate the procedure for expulsion of the member.
- 14.2 The procedure for expulsion of a member shall be as follows;

- a) the Secretary shall advise the member in writing of the alleged offence, stating courses of action which the member could take to repair the situation, and shall request a written response from the member within a specified period;
- the letter advising the member of the alleged offence and any written response provided by the member, shall be tabled at the next general meeting for further consideration and any affected members heard;
- c) where the next general meeting, having allowed an opportunity for the offending member to repair the situation, is of the opinion that expulsion of the member is required, the meeting may expel the member by a consensus decision, or failing consensus, by a resolution at the following meeting supported by 75% of the financial members present;
- 14.3 where a member has been expelled by a decision of the general meeting, the Secretary shall within 14 days of the decision, write to the offending member advising them of their expulsion from PGPA;
- 14.4 having been expelled from PGPA, a person may not apply for re-admission as a member for a period of 12 months from the date of the general meeting which expelled them;

15.0 Policy

- 15.1 PGPA may adopt its own policies consistent with the principles of natural law;
- 15.2 'Standing orders' for preparing and adopting policies for PGPA may be adopted under s.3.9f above;

16.0 Constitutional Change

- 16.1 Changes to this Constitution may be made at the Annual General Meeting of PGPA by submitting to the Secretary:
 - a) at least 21 days prior to the date of the AGM;
 - a written proposal which clearly states the proposed amendment, and
 - ii) a written argument for the amendment no longer than one A4 page;
- 16.2 Where the Secretary, receives a proposed amendment to this Constitution, they shall:
 - a) provide a copy of the proposal and supporting argument to each member with the Notice of the AGM and the AGMs draft agenda;
 - b) include the proposal for Constitutional amendment on the draft agenda for the AGM;

- 16.3 the proposed amendment may be altered at the AGM, consistent with consensus decisionmaking practice, provided that such alterations do not completely refocus or substantially enlarge the scope of the original proposal;
- 16.4 to succeed, the proposed Amendment must be agreed to by consensus or, failing the obtaining of consensus, by its acceptance by 75% of the financial members present.

17.0 Dissolution and Winding Up

- 17.1 At its first general meeting, PGPA shall adopt a proposal, by carrying a formal motion, nominating an incorporated association, which meets the requirements of the Act s. 53(2)(a)-(c), as the association in which to invest its surplus property in the event of the winding up or cancellation of the incorporation of the PGPA;
- 17.2 Proposals to dissolve and wind up PGPA may only be made at the Annual General Meeting of PGPA by submitting to the Secretary:
 - a) at least 21 days prior to the date of the AGM, a written proposal which clearly states that PGPA be now dissolved and wound up, and
 - b) a written argument for the dissolution and winding up, no longer than one A4 page;
- 17.3 Where the Secretary, receives a proposal to dissolve & wind up PGPA, they shall:
 - a) provide a copy of the proposal and supporting argument to each member with the Notice of the AGM and the AGMs draft agenda;
 - b) include the proposal for dissolution and winding up on the draft agenda for the AGM;
- 17.4 to succeed, the proposal to dissolve and wind up PGPA must be agreed to by consensus or, failing the obtaining of consensus, by its acceptance by 75% of the financial members present;
- 17.5 Upon the agreement of the PGPA to windup and dissolve, the officers of PGPA shall take all necessary steps to windup all accounts and shall forward any remaining funds to the association named pursuant to section 17.1 above.

PLEASE NOTE

This is a preliminary draft only
Written comments to Geoff Moxham
1050 Terania Ck Rd, The Channon via Lismore 2480
Phone 02 66 88 6166

....ends.

MINTER ELLISON

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FACSIMILE

DATE	29 October 1996	
TO	Mr Peter Helman	
	Broken Head Protection Committee	
	Facsimile number 066 286 011	
FROM	J F Whitehouse	
	Minter Ellison, Sydney	
	Our reference JFW:MJM 77777555	
SUBJECT	Broken Head Protection Committee	

Please refer attached.

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NOTE

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28 October 1996

OUR REFERENCE

BY FACSIMILE 066 286 011

Mr Peter Helman PO Box 706 BYRON BAY NSW 2481

Dear Peter

Broken Head Protection Committee

We have reviewed the draft Constitution for the incorporation of the Broken Head Protection Committee under the Associations Incorporation Act 1984 ('Act').

We note that section 11 of the Act provides that the matters specified in Schedule 1 must be included in the rules of an incorporated association. We enclose a copy of Schedule 1 for your information. Model Rules have been proclaimed under the Associations Incorporation Regulation 1994 ('Regulation') which cover the required matters and which may be adopted by an association in part or in full. We also enclose a copy of the Model Rules for your information.

We make the following comments in relation to the draft Constitution:

Management of BHPC's Affairs

We note that clause 6 of Schedule 1 of the Act requires the following matters to be provided for in an association's rules:

The name, constitution, membership and powers of the committee or other body having the management of the incorporated association (in this paragraph referred to as 'the committee') and:

- (a) the election or appointment of members of the committee;
- (b) the terms of office of members of the committee;
- (c) the grounds on which, or reasons for which, the office of member of the committee shall become vacant;
- (d) the filling of casual vacancies occurring on the committee;
- (e) the quorum and procedure at meetings of the committee.

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We note that clause 6 of BHPC's draft Constitution provides that the affairs of BHPC shall be managed by:

- (a) agreements reached at general meetings or an AGM
- (b) decisions and or actions of the Officers or duly appointed sub-committees;
- (c) members exercising the powers of the Committee under a delegated authority.

We consider that there is insufficient provision relating to the management of BHPC to satisfy the requirements of the Act and Regulations.

There is no provision in the Rules for the manner of decision making at general meetings or AGMs, for example, whether decisions are to be made by majority vote at a general meeting or require 75 % support or consensus. In our view, it is not sufficient for this to be provided for in a standing order regarding consensus meeting procedures. Further, there is no provision in the rules regarding how the Officers are to make decisions relating to the management of the company. It is not specified whether the Officers can make such decisions individually or whether decisions must be made by consensus or with the support of the majority of the Officers. Further, there is no provision regarding meetings of the Officers for decision making for the management of the company.

We note that the Model Rules provide for the establishment of a separate Committee which is responsible for the management of an association and for the exercise of an association's powers, other than any powers specifically vested in the members at a general meeting. This Committee is comprised of the office bearers of the association and 3 ordinary members. Specific provision is made in the Model Rules for meetings of the Committee and voting and decisions of the Committee. The Committee is given the power to delegate its decision making powers to a sub-committee. The role of a Committee created under the Model Rules is similar to that of the Board of Directors of a company. The relevant provisions of the Model Rules relating to the establishment, powers and conduct of a Committee and Committee meetings are clauses 13-22 of the attached Model Rules.

In our view, it would be advisable for a similar Committee to be established with responsibility for the management of BHPC's affairs. We consider that clause 6 of Schedule 1 contemplates that a specific body should be formed to manage an association. Should you wish to establish a management committee, the attached provisions could be incorporated into the Constitution, with any amendments you require. If there are particular powers or functions which you consider should only be exercised by consensus decision of the members in general meeting, this could be expressly provided in the Constitution.

If you wish to create a Management Committee, it may be advisable to change the name of BHPC to the Broken Head Protection Association. The Management Committee could then be called the Broken Head Protection Committee.

If you do not wish to create a separate Committee with management functions, it will be necessary for you to make further provision regarding decision making by Officers on

behalf of BHPC. You will need to include provision for meetings of the Officers, including notice of meetings and business to be transacted at meetings and the manner in which a decision can be made, ie. by majority, 75% or consensus. Alternatively, if appropriate, it could be expressly provided that each Officer has the individual power to make decisions relating to the management of the company.

2. Proceedings at General Meetings

There should be express provision regarding the making of decisions at both general meetings and annual general meetings. Thus, it needs to be expressly provided whether a decision requires unanimous support, 75% support or a majority. The Constitution could provide for ordinary resolutions (requiring a majority vote) and special resolutions (requiring 75% of the vote). The Constitution would then need to specify the type of resolution required for different decisions. This could be done by providing that decisions are generally to be made by ordinary resolution except where specifically provided otherwise. This is the approach adopted in the Model Rules. The manner in which a vote is to be determined should also be included in the Constitution. For example, it would usually be provided that voting is indicated by a show of hands at a meeting.

It is also necessary to include express provision for the giving of notice of the time and place of a general meeting and the general nature of the business proposed to be transacted at a general meeting. There is currently only provision for such notice where the meeting is called at the requisition of 5 financial members (clause 7.3). A clause similar to clause 8.3 could be added to section 7, providing for 7 days notice.

It would also be desirable to make express provision in the sections on general meetings and AGM's to the following effect:

No business other than that specified in the notice convening a general meeting / AGM is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24(2) (see rule 26(3))-rule 26(4) from the Model Rules should also be included and would replace rule 8.8).

A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice of a general meeting given after receipt of the notice from the member (see rule 226(4))

No item of business is to be transacted at a general meeting/ AGM unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item (see rule 27(1))

Consideration could be given to including the provisions in the Model Rules at rule 27 (3) relating to procedures where a quorum is not present at a meeting.

3. Appointment of Proxies

Clause 8 of Schedule 1 of the Act requires the Constitution to specify whether members are entitled to vote by proxies at general meetings. Thus, there needs to be provision in the Constitution for whether proxies can be appointed for BHPC meetings. If it is intended to allow for the appointment of proxies, clause 33 of the Model Rules could be included in the Constitution. If not, this should be specified in the Constitution.

4. Source of Funds

Clause 10 of Schedule 1 of the Act requires the Rules to stipulate the sources from which the funds of the incorporated association are to be or may be derived. This is not currently provided for in the Constitution. If appropriate, clause 35 of the Model Rules could be included in the Constitution.

Insurance

It is a requirement of section 44 of the Act that insurance in the sum of \$2,000,000 be kept by an incorporated association. It may be desirable to include clause 34 of the Model Rules in the Constitution regarding the maintenance of insurance.

6. Service of Notices

It would be advisable to include rule 41 of the Model Rules in the Constitution regarding the service of notices.

7. Register of Members

It would be desirable to include rule 7 of the Model Rules relating to the Register of Members in the Constitution, amended to make the maintenance of the register the responsibility of the secretary.

8. Miscellaneous

We note that the references to clauses throughout the Constitution need to be checked and amended.

At clause 11.5, the type of resolution required to authorise expenditure of BHPC's funds needs to be specified.

We have also noted the following typographical errors:

- clause 10.6(f) the word 'law' should be inserted prior to the words 'relating to mental health'.
- clause 10.6.4 the word 'a' should be inserted before 'casual vacancy'.
- clause 17.5 one of the words 'shall' or 'must' should be deleted and the word name should be 'named';

- clause 5.6 the words 'action this' should be reversed;
- clause 7.5- the word 'At' should be inserted at the beginning of the sentence;
- clause 16.1(b) & (c) should be indented as (i) and (ii)
- clause 14.1(a) should be amended to read 'or commits an act ...'

Please contact John Whitehouse or Michelle Milligan if you require any further assistance in relation to this matter.

Yours faithfully MINTER ELLISON

for won we

J F Whitehouse Partner

SCHEDULE 1 --MATTERS TO BE PROVIDED FOR IN RULES OF AN INCORPORATED ASSOCIATION AND IN MODEL RULES

(Sections 11, 73)

Membership qualifications

1. The qualifications (if any) for membership of the incorporated association.

Register of members

2. The register of members of the incorporated association.

Fees, subscriptions etc.

3. The entrance fees, subscriptions and other amounts (if any) to be paid by members of the incorporated association.

Members' liabilities

4. The liability (if any) of members of the incorporated association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association.

Disciplining of members

5. The procedure (if any) for the disciplining of members and the mechanism (if any) for appeals by members in respect of disciplinary action taken against them.

Internal disputes

5A. The mechanism for the resolution of disputes between members (in their capacity as members) and between members and the incorporated association.

Committee

6. The name, constitution, membership and powers of the committee or other body having the management of the incorporated association (in this paragraph referred to as "the committee") and:

- (b) the terms of office of members of the committee;
- (c) the grounds on which, or reasons for which, the office of a member of the committee shall become vacant;
- (d) the filling of casual vacancies occurring on the committee; and
- (e) the quorum and procedure at meetings of the committee.

General meetings--calling of

7. The intervals between general meetings of members of the incorporated association and the manner of calling general meetings.

General meetings-procedure

8. The quorum and procedure at general meetings of members of the incorporated association and whether members are entitled to vote by proxy at general meetings.

General meetings--notices

9. The time within which, and the manner in which, notices of general meetings and notices of motion are to be given, published or circulated.

Funds--source

10. The sources from which the funds of the incorporated association are to be or may be derived.

Funds--management

11. The manner in which the funds of the incorporated association are to be managed and, in particular, the mode of drawing and signing cheques on behalf of the incorporated association.

Alteration of objects

12. The manner of altering the statement of objects of the incorporated association.

13. The manner of altering and rescinding the rules and of making additional rules of the incorporated association.

Common seal

14. Provision for the custody and use of the common seal of the incorporated association.

Custody of books etc.

15. The custody of books, documents and securities of the incorporated association.

Inspection of books etc.

16. The inspection by members of the incorporated association of books and documents of the incorporated association.

SCHEDULE 2 -- PROVISIONS RELATING TO PROPERTY, LIABILITIES, ETC., OF INCORPORATED ASSOCIATIONS

(Section 15)

Definitions

- 1. In this Schedule:
- "assets" means any legal or equitable estate or interest (whether present or future and whether vested or contingent) in real or personal property of any description (including money), and includes securities, choses in action and documents; "former association", in relation to an incorporated association, means:
- (a) the association or other body which was incorporated under this Act to form the incorporated association; or

MODEL RULES under the Associations incorporation Regulation 1994.

PART 1--PRELIMINARY

Definitions

1. (1) In these rules:

"ordinary member" means a member of the committee who is not an office-bearer of the association, as referred to in rule 14 (2);

"secretary" means:

- (a) the person holding office under these rules as secretary of the association; or
- (b) if no such person holds that office-the public officer of the association;
- "special general meeting" means a general meeting of the association other than an annual general meeting;
 "the Act" means the Associations Incorporation Act 1984;
 "the Regulation" means the Associations Incorporation Regulation 1994.

 (2) In these rules-
- (1)
- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART 2--MEMBERSHIP

Membership qualifications

- 2. A person is qualified to be a member of the association if, but only if:-
- (a) the person is a person referred to in section 15 (1) (a),
- (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or

- (b) the person is a natural person:-
- (i) who has been nominated for membership of the association as provided by rule 3; and
- (ii) who has been approved for membership of the association by the committee of the association.

Nomination for membership

- 3. (1) A nomination of a person for membership of the association:
- (a) must be made by a member of the association in writing in the form set out in Appendix 1 to these rules; and
- (b) must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (3) If the committee determines to approve a nomination for membership, the secretary must, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts referred to in clause (3) within the period referred to in that clause, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

Cessation of membership

- 4. A person ceases to be a member of the association if the person-
- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from the association.

Membership entitlements not transferable

reason of being a member of the association-

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

Resignation of membership

- 6. (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

Register of members

- 7. (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.

Fees and subscriptions

- 8. (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount-
- (a) except as provided by paragraph (b), before 1 July in each

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(b) if the member becomes a member on or after 1 July in any calendar year-on becoming a member and before 1 July in each succeeding calendar year.

Members' liabilities

9. The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 8.

Resolution of internal disputes

10. Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

Disciplining of members

- 11. (1) A complaint may be made by any member of the association that some other member of the association:
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a complaint, the committee:
- (a) must cause notice of the complaint to be served on the member concerned; and
- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and
- (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been

- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 12.
- (5) The expulsion or suspension does not take effect-
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
- (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 12 (4), whichever is the later.

Right of appeal of disciplined member

- 12. (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (3):-
- (a) no business other than the question of the appeal is to be transacted; and
- (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
- (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 3--THE COMMITTEE

- 13. The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:-
- (a) is to control and manage the affairs of the association; and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association; and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

Constitution and membership

- 14. (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
- (a) the office-bearers of the association, and
- (b) 3 ordinary members,

each of whom is to be elected at the annual general meeting of the association under rule 15.

- (2) The office-bearers of the association are to be-
- (a) the president;
- (b) the vice-president;
- (c) the treasurer; and
- (d) the secretary.
- (3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date

Election of members

- 15. (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee-
- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
- (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

Secretary

- 16. (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of-
- (a) all appointments of office-bearers and members of the committee;
- (b) the names of members of the committee present at a committee meeting or a general meeting: and
- (c) all proceedings at committee meetings and general

(3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

Treasurer

- 17. It is the duty of the treasurer of the association to ensure:
- (a) that all money due to the association is collected and received and that all payments authorised by the association are made; and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full

details of all receipts and expenditure connected with the activities of the association.

Casual vacancies

- 18. For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies; or
- (b) ceases to be a member of the association; or
- (c) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (d) resigns office by notice in writing given to the secretary; or
- (e) is removed from office under rule 19; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

Removal of member

19. (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

Meetings and quorum

- 20. (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee-
- (a) the president or, in the president's absence, the vice-president is to preside; or
- (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

- 21. (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:-
- (a) this power of delegation; and
- (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

Voting and decisions

- 22. (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 20 (5), the committee may act despite any vacancy on the committee.

appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART 4--GENERAL MEETINGS

Annual general meetings-holding of

- 23. (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:-
- (a) within the period of 18 months after its incorporation under the Act; and
- (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director--General under section 26
- (3) of the Act.

Annual general meetings-calling of and business at

- 24. (1) The annual general meeting of the association is, subject to the Act and to rule 23, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
- (b) to receive from the committee reports on the activities of the association during the last preceding financial year;
- (c) to elect office-bearers of the association and ordinary members of the committee;
- (d) to receive and consider the statement which is required to be submitted to members under section 26 (6) of the Act.

Special general meetings-calling of

- 25. (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting-
- (a) must state the purpose or purposes of the meeting; and
- (b) must be signed by the members making the requisition; and
- (c) must be lodged with the secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expense is entitled to be reimbursed by the association for any expense so incurred.

Notice

- 26. (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1)

the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

Procedure

- 27. (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting-
- (a) if convened on the requisition of members, is to be dissolved; and
- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

Presiding member

- 28. (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their nuglis on preside as chairperson at the meeting and play on preside as chairperson at the meeting and play of the president are absent or unwilling to act, the members present must elect one of their

Adjournment

- 29. (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

Making of decisions

- 30. (1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken-
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

Special resolution

31. A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) where it is made to appear to the Director--General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director--General.

Voting

- 32. (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

Appointment of proxies

- 33. (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

PART 5--MISCELLANEOUS

Insurance

- 34. (1) The association must effect and maintain insurance under section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the 82/77 dass 9118 ON may effect and militage 26 2 19 PAS 4081113 1914 W

Funds-source

- 35. (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

Funds-management

- 36. (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

Alteration of objects and rules

37. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

Common seal

- 38. (1) The common seal of the association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

Custody of books

39. Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

Inspection of books

40. The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

Service of notices

- 41. (1) For the purpose of these rules, a notice may be served by or on behalf of the association on any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

APPENDIX 1

(Rule 3 (1))

I,

(full name of applicant) of

(address) hereby apply to become a

(occupation)

member of the abovenamed incorporated association. In the event of my admission as a member, I agree to be bound by the rules of the association for the time being in force.

Signature of applicant

I, a member of the association,
(full name)
nominate the applicant, who is personally known to me, for membership of the association.
Signature of proposer
Date
I, a member of the association,
(full name)
second the nomination of the applicant, who is personally known to me, for membership of the association.
Signature of seconder
Date
APPENDIX 2
(Rule 33 (2))
FORM OF APPOINTMENT OF PROXY I, of
(full name)(address)
being a member of
(name of incorporated association)
hereby appoint of
(full name of proxy)(address)
,
(full name of proxy)(address) being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting,

* To be inserted if desired.

proxy

Date

NOTE: A proxy vote may not be given to a person who is not a member of the association.

SCHEDULE 2

NOTES

Associations Incorporation Regulation 1994 published in Gazette of 26.8.1994 and amended in Gazette of 24.5.1996. Table of Amendments

Cli. 3, 5-Subst. 24.5.1996.

Cll. 6, 14--Am. 24.5.1996.

Sch. 2--Rep. 24.5.1996.

The whole Regulation--Am. 24.5.1996 ("Commissioner" omitted wherever occurring, "Director--General" inserted instead).

MINTER ELLISON

LAWYERS

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FACSIMILE

DATE	29 October 1996	
ТО	Mr Peter Helman	
	Broken Head Protection Committee	
	Facsimile number 066 286 011	
FROM	J F Whitehouse	
	Minter Ellison, Sydney	
	Our reference JFW:MJM 77777555	
SUBJECT	Broken Head Protection Committee	

Please refer attached.

ph wan za

NOTE

If you do not receive page(s) including this one, please telephone MINTER ELLISON (02) 9210 4285 as soon as possible.

IMPORTANT

The contents of this facsimile (including attachments) may be privileged and confidential. Any unauthorised use of the contents is expressly prohibited. If you have received the document in error, please advise us by telephone (reverse charges) immediately and then shred the document. Thank you.

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CONTACT

OUR REFERENCE

YOUR REFERENCE

Michelle Milligan (02) 9210 4394

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44 Martin Place Sydney NSW

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DX 117 SYDNEY

28 October 1996

BY FACSIMILE 066 286 011

Mr Peter Helman PO Box 706 BYRON BAY NSW 2481

Dear Peter

Broken Head Protection Committee

We have reviewed the draft Constitution for the incorporation of the Broken Head Protection Committee under the Associations Incorporation Act 1984 ('Act').

We note that section 11 of the Act provides that the matters specified in Schedule I must be included in the rules of an incorporated association. We enclose a copy of Schedule 1 for your information. Model Rules have been proclaimed under the Associations Incorporation Regulation 1994 ('Regulation') which cover the required matters and which may be adopted by an association in part or in full. We also enclose a copy of the Model Rules for your information.

We make the following comments in relation to the draft Constitution:

Management of BHPC's Affairs

We note that clause 6 of Schedule 1 of the Act requires the following matters to be provided for in an association's rules:

The name, constitution, membership and powers of the committee or other body having the management of the incorporated association (in this paragraph referred to as 'the committee') and:

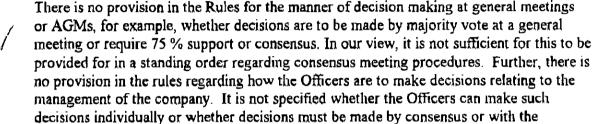
- (a) The election or appointment of members of the committee;
- (b) the terms of office of members of the committee; }
- (c) the grounds on which, or reasons for which, the office of member of the committee shall become vacant;
- (d) the filling of casual vacancies occurring on the committee;
- (e) the quorum and procedure at meetings of the committee.

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We note that clause 6 of BHPC's draft Constitution provides that the affairs of BHPC shall be managed by:

- agreements reached at general meetings or an AGM (a)
- decisions and or actions of the Officers or duly appointed sub-committees; (b)
- members exercising the powers of the Committee under a delegated authority. (c)

We consider that there is insufficient provision relating to the management of BHPC to satisfy the requirements of the Act and Regulations.



support of the majority of the Officers. Further, there is no provision regarding meetings of the Officers for decision making for the management of the company.

We note that the Model Rules provide for the establishment of a separate Committee which is responsible for the management of an association and for the exercise of an association's powers, other than any powers specifically vested in the members at a general meeting. This Committee is comprised of the office bearers of the association and 3 ordinary members. Specific provision is made in the Model Rules for meetings of the Committee and voting and decisions of the Committee. The Committee is given the power to delegate its decision making powers to a sub-committee. The role of a Committee created under the Model Rules is similar to that of the Board of Directors of a company. The relevant provisions of the Model Rules relating to the establishment, powers and conduct of a Committee and Committee meetings are clauses 13-22 of the attached Model Rules.

In our view, it would be advisable for a similar Committee to be established with responsibility for the management of BHPC's affairs. We consider that clause 6 of Schedule 1 contemplates that a specific body should be formed to manage an association. Should you wish to establish a management committee, the attached provisions could be incorporated into the Constitution, with any amendments you require. If there are particular powers or functions which you consider should only be exercised by consensus decision of the members in general meeting, this could be expressly provided in the Constitution.

If you wish to create a Management Committee, it may be advisable to change the name of BHPC to the Broken Head Protection Association. The Management Committee could then be called the Broken Head Protection Committee.

If you do not wish to create a separate Committee with management functions, it will be necessary for you to make further provision regarding decision making by Officers on

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behalf of BHPC. You will need to include provision for meetings of the Officers, including notice of meetings and business to be transacted at meetings and the manner in which a decision can be made, ie. by majority, 75% or consensus. Alternatively, if appropriate, it could be expressly provided that each Officer has the individual power to make decisions relating to the management of the company.

Proceedings at General Meetings

There should be express provision regarding the making of decisions at both general meetings and annual general meetings. Thus, it needs to be expressly provided whether a decision requires unanimous support, 75% support or a majority. The Constitution could provide for ordinary resolutions (requiring a majority vote) and special resolutions (requiring 75% of the vote). The Constitution would then need to specify the type of resolution required for different decisions. This could be done by providing that decisions are generally to be made by ordinary resolution except where specifically provided otherwise. This is the approach adopted in the Model Rules. The manner in which a vote is to be determined should also be included in the Constitution. For example, it would usually be provided that voting is indicated by a show of hands at a meeting.

It is also necessary to include express provision for the giving of notice of the time and place of a general meeting and the general nature of the business proposed to be transacted at a general meeting. There is currently only provision for such notice where the meeting is called at the requisition of 5 financial members (clause 7.3). A clause similar to clause 8.3 could be added to section 7, providing for 7 days notice.

It would also be desirable to make express provision in the sections on general meetings and AGM's to the following effect:

No business other than that specified in the notice convening a general meeting / AGM is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24(2) (see rule 26(3))-rule 26(4) from the Model Rules should also be included and would replace rule 8,8).

A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice of a general meeting given after receipt of the notice from the member (see rule 226(4))

No item of business is to be transacted at a general meeting/ AGM unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item (see rule 27(1))

Consideration could be given to including the provisions in the Model Rules at rule 27 (3) relating to procedures where a quorum is not present at a meeting.

Mr.
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3. Appointment of Proxies

Clause 8 of Schedule 1 of the Act requires the Constitution to specify whether members are entitled to vote by proxies at general meetings. Thus, there needs to be provision in the Constitution for whether proxies can be appointed for BHPC meetings. If it is intended to allow for the appointment of proxies, clause 33 of the Model Rules could be included in the Constitution.

4. Source of Funds

Clause 10 of Schedule 1 of the Act requires the Rules to stipulate the sources from which the funds of the incorporated association are to be or may be derived. This is not currently provided for in the Constitution. If appropriate, clause 35 of the Model Rules could be included in the Constitution

5. Insurance

It is a requirement of section 44 of the Act that insurance in the sum of \$2,000,000 be kept by an incorporated association. It may be desirable to include clause 34 of the Model Rules in the Constitution regarding the maintenance of insurance.

6. Service of Notices

It would be advisable to include rule 41 of the Model Rules in the Constitution regarding the service of notices.

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Register of Members

It would be desirable to include rule 7 of the Model Rules relating to the Register of Members in the Constitution, amended to make the maintenance of the register the responsibility of the secretary.

8. Miscellaneous

We note that the references to clauses throughout the Constitution need to be checked and amended.

At clause 11.5, the type of resolution required to authorise expenditure of BHPC's funds needs to be specified.

We have also noted the following typographical errors:

- clause 10.6(f) the word 'law' should be inserted prior to the words 'relating to mental health'.
- clause 10.6.4 the word 'a' should be inserted before 'casual vacancy'.
- clause 17.5 one of the words 'shall' or 'must' should be deleted and the word name should be 'named';

- clause 5.6 the words 'action this' should be reversed;
- clause 7.5- the word 'At' should be inserted at the beginning of the sentence;
- clause 16.1(b) & (c) should be indented as (i) and (ii)
- clause 14.1(a) should be amended to read 'or commits an act ...'

Please contact John Whitehouse or Michelle Milligan if you require any further assistance in relation to this matter.

Yours faithfully MINTER ELLISON

for winter

J F Whitehouse Partner

Model Rules under the Associations incorporation Regulation 1994

PART 1--PRELIMINARY

Definitions

- 1. (1) In these rules:
- "ordinary member" means a member of the committee who is not an office-bearer of the association, as referred to in rule 14 (2);
- "secretary" means:
- (a) the person holding office under these rules as secretary of the association; or
- (b) if no such person holds that office-the public officer of the association;
- "special general meeting" means a general meeting of the association other than an annual general meeting; "the Act" means the Associations Incorporation Act 1984; "the Regulation" means the Associations Incorporation Regulation 1994.

 (2) In these rules-
- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART 2--MEMBERSHIP

Membership qualifications

- 2. A person is qualified to be a member of the association if, but only if:-
- (a) the person is a person referred to in section 15 (1) (a),
- (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or

- (b) the person is a natural person:-
- (i) who has been nominated for membership of the association as provided by rule 3; and
- (ii) who has been approved for membership of the association by the committee of the association.

Nomination for membership

- 3. (1) A nomination of a person for membership of the association:
- (a) must be made by a member of the association in writing in the form set out in Appendix 1 to these rules; and
- (b) must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (3) If the committee determines to approve a nomination for membership, the secretary must, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts referred to in clause (3) within the period referred to in that clause, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

Cessation of membership

- 4. A person ceases to be a member of the association if the person-
- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from the association.

Membership entitlements not transferable

reason of being a member of the association-

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

Resignation of membership

- 6. (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

Register of members

- 7. (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.

Fees and subscriptions

- 8. (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount-
- (a) except as provided by paragraph (b), before 1 July in each

(b) if the member becomes a member on or after 1 July in any calendar year-on becoming a member and before 1 July in each succeeding calendar year.

Members' liabilities

9. The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 8

Resolution of internal disputes

10. Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

Disciplining of members

- 11. (1) A complaint may be made by any member of the association that some other member of the association:
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a complaint, the committee:
- (a) must cause notice of the complaint to be served on the member concerned; and
- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and
- (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been

- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 12.
- (5) The expulsion or suspension does not take effect-
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
- (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 12 (4), whichever is the later.

Right of appeal of disciplined member

- 12. (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (3):-
- (a) no business other than the question of the appeal is to be transacted; and
- (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
- (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 3--THE COMMITTEE

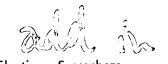
- 13. The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:-
- (a) is to control and manage the affairs of the association; and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association; and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

Constitution and membership

- 14. (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
- (a) the office-bearers of the association, and
- (b) 3 ordinary members,

each of whom is to be elected at the annual general meeting of the association under rule 15.

- (2) The office-bearers of the association are to be-
- (a) the president;
- (b) the vice-president;
- (c) the treasurer; and
- (d) the secretary.
- (3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date





- 15. (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee-
- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
- (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

Secretary

- 16. (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of-
- (a) all appointments of office-bearers and members of the committee;
- (b) the names of members of the committee present at a committee meeting or a general meeting: and
- (c) all proceedings at committee meetings and general

(3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

Treasurer

- 17. It is the duty of the treasurer of the association to ensure
- (a) that all money due to the association is collected and received and that all payments authorised by the association are made; and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full

details of all receipts and expenditure connected with the activities of the association.

Casual vacancies

- 18. For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (d) resigns office by notice in writing given to the secretary; or
- (e) is removed from office under rule 19; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

Removal of member

19. (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

Meetings and quorum

- 20. (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee-
- (a) the president or, in the president's absence, the vice-president is to preside; or
- (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.



21. (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:-

- (a) this power of delegation; and
- (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

Voting and decisions

- 22. (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 20 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have 87/61 dbeeging on suffered, by the 11/29876 7 19 pas useful a luiw

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PART 4--GENERAL MEETINGS

Annual general meetings-holding of

- 23. (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:-
- (a) within the period of 18 months after its incorporation under the Act; and
- (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director--General under section 26
- (3) of the Act.

Annual general meetings-calling of and business at

- 24. (1) The annual general meeting of the association is, subject to the Act and to rule 23, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
- (b) to receive from the committee reports on the activities of the association during the last preceding financial year;
- (c) to elect office-bearers of the association and ordinary members of the committee;
- (d) to receive and consider the statement which is required to be submitted to members under section 26 (6) of the Act.

which is?

Special general meetings-calling of

- 25. (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting-
- (a) must state the purpose or purposes of the meeting; and
- (b) must be signed by the members making the requisition; and
- (c) must be lodged with the secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expense is entitled to be reimbursed by the association for any expense so incurred.

Notice

- 26. (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1)

the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

Procedure

- 27. (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting-
- (a) if convened on the requisition of members, is to be dissolved; and
- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

Presiding member

- 28. (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their Minter Ellison Syd 61 2 92352711 Subseques as cyairbeacon at the meeting

Adjournment

- 29. (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

Making of decisions

- 30. (1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken-
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

Special resolution

31. A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

Voting

- 32. (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

Appointment of proxies

- 33. (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

PART 5--MISCELLANEOUS

Insurance

- 34. (1) The association must effect and maintain insurance under section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the 82/72 dass 9118 ON may effect and mildiggs 6 2 19 pAS wosill a required

Funds-source

- 35. (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

Funds-management

- 36. (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

Alteration of objects and rules

37. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

Common seal

- 38. (1) The common seal of the association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

Custody of books

39. Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

Inspection of books

40. The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

Service of notices

- 41. (1) For the purpose of these rules, a notice may be served by or on behalf of the association on any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

APPENDIX 1

(Rule 3 (1))

I,

(full name of applicant)
of

(address) hereby apply to become a

(occupation)

member of the abovenamed incorporated association. In the event of my admission as a member, I agree to be bound by the rules of the association for the time being in force.

Signature of applicant

I, a member of the association,
(full name)
nominate the applicant, who is personally known to me, for membership of the association.
Signature of proposer
Date
I, a member of the association,
(full name)
second the nomination of the applicant, who is personally known to me, for membership of the association.
Signature of seconder
Date
APPENDIX 2
(Rule 33 (2))
FORM OF APPOINTMENT OF PROXY I, of
(full name)(address)
being a member of
(name of incorporated association)
hereby appoint of
(full name of proxy)(address)
being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the day of 19,
and at any adjournment of that meeting.
, ,

* To be inserted if desired.

19

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Date

NOTE: A proxy vote may not be given to a person who is not a member of the association.

SCHEDULE 2

NOTES

Associations Incorporation Regulation 1994 published in Gazette of 26.8.1994 and amended in Gazette of 24.5.1996. Table of Amendments

Cll. 3, 5--Subst. 24.5.1996.

Cll. 6, 14--Am. 24.5.1996.

Sch. 2--Rep. 24,5,1996.

The whole Regulation--Am. 24.5.1996 ("Commissioner" omitted wherever occurring, "Director--General" inserted instead).

Broken Head Protection Association Inc.

PO Box 337 Byron Bay NSW 2481 Phone/fax 066 871721

NOTICE OF MEETING

Dear Friends,

We are having our very first Annual General Meeting of the Broken Head Protection Association Inc. It will be held on Sunday September 7, 1997 at 3-4pm at Serendipity, 7 Mile Beach Rd, Broken Head. A BHPA General Meeting will follow the AGM at 4pm, closing at 5.30pm. All financial members are invited. Bring something yummy to share for dinner.

Meeting scheduled for Monday Sept 1 has been changed to the above date (at a special Committee meeting on 25/7/97) to enable more members to attend. Second, we need at least 10 financial members present to have an AGM so please come. Third, if you have any changes to propose for the Constitution, the Secretary needs to receive them in writing 21 days prior to the AGM (by 17 August 1997). If you need a copy of the Constitution as adopted on 16/3/97, please contact Holly on 871721. And finally, the officers and committee will be elected at the AGM (see draft agenda). At the inaugural BHPA meeting (16/2/97) interim office bearers and committee members were elected to carry out their roles until the first AGM.

Dianne Mackey
Secretary

M,

P.S. As I'm not in Broken/Byron much lately and this is unlikely to alter in the near future I won't be re-nominating for Secretary.

holly @ an. com. au

Draft AGM Agenda

- 1. Convenor (Angus Ferguson) will assist in the election of a facilitator and minute taker
- 2. Convenor's report
- update on membership
- major issues dealt with since formation of the Association
- major initiatives since formation of Association
- 3. Financial report treasurer
- 4. Election of the Committee and Officers

The committee of management of BHPA is known as the Broken Head Protection Committee and consists of the officers of the BHPA (Secretary, Treasurer, Convenor, Public Officer and four committee members). The Secretary, Treasurer and Convenor and four committee members will be elected at the AGM. The Public Officer was elected at the inaugural general meeting and doesn't get re-elected until she resigns of

5. Membership fees

6. Consideration of any proposed amendments to Constitution NOTE: Proposed changes must be submitted to the secretary in writing 21 days prior to AGM.

Amendment proposed by Holly-North (Acting Treasurer) to Section 11.3:

Replace Section 11.3 with the following: "The Committee shall appoint up to four signatories to BHPA accounts, one of whom shall be the Treasurer. Any signatory may operate the BHPA accounts."

Supporting argument for the amendment: it is more practical to operate the accounts when only one signature is required.

Close of AGM 4pm

General Meeting starts 4pm

Draft Agenda for General Meeting

Corrections to/adoption of minutes of 7/7/97 general meeting

Business arising

General Business

Telstra fibre optic route through ABC Investments land

Comments to NCEC on Aboriginal Ownership Act/ draft position paper

EDO funding cuts

NSW Coastal Conference registration

Stahman road legal action

Ted Byrne appeal

ESD LEP

n/ phone/fax tree of BHPA members

Reports:

Coastcare Steering Group

Cape Byron Consultative committee meeting 14/8/97

Meeting with Jo Ridley from National Parks Foundation 18/8/97

Academy site update

Broken Head Leisure Resort

Other business

New members

Close at 5.30pm

BHPA Financial Report for AGM	7 September 1977
Currant Balance 631.56	
Balance et formation of Association on 16/2	197 424.67
Income from membership fees + fundraising	855.00
between 16/2 and 7/9/97	· · · · · · · · · · · · · · · · · · ·
But wheat - income	1.59
Expenses 16/2 to 7/9/97	
NCEC membership 25.00	The state of the s
Incorporation Rec 75.00	The same of the sa
Public Indulty insurace 328.75	
fundrasing expenses 206.25	The second se
legal expenses 400.00	ر از المستقد فيد و الله الله المستقد الله الله الله الله الله الله الله الل
A	
TOTAL COSTS	1051.50
COMSTUARE GRANT	
INCOME	
24.6.97 Grant from DLAWC	18,750.00
Interest accrued	10.80
Expenses	
Advertising	362,su
Petty Cal	31250
Wages - cordinator	720.50
- Community information de	125.00
But chages	30.60
Total casto	1520.00
Balance as of 7/9/97 17, 263.35	

. .



3 February 1997

BY FACSIMILE TO 066 286-011

Mr Peter Helman PO Box 706 BYRON BAY NSW 2481

Dear Peter

Broken Head Protection Association ('BHPA')

We have reviewed the third draft Constitution for the incorporation of BHPA under the Associations Incorporation Act 1984 ('Act').

The amendments made in the third draft Constitution have addressed all the substantive suggestions we made in our letter of 28 October 1996 in relation to the previous draft. However, we note the following minor matters:

1. Service of Notices

As previously advised, Schedule 1 of the Act specifies matters which must be provided for in the Model Rules of an incorporated association. Section 9 of the Schedule requires details of:

General meetings-notices

9. The time within which, and the manner in which, notices of general meetings and notices of motion are to be given, published or circulated.

You have not covered the manner in which notices are to be given in the Constitution. Accordingly, we suggest that rule 41 of the Model Rules in the Constitution regarding the service of notices should be included (copy previously sent).

3. Miscellaneous

(a) We note that there are two clauses labelled 3.7. This will have to be amended, and cross-references changed.

S MATTER 2-15964 1

MINTER ELLISON BUILDING 44 MARTIN PLACE SYDNEY NEW SOUTH WALES

POSTAL ADDRESS
GPO BOX 521
SYDNEY NEW 2001
AUSTRALIA
DX 117 SYDNEY

TELEPHONE (02) 9210 4444 INTERNATIONAL +61 2 9210 4444 FACSIMILE (02) 9235 2711

CONTACT Michelle Milligan (02) 9210 1394

PARTNER John Whitehouse (02) 9210 4285

OUR REFERENCE JFW:NUM 10430108

- (b) In clause 10/6(c), the 'an' before insolvent should be deleted.
- (c) Clause 10.6(e) requires the insertion of the relevant cross-reference.
- (d) Clause 11.3 lacks clarity, and we advise it be re-written accordingly.
- (e) Clause 14.1(b) is ambiguous and requires clarification.
- (f) At clause 17.1, 'the Act' must be inserted after s.53(2)(a)-(c).
- (g) At clause 7.3.2 the word 'the' should be deleted in the first line.
- (h) Clause 7.3.6 should be amended to read:

meetings of the BHPC and other duly appointed committees of BHPA shall be conducted in accordance with section 7.3.3 and 7.3.4 above.

- (i) At clause 7,3.5 the word 'BHPC' should be inserted after BHPA;
- (j) At clause 11.6 the reference to a 'Committee meeting' should be to 'a meeting of the BHPC' to make it clear that it is the committee of management which has power to deal with BHPA funds.
- (k) At clause 7.2 references should be to 'BHPC' or the 'committee of management' to ensure consistency throughout the Constitution.

Subject to these minor changes, we consider that the third draft of BHPA's Constitution complies with the Act and Regulations and is appropriate.

Please contact John Whitehouse or Michelle Milligan if you require any further assistance in relation to this matter.

Yours faithfully MINTER ELLISON

for wimm

J F Whitehouse Partner

Broken Head Protection Association

PO Box 812, Byron Bay NSW 2481.

Dear

NOTICE of & INVITATION to the Inaugural Meeting of the Broken Head Protection Association

to be held at Broken Head Hall,

cnr Midgen Flat Road & Broken Head Rd, Broken Head,

on Sunday 16 February 1997 from 4.00 pm - 6.30 pm with a 'bring-food-to-share' supper and 'social' to follow.

The Broken Head Protection Committee has been an unincorporated association for over ten years, fighting to protect the natural and cultural heritage values of the Broken Head area. Our 'unincorporation' limits our possibilities for legal actions and our eligibility for government grants. Late in '96 the BHPC agreed to take the necessary steps to become incorporated under the NSW <u>Associations Incorporation Act 1984</u>. At its last meeting on 15 January '97, the BHPC resolved to be 'taken over' by the proposed incorporated association - to be known as the Broken Head Protection Association Inc.

The purpose of the meeting is to form the new incorporated association, adopt Aims & Objectives and elect the first Management Committee. Would you like to be on the management committee? The management committee of the proposed Broken Head Protection Association Inc. will undertake the bulk of the group's work and will be known as (wait for it) the Broken Head Protection Committee! (Novel huh?!) BHPA membership fees (\$20.00 or \$10.00 self-selecting concession) can be paid at the meeting.

The management committee is proposed to be 4 general committee members plus four officers of the Association: Convenor, Secretary, Treasurer, and Public Officer. A Constitution has been drafted and will be available at the meeting on the 16/2/97. Anyone wishing to obtain this 4th draft beforehand, should call J. Corkill 066 224 737. This draft Constitution will be discussed but may not finalised at this first meeting. Its completion is a pre-requisite for the BHPA to become formally incorporated.

This meeting will not be 'public'. You're among only a limited number of people who have been invited. Please attend & become a 'foundation member' of the new BHPA.

See over for a rough draft Agenda for the meeting. See you there! J.R. Covkill.

John R Corkill 16/1/97

SS chner @ scu: edu. au. Broken Head Protection Association PO-Box-812, Byron-Bay_NSW 2481. Draft AGENDA the BHPA's Inaugural Meeting 3.30 pm Gather 4.00 pm Begin Facilitator and Minutes Taker: Present: Apologies: Initial Business to form the BHP Association Proposal to form the BHPA Proposal to adopt a Mission Statement, Aims and Objectives Proposal to adopt draft 4 of the Constitution on an Interim basis Proposal that those present (who wish to), pay the membership fee and be listed as BHPA 'foundation members' Proposal to set annual membership fee at \$20.00 or \$10.00 (self-selecting concession) **Election of Inaugural Management Committee** Proposal to complete the process of applying for incorporation Proposal to take out Public Liability Insurance Brief Report on Business Arising from the BHPC meeting of 15 January 1997. including: Proposed track construction options 'On site' meetings reports Progress on Plan of Management BHNR Update on local development proposals Latest on Broken Head draft LES and draft LEP amendment Correspondence Finance report **New Urgent Business** Next Meeting date: by 6.30 pm Close meeting 6.40 pm -> 9 ishStay on, have supper and interact socially! JKC 19/1977

- 1.1 The group is formed for the purpose of protecting the Broken Head area, and shall be named the Broken Head Protection Association Inc. hereafter also referred to as BHPA;
- 1.2 The area of immediate interest to the BHPA, is the Broken Head Area (BHA), defined as the land bounded:
 - a) to the north; by Cape Byron;
 - b) to the west: by the Pacific Highway;
 - c) to the south: by Lennox Head township; and
 - d) to the east: by NSW coastal waters (3 nautical miles),
- 1.3 Within the BHA, the following specific areas are of special concern to BHPA for the protection of their natural and cultural heritage values;
 - a) the Broken Head Nature Reseve, (hereafter referred to as BHNR or the Nature Reserve) and
 - b) the Tea Tree Lake Shereafter referred to as the Lake):
- d) and private lands adjacent to (a-c) above
 1.4 Consistent with its purpose, the Association shall pursue interests in wider activities that may have implications for the BHA, such as the policies and or laws applying in:
 - a) the Byron or Ballina Shire Councils;
 - b) the north coast generally, via Regional Environment Plans, TCM plans, etc;
 - New South Wales as administered by the NSW Government;
 - d) the jurisdiction of the Commonwealth Government'; and / or
 - e) bi-lateral and multi-party international agreements, treaties or protocols, as appropriate.

2.0 Aims & Objectives

2.1 BHPA (endorses the National Strategy for Ecologically Sustainable Development and has as its general aim the achievement of ecological sustainability through the appropriate management of the Broken Head Area, including the Nature Reserve, the Lake and adjacent lands;

as defined in Appendix !

2.2 The specific aims of BHPA shall be to:

a) ensure the preservation and long-term survival of a diverse range of native species and natural eco-systems within the Broken Head area; when the consultant consu

- b) ensure that members of the public and Protestal adjacent land holders have adequated input into the management of the BHA and the BH. Nature Reserve, the Lendx heath/ and other well-day public land;
- c) encourage local landholders to manage their private land on an ecologically sustainable basis, to both protect and enhance the natural and cultural heritage values of the Broken Head area generally, including the Reserve, the Lake,
- d) recognise and respect the rights and responsibilities of aboriginal people in land management and to co-operate with Aboriginals people in land management in the
- Broken Head area, as appropriate;
 The objectives of BHPA shall be to:

 a) advocate for the protection of bio-diversity and achievement of ecologically sustainable management in the Broken Head area;
- seek the preparation, adoption and implementation of appropriate planning for effective management of the Broken Head Area, including Plans of Management for Broken Hd Nature Reserve and the Tea Tree Lake system;
- seek the preparation, adoption and implementation of Conservation Agreements, under the <u>National Parks and Wildlife Act</u>, and other appropriate management plans for private lands in the Broken Head area;
- d) publicly comment upon development proposals in the Broken Head area, Byron Shire, the north coast and NSW generally;
- e) participate in public decision making processes related to land management policies for public and private land in the Broken Head area, Byron Shire, the north coast and NSW generally;
- to take appropriate action to encourage and ensure the protection and conservation of the natural and cultural heritage values of the Reserve, the Lakes and other land in the Broken Head area;
- g) affiliate and associate with other community based non-government organisations (NGOs) or business or government enterprises which share similar aims and objectives.

2.2(f) To raise public awareness of the value of protecting the BH area's natural a cultural heritage.

2.2(e) To pursue the repair + restoration of natural horstage values of environmentally degraded lands.

- 1.1 The group is formed for the purpose of protecting the Broken Head area, and shall be named the Broken Head Protection Association Inc. hereafter also referred to as BHPA;
- 1.2 The area of immediate interest to the BHPA, is the Broken Head Area (BHA), defined as the land bounded:
 - a) to the north: by Cape Byron;
 - b) to the west: by the Pacific Highway;
 - c) to the south: by Lennox Head township; and
 - d) to the east: by NSW coastal waters (3 nautical miles).
- 1.3 Within the BHA, the following specific areas are of special concern to BHPA for the protection of their natural and cultural heritage values;
 - the Broken Head Nature Reseve, (hereafter referred to as BHNR or the Nature Reserve) and
 - b) the Tea Tree Lake (hereafter referred to as the Lake);
 - c) the heathlands north of Lennox Head.
- 1.4 Consistent with its purpose, the Association shall pursue interests in wider activities that may have implications for the BHA, such as the policies and or laws applying in:
 - a) the Byron or Ballina Shire Councils;
 - b) the north coast generally, via Regional Environment Plans, TCM plans, etc;
 - New South Wales as administered by the NSW Government;
 - d) the jurisdiction of the Commonwealth Government'; and / or
 - e) bi-lateral and multi-party international agreements, treaties or protocols, as appropriate.

2.0 Aims & Objectives

2.1 BHPA endorses the National Strategy for Ecologically Sustainable Development and has as its general aim the achievement of ecological sustainability through the appropriate management of the Broken Head Area, including the Nature Reserve, the Lake and adjacent lands;

2.2 The specific aims of BHPA shall be to:

- a) ensure the preservation and long-term survival of a diverse range of native species and natural eco-systems within the Broken Head area;
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- to take appropriate action to encourage and ensure the protection and conservation of the natural and cultural heritage values of the Reserve, the Lake, and other land in the Broken Head area;
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 - a) the Broken Head Nature Reseve, (hereafter referred to as BHNR or the Nature Reserve) and
 - b) the Tea Tree Lake (hereafter referred to as the Lake);
 - c) the heathlands north of Lennox Head.
- 1.4 Consistent with its purpose, the Association shall pursue interests in wider activities that may have implications for the BHA, such as the policies and or laws applying in:
 - a) the Byron or Ballina Shire Councils;
 - b) the north coast generally, via Regional Environment Plans, TCM plans, etc;
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Broken Head Protection Association Inc.

A local member group of the North Coast Environment Council Inc. PO Box ??? Byron Bay NSW 2481. Ph (066) 877 ???

CONSTITUTION

Draft 3 as @ 19/11/1996

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- 1.4 Consistent with its purpose, the Committee shall pursue interests in wider activities that may have implications for the BHA, such as the policies and or laws applying in:
 - the Byron Shire Council; (hereafter referred to as BSC or the Council);
 - b) the north coast generally, via Regional Environment Plans, TCM plans, etc;
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3.0 Powers

- 3.0 The Broken Head Protection Association Inc. shall be empowered to:
- 3.1 publicly promote its Aims & Objectives;
- 3.2 liaise with native titleholders and aboriginal people and organisations generally to seek better understanding of indigenous natural resource management;
- 3.3 speak publicly, issue news releases and comment to media;
- 3.4 develop and implement community information and education campaigns;
- 3.5 enter into contracts and agreements to further its Objectives;
- 3.6 raise and expend funds in pursuit of its Objectives or policies;
- 3.7 appoint committees to carry on projects for BHPA between general meetings;
- 3.7 make formal written delegations of authority to appropriate members of BHPA to exercise the powers of the Committee, which shall specify the powers delegated, the period of delegation, and other appropriate conditions;
- 3.8 employ staff and engage consultants, where appropriate, to pursue approved projects consistent with BHPA objectives;
- 3.9 make and adopt 'standing orders' for
 - a) conducting its meetings;
 - b) electing Officers & filling casual vacancies;
 - c) preparation and issue of media releases;
 - d) publishing a BHPA Newsletter;
 - e) approving expenditure and paying accounts;
 - f) drafting, considering & adopting policies;
 - g) resolving disputes & mediating conflict;
 - h) other purposes which further its Objectives;

4.0 Members

4.1 Membership

- 4.1.1 Membership of BHPA is open to people who:
 - endorse this Constitution and the principles of ecologically sustainable development (ESD);
 - are concerned about and committed to conservation of the natural heritage values of the Broken Head area, the Nature Reserve

- & adjacent areas, and in Byron Shire generally; and
- c) apply for membership, pay the membership and any application fee prescribed by BHPA, and are approved as a member by BHPA at a general meeting by consensus or 75% of financial members present at that meeting.
- 4.1.2 Any financial member of BHPA may vote in any ballot, or at the next meeting of BHPA after their application for membership has been accepted;
- 4.1.3 Any member may nominate for election at the AGM to any office within BHPA;

4.2 Members Register and fees

- 4.2.1 The Secretary shall enter the name, address and any phone number, and the date of the admission of the new member, in the Register of Members;
- 4.2.2 The Register of Members shall be kept and maintained by the Secretary who shall make it available for inspection, free of charge, by any BHPA member at any reasonable hour upon giving two hours notice.
- 4.2.3 applicants for membership must pay the annual membership fee and any membership application fee;
- 4.2.4 the AGM shall set the annual membership fee, and any membership application fee;
- 4.2.5 the membership year shall commence on 1
 July each year. New members who join after
 1 January may pay half the annual
 membership fee;
- 4.2.6 membership is renewable annually by paying the membership fee due on 1 July. Members shall remain financial until 31 August in the next financial year.
- 4.2.7 the liability of the member of BHPA towards the payment of the debts and liabilities of the BHPA or the costs, charges and expenses of winding up BHPA, shall be limited to the amount, if any, unpaid by the member in respect of BHPA membership fees.

4.3 Unfinancial Members

- 4.3.1 From 1 September in any year, members who do not renew their membership by paying the annual fee are deemed to be unfinancial and cannot vote at any meeting or in any ballot held by BHPA;
- 4.3.2 Status as a financial member can be regained by paying the full annual fee within the current membership year,

4.3.3 On 1 July of any year, after 12 months of nonpayment of membership fees, any unfinancial members shall be sent a letter prepared by the Treasurer, advising the member that theyneed to pay a specified amount by a specified date or their membership will be cancelled and they will need to re-apply to re-join BHPA;

4.4 Termination of Membership

- 4.4.1 Membership of BHPA may be terminated by:
 - a) a member providing written advice of their resignation to the Secretary;
 - cancellation of membership due to nonpayment of membership fees;
 - c) expulsion from BHPA under s.14.2 below;
 - d) the death of a member.

5.0 Disputes and Mediation

- 5.1 disputes involving BHPA members, or BHPA, shall be attempted to be resolved in a fair and timely manner in accordance with any relevant 'dispute resolution' or conflict mediation procedures adopted under s.3.9.g above;
- 5.2 members of BHPA shall exercise their best endeavours to afford natural justice, mediate, reconcile and resolve any disputes;
- 5.3 members of BHPA shall not comment publicly upon, and will maintain the confidentiality within BHPA in regard to, any dispute between members of BHPA, between BHPA and any of its members, or between BHPA and any other group;
- 5.4 members of BHPA shall not pursue disputes with other persons or groups on behalf of the BHPA, except with the support & agreement of BHPA;
- 5.5 disputes between BHPA with other persons or organisations shall be considered at a general meeting and addressed in the first instance through correspondence;
- 5.6 where this action is not possible or appropriate, or does not resolve the dispute, the matter shall be placed on the agenda of the next BHPA meeting.

6.0 Committee of Management

6.1 The affairs of the BHPA shall be controlled and managed by a committee of management to be known as the Broken Head Protection Committee (BHPC).

- 6.2 The committee of management shall act at all times in accordance with:
 - the <u>Associations Incorporation Act 1984</u> (hereafter referred to as 'the Act') and its Regulations,
 - b) this Constitution and any relevant standing orders or policies of the BHPA;
 - c) resolutions carried and agreements reached at general meetings or an AGM;
 - d) any proper written delegation of authority;
- 6.3 The Committee shall have, in addition to association's powers cited at section 3 above, the power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the association.
- 6.4 The Committee shall consist of the officers of the BHPA and four (4) committee members elected at the AGM.

7.0 Meetings and Decision Making

7.1 General Meetings

- 7.1.1 A minimum of 4 general meetings of BHPA shall be held in any year; each to be held in a separate month;
- 7.1.2 Additional meetings may be held from time to time as decided by the general meeting;
- 7.1.3 The Secretary shall call a general meeting after receiving a written request for such a meeting signed by 5 financial members;
- 7.1.4 The Secretary shall provide Notice of, and a draft Agenda for, any general meeting to all members, at least 7 days prior to the proposed date of the general meeting:
- 7.1.5 A quorum for a general meeting shall be 5 financial members or where membership of BHPA exceeds 50, 10 financial members;

7.2 Committee Meetings

- 7.2.1 A minimum of 6 meetings of the BHPA's Committee shall be held in any year;
- 7.2.2 The Committee may decide from time to time to hold additional Committee meetings;
- 7.2.3 The Secretary shall call a Committee meeting after 3 Committee members request it, and shall give 7 days written notice of the meeting to all members of the Committee;
- 7.2.4 A quorum for a Committee meeting shall be 3 financial members.

7.3 Decision Making

- 7.3.1 At every general meeting the Convenor shall call for volunteers, and if necessary, elect a facilitator and minutes taker for that meeting as its first item of business;
- 7.3.2 Minutes of the all meetings of BHPA shall include records of those present, apologies, corrections to & adoptions of previous minutes, proposals carried by consensus and such other notes as the meeting sees fit to include from time to time;
- 7.3.3 BHPA shall conduct all their meetings on a consensus basis and in accordance with a 'consensus meeting procedure' prepared and adopted under s.3.9a above;
- 7.3.4 Any decision which cannot be resolved via consensus processes, will be determined by a resolution carried by a vote of 75% of members present, by way of show of hands.
- 7.3.5 Decisions taken at meetings of the BHPA will be made by the financial members present, and those not present may not exercise proxy votes.
- 7.3.6 Meetings of the committee of management and other duly appointed committees of BHPA shall conduct their meetings in a manner consistent with procedures for general meetings, or otherwise in accordance with section 7.3.4 above;
- 7.3.7 Each general meeting or committee meeting shall decide the time, place and date of the next meeting or meetings;

7.4 Lack of Quorum at meetings

- 7.4.1 If within half an hour after the appointed time for the commencement of a meeting, the appropriate quorum is not present, the meeting is to stand adjourned to the same day in the following week at the same time (unless another place is specified at the time of adjournment and proper notice given to members) at the same place.
- 7.4.2 If, at an adjourned meeting, a quorum is not present within half an hour after the appointed time for the commencement of a meeting, three (3) members shall constitute a quorum for a general meeting, and two (2) members of the committee of management shall constitute a quorum for a meeting of the committee of management.

8.0 Annual General Meeting

- 8.1 The first general meeting in September each year shall be the Annual General Meeting (AGM);
- 8.2 The date, time and place of the AGM shall be set at a meeting held in July or August;
- 8.3 Notice of, and a draft Agenda for, the AGM shall be provided in writing to all members by the Secretary at least 14 days prior to the proposed date of the AGM;
- 8.4 a quorum for the AGM shall be 10 financial members or where membership of BHPA exceeds 50, 25% of financial members;
- 8.5 the Convenor shall assist the AGM to elect a facilitator and minutes taker for that meeting as the first item of business;
- 8.6 minutes of the meetings of BHPA AGM shall include records of those present, apologies, corrections to previous minutes, proposals carried by consensus and such other notes as the AGM sees fit to include from time to time;
- 8.7 the AGM shall be conducted on a consensus basis and in accordance with a 'consensus meeting procedure' prepared and adopted under s.3.9a above;
- 8.8 Decisions which cannot be resolved via consensus processes, will be determined by a resolution carried by a vote of 75% of members present, by way of show of hands.
- 8.9 the Agenda of the AGM shall include:
 - a) the Minutes of the Last AGM;
 - b) Business Arising from those minutes;
 - c) the presentation of the Annual Report and Annual Financial Statement;
 - d) the election of the Committee & Officers;
 - e) consideration of any proposed amendments to this Constitution;
 - f) any matters arising under s.26(6) of the Act;

9.0 Delegation of Powers

- 9.1 BHPA at a general meeting, or the committee of management at a BHPC meeting, may, by written notice, delegate the exercise of such functions or powers of BHPA as may be specified in the written notice, other than:
 - a) this power of delegation;
 - b) a function which is a duty imposed on BHPA by the Act or any other law.
- 9.2 A function, the exercise of which has been delegated to a person or a committee, may while the delegation remains unrevoked, be exercised from time to time by the sub-person or committee in accordance with the terms of the delegation;

- 9.3 a delegation under this section may be made subject to such conditions or limitations as to the exercise of any function or power, as may be specified in the written notice of delegation;
- 9.4 notwithstanding any delegation, the BHPA or its Committee of management, may continue to exercise any power or function otherwise duly delegated;
- 9.5 any act or thing done, or sufferred to be done by a person or committee, acting under the exercise of its delegated power, shall have the same force and effect as it would have had if it had been done or suffered by the BHPA as a whole;
- 9.6 any written notice of delegation may be revoked, in whole or part.

10.0 Officers

10.1 General

- 10.1.1 the Officers of BHPA shall be Secretary, Treasurer, Convenor, and Public Officer;
- 10.1.2 the Officers, except for the Public Officer, and four (4) committee members shall be elected annually at the AGM in accordance with any standing order adopted under s.3.9b above;
- 10.1.3 the Public Officer shall be elected at the inaugaral general meeting and shall be reelected upon the position becoming vacant in accordance with the Act;
- 10.1.4 no person, other than the Public Officer, may serve more than 2 consecutive years in any office;
- 10.1.5 an Officer's or committee member's position, may be declared vacant by carrying a resolution to that effect by:
 - a) consensus decision at any general meeting, or
 - failing consensus, by decision taken by 75% of the financial members present at the next general meeting;

10.2 The Secretary

- 10.2.1 The Secretary shall be responsible for
- a) maintaining an up-to-date Register of Members of BHPA;
- the preparation of minutes of general meetings and AGMs;
- c) the preparation of agendas, notices and business papers for meetings of BHPA;

- d) receiving and reporting to the next general or Committee meeting on mail or other correspondence addressed to BHPA and on any other business carried out on behalf of BHPA since the last meeting;
- e) maintaining up-to-date copies of BHPA's Constitution, 'standing orders' and policies;
- f) ensuring BHPA acts in accordance with the requirements of the various NSW and Commonwealth laws;
- giving notice of and calling an unscheduled general meeting where a written request for such a meeting, signed by 5 financial members has been received by the Secretary;
- h) preparing advice of appointment of delegates;
- acting as spokesperson for BHPA generally;

10.3 The Treasurer

- 10.3.1 The Treasurer shall be responsible for:
- maintaining an 'administrative' account at a financial institution on behalf of BHPA;
- b) maintaining a 'fundraising' account at a financial institution on behalf of BHPA;
- providing a financial report to each general meeting and an Annual Financial Statement to the AGM, on all financial business carried out on behalf of BHPA;
- d) submitting all accounts due to a general meeting for approval for payment;
- e) paying all accounts owed by BHPA;
- collecting and appropriately depositing in its accounts all monies due to and /or received by BHPA;
- ensuring that the adequate records, via books and accounts, are kept showing the financial affairs of BHPA, including full details of all receipts and expenditures of BHPA;

10.4 The Convenor

- 10.4.1 The Convenor shall be responsible for:
- a) the election of a facilitator at the beginning of each meeting;
- b) preparing, in consultation with the Secretary, Treasurer and any committees appointed under s.3.7 above, a written Annual Report which includes an Annual Financial Statement:
- c) liaison with other member groups of North Coast Environment Council Inc.;

CONSTITUTION

10.5 The Public Officer

- 10.5.1 The Public Officer shall be elected at the first general meeting of BHPA in accordance with the Act and shall remain in office until they resign or die.
- 10.5.2 The Public Officer shall ensure that BHPA Officers discharge their duties and fulfill their legal requirements under the Act;
- 10.5.3 the Public Officer shall keep in his or her custody or control, all records, books & other documents relating to BHPA.

10.6 Casuai Vacancies -Officers & Committee Members

- 10.6.1 A casual vacancy occurs when an Officer or committee member of the BHPA:
 - dies;
- ceases to be a member of BHPA:
- becomes an insolvent under administration within the meaning of the Companies NSW
- provides a written resignation letter to the d) Secretary, or in the event of the Secretary's resignation, the Convenor;
- is removed from office by a motion under s. above;
- becomes of unsound mind or a person whose person or estate is liable to be dealt with under the law relating to mental health; or
- is absent, without consent of BHPA, from all meetings of BHPA for a period of 6 months.
- 10.6.2 A casual vacancy shall be filled at the next general meeting by the Convenor, Secretary, calling for nominations for the vacant position;
- A nomination may be made verbally or in writing and requires a proposer and seconder for the nominee.
- Where only one nomination is recieved to fill a casual vacancy, the Convenor or Secretary shall declare the nominee elected:
- Where more than one candidate nominates for a vacant position, the Convenor, or Secretary, shall conduct a secret ballot to elect a person to fill the vacancy;

11.0 Finance

11.1 The funds of the BHPA are to be derived from entrance fees, donations and annual subscriptions of members, and from other sources as agreed to in a resolution of the association or as determined by the Committee from time to time.

- 11.2 The finances of BHPA shall be accounted for through the creation & operation of an account at a recognised financial institution;
- The signatories to BHPA account shall be the 11.3 members of the Committee and signatories of the Treasurer and any one other Committee member shall be required to operate the BHPA accounts;
- Funds received from any source for the benefit 11.4 of BHPA shall be immediately referred to the Treasurer or Secretary, for the issuing of a receipt and the banking of the funds;
- 11.5 The financial records of BHPA shall be audited annually and an annual financial statement presented to the AGM;
- The expenditure of BHPA funds, to pay a bill 11.6 or incur expenses, shall be consistent with BHPA Objectives & shall require a relevant resolution to be agreed by consensus or otherwise by a vote carried by 75% of members at a general meeting or a Committee meeting;
- 11.7 The Treasurer shall be responsible for properly BHPA's financial operating accounts and in accordance with any relevant 'standing order' adopted under s.3.9e;

12.0 The Common Seal

- The common seal of BHPA shall be kept in 12.1 the custody of the Public Officer.
- 12.2 The common seal shall not be affixed to any instrument except by the authority of the BHPA or its committee of management;
- 12.3 the affixing of the common seal shall be attested to by the signatures of two members of the BHPA committee of management;

13.0 Insurance & Inspection of Books

- 13.1 The association shall effect and maintain insurance pursuant to section 44 of the Act;
- 13.2 In addition to the insurance required ubder 13.1 BHPA may effect and maintain other insurance
- 13.3 The records, books, files and other documents of the BHPA shall be open to inspection, free of charge, by a BHPA member at any reasonable hour, subject to 2 hours notice being given to the relevant officer.
- 13.4 The officers shall ensure that all BHPA documents, files and other records relevant to a general meetings business are present at and available to members during the AGM and all general meetings of BHPA;

14.0 Accountability Of Members

- 14.1 Where a member of BHPA
 - a) is concerned that another member has failed to act in accordance with this Constitution, any 'standing orders' made under s3.9 above, or commits an act contrary to the Constitution or Standing Orders the issue will be considered at a general meeting and an opportunity will be afforded to the member to respond to the concerns;
 - b) having responded to the concerns at a general meeting without resolving the concerns which have arisen, agrees to do so, the matter may be referred for action under a 'standing order' made under s.3.9g;
 - c) fails to satisfy the concerns of those members present, and the general meeting decides the circumstances warrant it, the member will be issued with a verbal warning by the facilitator of that meeting and advised of courses of action which could repair the situation;
- d) repeatedly breaches the constitution or 'standing orders' or commits acts which brings BHPA into disrepute, a general meeting may decide to initiate the procedure for expulsion of the member.
- 14.2 The procedure for expulsion of a member shall be as follows;
 - a) the Secretary shall advise the member in writing of the alleged offence, stating courses of action which the member could take to repair the situation, and shall request a written response from the member within a specified period;
 - the letter advising the member of the alleged offence and any written response provided by the member, shall be tabled at the next general meeting for further consideration and any affected members heard;
 - c) where the next general meeting, having allowed an opportunity for the offending member to repair the situation, is of the opinion that expulsion of the member is required, the meeting may expel the member by a consensus decision, or failing consensus, by a resolution at the following meeting supported by 75% of the financial members present;

- 14.3 where a member has been expelled by a decision of the general meeting, the Secretary shall within 14 days of the decision, write to the offending member advising them of their expulsion from BHPA;
- 14.4 having been expelled from BHPA, a person may not apply for re-admission as a member for a period of 12 months from the date of the general meeting which expelled them;

15.0 Policy

- 15.1 BHPA may adopt its own policies consistent with the principles of ESD;
- 15.2 'Standing orders' for preparing and adopting local policies for BHPA may be adopted under s.3.9f above;
- 15.3 BHPA may endorse, adopt and promote the policies of the North Coast Environment Council Inc. or the Nature Conservation Council of NSW, consistent with the principles of ESD, as their own.

16.0 Constitutional Change

- 16.1 Changes to this Constitution may be made at the Annual General Meeting of BHPA by submitting to the Secretary:
 - a) at least 21 days prior to the date of the AGM;
 - a written proposal which dearly states the proposed amendment, and
 - ii) a written argument for the amendment no longer than one A4 page;
- 16.2 Where the Secretary, receives a proposed amendment to this Constitution, they shall:
 - a) provide a copy of the proposal and supporting argument to each member with the Notice of the AGM and the AGMs draft agenda;
 - b) include the proposal for Constitutional amendment on the draft agenda for the ACM;
- 16.3 the proposed amendment may be altered at the AGM, consistent with consensus decisionmaking practice, provided that such alterations do not completely refocus or substantially enlarge the scope of the original proposal;
- 16.4 to succeed, the proposed Amendment must be agreed to by consensus or, failing the obtaining of consensus, by its acceptance by 75% of the financial members present.

17.0 Dissolution and Winding Up

- 17.1 At its first general meeting, BHPA shall adopt a proposal, by carrying a formal motion, nominating an incorporated association, which meets the requirements of s. 53(2)(a)-(c), as the association in which to invest its surplus property in the event of the winding up or cancellation of the incorporation of the BHPA;
- 17.2 Proposals to dissolve and wind up BHPA may only be made at the Annual General Meeting of BHPA by submitting to the Secretary:
 - a) at least 21 days prior to the date of the AGM;
 - b) a written proposal which clearly states that BHPA be now dissolved and wound up, and
 - a written argument for the dissolution and winding up, no longer than one A4 page;
- 17.3 Where the Secretary, receives a proposal to dissolve & wind up BHPA, they shall:
 - a) provide a copy of the proposal and supporting argument to each member with the Notice of the AGM and the AGMs draft agenda;
 - include the proposal for dissolution and winding up on the draft agenda for the AGM;
- 17.4 to succeed, the proposal to dissolve and wind up BHPA must be agreed to by consensus or, failing the obtaining of consensus, by its acceptance by 75% of the financial members present;
- 17.5 Upon the agreement of the BHPA to windup and dissolve, the officers of BHPA shall take all necessary steps to windup all accounts and shall forward any remaining funds to the association named pursuant to section 17.1 above.

...ends

PLEASE note any amendments on this Third Draft (which now incorporates earlier comments and recommendations by BHPC legal adviser) & prepare to attend a meeting of BHPC to consider, amend and adopt this Constitution and the incorporation of the BHPAssociation.

Written comments to JR Corkill @ Big Scrub EC, 149 Keen St, Lismore, 2480. or fax them on 066 224 737.

ends!

Harry B's

Broken Head Protection Association Inc.

A local member group of the North Coast Environment Council Inc. PO Box ??? Byron Bay NSW 2481. Ph (066) 877 ???

CONSTITUTION

Draft 3 as @ 19/11/1996

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- 1.1 The group is formed for the purpose of protecting the Broken Head area, and shall be named the Broken Head Protection Association Inc. hereafter also referred to as BHPA:
- 1.2 The area of immediate interest to the BHPA, is the Broken Head Area (BHA), defined as the land bounded:
 - a) to the north: by Cape Byron;
 - b) to the west: by the Pacific Highway;
 - c) to the south: by Lennox Head township; and
 - d) to the east: by NSW coastal waters (3 nautical miles),
- 1.3 Within the BHA, the following specific areas are of special concern to BHPA for the protection of their natural and cultural heritage values;
 - a) the Broken Head Nature Reseve, (hereafter referred to as BHNR or the Nature Reserve) and
 - b) Taylor's Lake (hereafter referred to as the Lake);
- 1.4 Consistent with its purpose, the Committee shall pursue interests in wider activities that may have implications for the BHA, such as the policies and or laws applying in:
 - a) the Byron Shire Council; (hereafter referred to as BSC or the Council);
 - b) the north coast generally, via Regional Environment Plans, TCM plans, etc;
 - New South Wales as administered by the NSW Government;
 - d) the jurisdiction of the Commonwealth Government'; and / or
 - e) bi-lateral and multi-party international agreements, treaties or protocols, as appropriate.

2.0 Aims & Objectives

2.1 BHPA endorses the National Strategy for Ecologically Sustainable Development and has as its general aim the achievement of ecological sustainability through the appropriate management of the Broken Head Area, the Nature Reserve, the Lake and adjacent lands;

2.2 The specific aims of BHPA shall be to:

- a) ensure the preservation and long-term survival of a diverse range of native species and natural eco-systems within the Broken Head area;
- b) ensure that members of the public and adjacent land holders have adequate input into the management of the BHA and the BH Nature Reserve:
- c) encourage local landholders to manage their land on an ecologically sustainable basis, to both protect and enhance the natural and cultural heritage values of the Broken Head area generally, the Reserve, the Lake-and nearby private land; and across.
- d) recognise and respect the rights and responsibilities of abortainal people in management of traditional areas and to co-operate with indigerous people in land management in the Broken Head area; as appropriate;

2.2 The objectives of BHPA shall be to:

- a) act as the public advocate and community conscience for the protection of bio-diversity and achievement of ecologically sustainable management in the Broken Head area;
- b) seek the preparation, adoption and implementation of appropriate planning for effective management of the Broken Head Area, including Plans of Management for Broken Hd Nature Reserve and the Taylors Lake system;
- c) seek the preparation and adoption of Conservation Agreements, under the National Parks and Wildlife Act, and the implementation of appropriate management plans for private lands in the Broken Head area;
- d) publicly comment upon development proposals in the Broken Head area, Byron Shire, the north coast and NSW generally;
- e) participate in public decision making processes related to land management policies for public and private land in the Broken Head area, Byron Shire, the north coast and NSW generally;
- f) to take appropriate action to encourage and ensure the protection and conservation of the natural and cultural heritage values of the Reserve, the Lake, and private land in the Broken Head area;
- g) affiliate and associate with other community based non-government organisations (NGOs) or business or government enterprises which share similar aims and objectives.

indigenous.

Aboriginal

Proper

3.0 Powers

- 3.0 The Broken Head Protection Association Inc. shall be empowered to:
- publicly promote its Aims & Objectives;
- 3.2 liaise with native titleholders and people and organisations generally to seek better understanding of indigenous patural resource management.
 - speak publicly, issue news releases and comment to media;
- 3.4 develop and implement community information and education campaigns;
- 3.5 enter into contracts and agreements to further its Objectives;
- 3.6 vraise and expend funds in pursuit of its Objectives or policies;
- appoint committees to carry on projects for BHPA between general meetings;
- 3.7 make formal written delegations of authority to appropriate members of BHPA to exercise the powers of the committee, which shall specify the powers delegated, the period of delegation, and other appropriate conditions;
- 3.8 employ staff and engage consultants, where appropriate, to pursue approved projects consistent with BHPA objectives;
- 3.9 make and adopt 'standing orders' for
 - a) conducting its meetings;
 - b) electing Officers & filling casual vacancies;
 - c) preparation and issue of media releases;
 - d) publishing a BHPA Newsletter;
 - e) approving expenditure and paying accounts;
 - f) drafting, considering & adopting policies;
 - g) resolving disputes & mediating conflict;
 - h) other purposes which further its Objectives;

4.0 Members

4.1 Membership

- 4.1.1 Membership of BHPA is open to people who:
 - a) endorse this Constitution and the principles of ecologically sustainable development (ESD);
 - are concerned about and committed to conservation of the natural heritage values of the Broken Head area, the Nature Reserve

- & adjacent areas, and in Byron Shire generally; and
- c) apply for membership, pay the membership and any application fee prescribed by BHPA, and are approved as a member by BHPA at a general meeting by consensus or 75% of financial members present at that meeting.
- 4.1.2 Any financial member of BHPA may vote in any ballot, or at the next meeting of BHPA after their application for membership has been accepted;
- 4.1.3 Any member may nominate for election at the AGM to any office within BHPA;

4.2 Members Register and fees

- 4.2.1 The Secretary shall enter the name, address and any phone number, and the date of the admission of the new member, in the Register of Members;
- 4.2.2 The Register of Members shall be kept and maintained by the Secretary who shall make it available for inspection, free of charge, by any BHPA member at any reasonable hour upon giving two hours notice.
- 4.2.3 applicants for membership must pay the annual membership fee and any membership application fee;
- 4.2.4 the AGM shall set the annual membership fee, and any membership application fee;
- 4.2.5 the membership year shall commence on 1
 July each year. New members who join after
 1 January may pay half the annual
 membership fee;
- 4.2.6 membership is renewable annually by paying the membership fee due on 1 July. Members shall remain financial until 31 August in the next financial year.
- 4.2.7 the liability of the member of BHPA towards the payment of the debts and liabilities of the BHPA or the costs, charges and expenses of winding up BHPA, shall be limited to the amount, if any, unpaid by the member in respect of BHPA membership fees.

4.3 Unfinancial Members

- 4.3.1 From 1 September in any year, members who do not renew their membership by paying the annual fee are deemed to be unfinancial and cannot vote at any meeting or in any ballot held by BHPA;
- 4.3.2 Status as a financial member can be regained by paying the full annual fee within the current membership year,

4.3.3 On 1 July of any year, after 12 months of non-payment of membership fees, any unfinancial members shall be sent a letter prepared by the Treasurer, advising the member that they need to pay a specified amount by a specified date or their membership will be cancelled and they will need to re-apply to re-join BHPA;

4.4 Termination of Membership

- 4.4.1 Membership of BHPA may be terminated by:
 - a) a member providing written advice of their resignation to the Secretary;
 - cancellation of membership due to nonpayment of membership fees;
 - c) expulsion from BHPA under s.14.2 below;
 - d) the death of a member.

5.0 Disputes and Mediation

- 5.1 disputes involving BHPA members, or BHPA, shall be attempted to be resolved in a fair and timely manner in accordance with any relevant 'dispute resolution' or conflict mediation procedures adopted under s.3.9.g above;
- 5.2 members of BHPA shall exercise their best endeavours to afford natural justice, mediate, reconcile and resolve any disputes;
- 5.3 members of BHPA shall not comment publicly upon, and will maintain the confidentiality within BHPA in regard to, any dispute between members of BHPA, between BHPA and any of its members, or between BHPA and any other group;
- 5.4 members of BHPA shall not pursue disputes with other persons or groups on behalf of the BHPA, except with the support & agreement of BHPA;
- 5.5 disputes between BHPA with other persons or organisations shall be considered at a general meeting and addressed in the first instance through correspondence;
- 5.6 where this action is not possible or appropriate, or does not resolve the dispute, the matter shall be placed on the agenda of the next BHPA meeting.

6.0 Committee of Management

6.1 The affairs of the BHPA shall be controlled and managed by a committee of management to be known as the Broken Head Protection Committee (BHPC).

- 6.2 The committee of management shall act at all times in accordance with:
 - a) the Associations Incorporation Act 1984 (hereafter referred to as 'the Act') and its Regulations,
 - b) this Constitution and any relevant standing orders or policies of the BHPA;
 - resolutions carried and agreements reached at general meetings or an AGM;
 - d) any proper written delegation of authority;
- 6.3 The Committee shall have, in addition to association's powers cited at section 3 above, the power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the association.
- 6.4 The Sommittee shall consist of the officers of the BHPA and four (4) committee members elected at the AGM.

7.0 Meetings and Decision Making

7.1 General Meetings

- 7.1.1 A minimum of 4 general meetings of BHPA shall be held in any year; each to be held in a separate month;
- 7.1.2 Additional meetings may be held from time to time as decided by the general meeting;
- 7.1.3 The Secretary shall call a general meeting after receiving a written request for such a meeting signed by 5 financial members;
- 7.1.4 The Secretary shall provide Notice of, and a draft Agenda for, any general meeting to all members, at least 7 days prior to the proposed date of the general meeting;
- 7.1.5 A quorum for a general meeting shall be 5 financial members or where membership of BHPA exceeds 50, 10 financial members;

7.2 Committee Meetings

- 7.2.1 minimum of 6 meetings of the BHPA's committee shall be held in any year;
- 7.2.2 The Committee may decide from time to time to hate additional Committee meetings;
- 7.2.3 The Secretary shall call a Committee meeting after 3 Committee members request it, and shall give 7 days written notice of the meeting to all members of the Committee;
- 7.2.4 A quorum for a Committee meeting shall be 3 financial members.

7.3 Decision Making

- 7.3.1 At every general meeting the Convenor shall call for volunteers, and if necessary, elect a facilitator and minutes taker for that meeting as its first item of business;
- 7.3.2 Minutes of the all meetings of BHPA shall include records of those present, apologies, corrections to & adoptions of previous minutes, proposals carried by consensus and such other notes as the meeting sees fit to include from time to time;
- 7.3.3 BHPA shall conduct all their meetings on a consensus basis and in accordance with a 'consensus meeting procedure' prepared and adopted under s.3.9a above;
- 7.3.4 Any decision which cannot be resolved via consensus processes, will be determined by a resolution carried by a vote of 75% of members present, by way of show of hands.
- 7.3.5 Decisions taken at meetings of the BHPA will be made by the financial members present, and those not present may not exercise proxy votes.
- 7.3.6 Meetings of the committee of management and other duly appointed committees of BHPA shall conduct their meetings in a manner consistent with procedures for general meetings, or otherwise in accordance with section 7.3.4 above;
- 7.3.7 Each general meeting or committee meeting shall decide the time, place and date of the next meeting or meetings;

7.4 Lack of Quorum at meetings

- 7.4.1 If within half an hour after the appointed time for the commencement of a meeting, the appropriate quorum is not present, the meeting is to stand adjourned to the same day in the following week at the same time (unless another place is specified at the time of adjournment and proper notice given to members) at the same place.
- 7.4.2 If, at an adjourned meeting, a quorum is not present within half an hour after the appointed time for the commencement of a meeting, three (3) members shall constitute a quorum for a general meeting, and two (2) members of the committee of management shall constitute a quorum for a meeting of the committee of management.

8.0 Annual General Meeting

- 8.1 The first general meeting in September each year shall be the Annual General Meeting (AGM);
- 8.2 The date, time and place of the AGM shall be set at a meeting held in July or August;
- 8.3 Notice of, and a draft Agenda for, the AGM shall be provided in writing to all members by the Secretary at least 14 days prior to the proposed date of the AGM;
- 8.4 a quorum for the AGM shall be 10 financial members or where membership of BHPA exceeds 50, 25% of financial members;
- 8.5 the Convenor shall assist the AGM to elect a facilitator and minutes taker for that meeting as the first item of business;
- 8.6 minutes of the meetings of BHPA AGM shall include records of those present, apologies, corrections to previous minutes, proposals carried by consensus and such other notes as the AGM sees fit to include from time to time;
- 8.7 the AGM shall be conducted on a consensus basis and in accordance with a 'consensus meeting procedure' prepared and adopted under s.3.9a above;
- 8.8 Decisions which cannot be resolved via consensus processes, will be determined by a resolution carried by a vote of 75% of members present, by way of show of hands.
 - the Agenda of the AGM shall include:
 a) the Minutes of the Last AGM;
 - b) Business Arising from those minutes;
 - c) the presentation of the Annual Report and Annual Financial Statement;
 - d) the election of the Committee & Officers;
 - e) consideration of any proposed amendments to this constitution;
 - f) any matters arising under s.26(6) of the Act;

9.0 Delegation of Powers

9.2

- 9.1 BHPA at a general meeting, or the committee of management at a BHPC meeting, may, by written notice, delegate the exercise of such functions or powers of BHPA as may be specified in the written notice, other than:
 - a) this power of delegation;
 b) a function which is a duty imposed on BHPA by the Act or any other law.
 - A function, the exercise of which has been delegated to a person or a committee, may while the delegation remains unrevoked, be exercised from time to time by the sub-person or committee in accordance with the terms of the delegation;

- 9.3 a delegation under this section may be made subject to such conditions or limitations as to the exercise of any function or power, as may be specified in the written notice of delegation;
- 9.4 notwithstanding any delegation, the BHPA or its Committee of management, may continue to exercise any power or function otherwise duly delegated;
- any act or thing done, or sufferred to be done by a person or committee, acting under the exercise of its delegated power, shall have the same force and effect as it would have had if it had been done or suffered by the BHPA as a whole;
- 9.6 any written notice of delegation may be revoked, in whole or part.

10.0 Officers

10.1 General

- 10.1.1 the Officers of BHPA shall be Secretary, Treasurer, Convenor, and Rublic Officer;
- 10.1.2 the Officers, except for the Rublic Officer, and four (4) committee members shall be elected annually at the AGM in accordance with any standing order adopted under s.3.9b above:
- 10.1.3 the Rublic Officer shall be elected at the inaugaral general meeting and shall be reelected upon the position becoming vacant in accordance with the Act;
- 10.1.4 no person, other than the Rublic Officer, may serve more than 2 consecutive years in any office;
- 10.1.5 an Officer's or committee member's position may be declared vacant by carrying a resolution to that effect by:
 - a) consensus decision at any general meeting, or
 - failing consensus, by decision taken by 75% of the financial members present at the next general meeting;

10.2 The Secretary

- 10.2.1 The Secretary shall be responsible for
- a) maintaining an up-to-date Register of Members of BHPA;
- the preparation of minutes of general meetings and AGMs;
- the preparation of agendas, notices and business papers for meetings of BHPA;

- d) receiving and reporting to the next general or Committee meeting on mail or other correspondence addressed to BHPA and on any other business carried out on behalf of BHPA since the last meeting;
- e) maintaining up-to-date copies of BHPA's Constitution, 'standing orders' and policies;
- f) ensuring BHPA acts in accordance with the requirements of the various NSW and Commonwealth laws;
- g) giving notice of and calling an unscheduled general meeting where a written request for such a meeting, signed by 5 financial members has been received by the Secretary;
- h) preparing advice of appointment of delegates;
- i) acting as spokesperson for BHPA generally;

10.3 The Treasurer

- 10.3.1 The Treasurer shall be responsible for:
- a) maintaining an 'administrative' account at a financial institution on behalf of BHPA;
- b) maintaining a 'fundraising' account at a financial institution on behalf of BHPA;
- providing a financial report to each general meeting and an Annual Financial Statement to the AGM, on all financial business carried out on behalf of BHPA;
- d) submitting all accounts due to a general meeting for approval for payment;
- e) paying all accounts owed by BHPA;
- f) collecting and appropriately depositing in its accounts all monies due to and /or received by BHPA;
- g) ensuring that the adequate records, via books and accounts, are kept showing the financial affairs of BHPA, including full details of all receipts and expenditures of BHPA;

10.4 The Convenor

- 10.4.1 The Convenor shall be responsible for:
- a) the election of a facilitator at the beginning of each meeting:
- b) preparing, in consultation with the Secretary, Treasurer and any committees appointed under s.3.7 above, a written Annual Report which includes an Annual Financial Statement;
- c) / liaison with other member groups of North Coast Environment Council Inc.;

see over

10.5 The Public Officer

- 10.5.1 The rublic officer shall be elected at the first general meeting of BHPA in accordance with the Act and shall remain in office until they resign or die.
- 10.5.2 The Rublic Officer shall ensure that BHPA Officers discharge their duties and fulfill their legal requirements under the Act;
- 10.5.3 the Rublic Officer shall keep in his or her custody or control, all records, books & other documents relating to BHPA.

10.6 Casual Vacancies Officers & Committee Members

- 10.6.1 A casual vacancy occurs when an officer or committee member of the BHPA:
 - a) dies;
 - b) ceases to be a member of BHPA;
 - becomes an insolvent under administration within the meaning of the Companies NSW Code;
 - d) provides a written resignation letter to the Secretary, or in the event of the Secretary's resignation, the Convenor;
 - e) is removed from office by a motion under s. above;
 - becomes of unsound mind or a person whose person or estate is liable to be dealt with under the law relating to mental health; or
 - g) is absent, without consent of BHPA, from all meetings of BHPA for a period of 6 months.
- 10.6.2 A casual vacancy shall be filled at the next general meeting by the Convenor, or Secretary, calling for nominations for the vacant position;
- 10.6.3 A nomination may be made verbally or in writing and requires a proposer and seconder for the nominee.
- 10.6.4 Where only one nomination is received to fill a casual vacancy, the Convenor or Secretary shall declare the nominee elected;
- 10.6.5 Where more than one candidate nominates for a vacant position, the Convenor, or Secretary, shall conduct a secret ballot to elect a person to fill the vacancy;

11.0 Finance

11.1 The funds of the BHPA are to be derived from entrance fees, donations and annual subscriptions of members, and from other sources as agreed to in a resolution of the association or as determined by the Committee from time to time.

- 11.2 The finances of BHPA shall be accounted for through the creation & operation of an account at a recognised financial institution;
- 11.3 The signatories to BHPA account shall be the members of the Committee and signatories of the Treasurer and any one other Committee member shall be required to operate the BHPA accounts;
- 11.4 Funds received from any source for the benefit of BHPA shall be immediately referred to the Treasurer or Secretary, for the issuing of a receipt and the banking of the funds;
- 11.5 The financial records of BHPA shall be audited annually and an annual financial statement presented to the AGM;
- 11.6 The expenditure of BHPA funds, to pay a bill or incur expenses, shall be consistent with BHPA Objectives & shall require a relevant resolution to be agreed by consensus or otherwise by a vote carried by 75% of members at a general meeting or a Committee meeting;
- 11.7 The Treasurer shall be responsible for properly operating BHPA's financial accounts and in accordance with any relevant 'standing order' adopted under s.3.9e;

12.0 The Common Seal

- 12.1 The common seal of BHPA shall be kept in the custody of the Rublic Officer.
- 12.2 The common seal shall not be affixed to any instrument except by the authority of the BHPA or its committee of management;
- 12.3 the affixing of the common seal shall be attested to by the signatures of two members of the BHPA committee of management;

13.0 Insurance & Inspection of Books

- 13.1 The association shall effect and maintain insurance pursuant to section 44 of the Act;
- 13.2 In addition to the insurance required ubder 13.1 BHPA may effect and maintain other insurance
- 13.3 The records, books, files and other documents of the BHPA shall be open to inspection, free of charge, by a BHPA member at any reasonable hour, subject to 2 hours notice being given to the relevant officer.
- 13.4 The officers shall ensure that all BHPA documents, files and other records relevant to a general meetings business are present at and available to members during the AGM and all general meetings of BHPA;

14.0 Accountability Of Members

14.1 Where a member of BHPA

- a) is concerned that another member has failed to act in accordance with this constitution, any 'standing orders' made under \$3.9 above, or commits an act contrary to the constitution or Standing orders the issue will be considered at a general meeting and an opportunity will be afforded to the member to respond to the concerns;
- having responded to the concerns at a general meeting without resolving the concerns which have arisen, agrees to do so, the matter may be referred for action under a 'standing order' made under s.3.9g;
- c) fails to satisfy the concerns of those members present, and the general meeting decides the circumstances warrant it, the member will be issued with a verbal warning by the facilitator of that meeting and advised of courses of action which could repair the situation;
- d) repeatedly breaches the constitution or 'standing orders' or commits acts which brings BHPA into disrepute, a general meeting may decide to irritiate the procedure for expulsion of the member.
- 14.2 The procedure for expulsion of a member shall be as follows;
 - a) the Secretary shall advise the member in writing of the alleged offence, stating courses of action which the member could take to repair the situation, and shall request a written response from the member within a specified period;
 - the letter advising the member of the alleged offence and any written response provided by the member, shall be tabled at the next general meeting for further consideration and any affected members heard;
 - c) where the next general meeting, having allowed an opportunity for the offending member to repair the situation, is of the opinion that expulsion of the member is required, the meeting may expel the member by a consensus decision, or failing consensus, by a resolution at the following meeting supported by 75% of the financial members present;

- 14.3 where a member has been expelled by a decision of the general meeting, the Secretary shall within 14 days of the decision, write to the offending member advising them of their expulsion from BHPA;
- 14.4 having been expelled from BHPA, a person may not apply for re-admission as a member for a period of 12 months from the date of the general meeting which expelled them;

15.0 Policy

- 15.1 BHPA may adopt its own policies consistent with the principles of ESD;
- 15.2 'Standing orders' for preparing and adopting local policies for BHPA may be adopted under s.3.9f above;
- 15.3 BHPA may endorse, adopt and promote the policies of the North Coast Environment Council Inc. or the Nature Conservation Council of NSW, consistent with the principles of ESD, as their own.

16.0 Constitutional Change

- 16.1 Changes to this Constitution may be made at the Annual General Meeting of BHPA by submitting to the Secretary:
 - (a) at least 21 days prior to the date of the AGM;
 - i) a written proposal which dearly states the proposed amendment, and
 - ii) a written argument for the amendment no longer than one A4 page;
- 16.2 Where the Secretary, receives a proposed amendment to this Constitution, they shall:
 - a) provide a copy of the proposal and supporting argument to each member with the Notice of the AGM and the AGMs draft agenda;
 - b) include the proposal for Constitutional amendment on the draft agenda for the ACM;
- 16.3 the proposed amendment may be altered at the AGM, consistent with consensus decision-making practice, provided that such alterations do not completely refocus or substantially enlarge the scope of the original proposal;
- 16.4 to succeed, the proposed amendment must be agreed to by consensus or, failing the obtaining of consensus, by its acceptance by 75% of the financial members present.

17.0 Dissolution and Winding Up

- 17.1 At its first general meeting, BHPA shall adopt a proposal, by carrying a formal motion, nominating an incorporated association, which meets the requirements of s. 53(2)(a)-(c), as the association in which to invest its surplus property in the event of the winding up or cancellation of the incorporation of the BHPA;
- 17.2 Proposals to dissolve and wind up BHPA may only be made at the Annual General Meeting of BHPA by submitting to the Secretary:
 - a) at least 21 days prior to the date of the AGM;
 - b) a written proposal which clearly states that BHPA be now dissolved and wound up, and
 - c) a written argument for the dissolution and winding up, no longer than one A4 page;
- 17.3 Where the Secretary, receives a proposal to dissolve awind up BHPA, they shall:
 - a) provide a copy of the proposal and supporting argument to each member with the Notice of the AGM and the AGMs draft agenda.
 - b) include the proposal for dissolution and winding up on the draft agenda for the AGM;
- 17.4 to succeed, the proposal to dissolve and wind up BHPA must be agreed to by consensus or, failing the obtaining of consensus, by its acceptance by 75% of the financial members present;
- 17.5 Upon the agreement of the BHPA to windup and dissolve, the officers of BHPA shall take all necessary steps to windup all accounts and shall forward any remaining funds to the association named pursuant to section 17.1 above.

PLEASE note any amendments on this Third Draft (which now incorporates earlier comments and recommendations by BHPC legal adviser) & prepare to attend a meeting of BHPC to consider, amend and adopt this Constitution and the incorporation of the BHPAssociation.

Written comments to JR Corkill® Big Scrub EC, 149 Keen St, Lismore. 2480. or fax them on 066 224 737.

Check

draft 36

Broken Head Protection Association Inc.

A local member group of the North Coast Environment Council Inc.

PO Box ??? Byron Bay NSW 2481. Ph (066) 877 ???

CONSTITUTION

Draft 3 as @ 19/11/1996

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- 1.1 The group is formed for the purpose of protecting the Broken Head area, and shall be named the Broken Head Protection Association Inc. hereafter also referred to as BHPA;
- 1.2 The area of immediate interest to the BHPA, is the Broken Head Area (BHA), defined as the land bounded:
 - a) to the north: by Cape Byron;
 - b) to the west: by the Pacific Highway;
 - c) to the south: by Lennox Head township; and
 - d) to the east: by NSW coastal waters (3 nautical miles),
- 1.3 Within the BHA, the following specific areas are of special concern to BHPA for the protection of their natural and cultural heritage values;
 - the Broken Head Nature Reseve, (hereafter referred to as BHNR or the Nature Reserve)
 - b) Taylor's Lake (hereafter referred to as the Lake);
- 1.4 Consistent with its purpose, the Committee shall pursue interests in wider activities that may have implications for the BHA, such as the policies and or laws applying in:
 - a) the Byron Shire Council; (hereafter referred to as BSC or the Council);
 - b) the north coast generally, via Regional Environment Plans, TCM plans, etc;
 - New South Wales as administered by the NSW Government;
 - d) the jurisdiction of the Commonwealth Government'; and / or
 - e) bi-lateral and multi-party international agreements, treaties or protocols, as appropriate.

2.0 Aims & Objectives

2.1 BHPA endorses the National Strategy for Ecologically Sustainable Development and has as its general aim the achievement of ecological sustainability through the appropriate management of the Broken Head Area, the Nature Reserve, the Lake and adjacent lands;

2.2 The specific aims of BHPA shall be to:

- a) ensure the preservation and long-term survival of a diverse range of native species and natural eco-systems within the Broken Head area;
- ensure that members of the public and adjacent land holders have adequate input into the management of the BHA and the BH Nature Reserve;
- encourage local landholders to manage their land on an ecologically sustainable basis, to both protect and enhance the natural and cultural heritage values of the Broken Head area generally, the Reserve, the Lake and nearby private land;
- d) recognise and respect the rights and responsibilities of aboriginal people in management of traditional areas and to co-operate with indigenous people in land management in the Broken Head area, as appropriate;

2.2 The objectives of BHPA shall be to:

- a) act as the public advocate and community conscience for the protection of bio-diversity and achievement of ecologically sustainable management in the Broken Head area;
- seek the preparation, adoption and implementation of appropriate planning for effective management of the Broken Head Area, including Plans of Management for Broken Hd Nature Reserve and the Taylors Lake system;
- seek the preparation and adoption of Conservation Agreements, under the <u>National Parks and Wildlife Act</u>, and the implementation of appropriate management plans for private lands in the Broken Head area;
- d) publicly comment upon development proposals in the Broken Head area, Byron Shire, the north coast and NSW generally;
- e) participate in public decision making processes related to land management policies for public and private land in the Broken Head area, Byron Shire, the north coast and NSW generally;
- f) to take appropriate action to encourage and ensure the protection and conservation of the natural and cultural heritage values of the Reserve, the Lake, and private land in the Broken Head area;
- g) affiliate and associate with other community based non-government organisations (NGOs) or business or government enterprises which share similar aims and objectives.

3.0 Powers

- 3.0 The Broken Head Protection Association Inc. shall be empowered to:
- 3.1 publicly promote its Aims & Objectives;
- 3.2 liaise with native titleholders and aboriginal people and organisations generally to seek better understanding of indigenous natural resource management;
- 3.3 speak publicly, issue news releases and comment to media;
- 3.4 develop and implement community information and education campaigns;
- 3.5 enter into contracts and agreements to further its Objectives;
- 3.6 raise and expend funds in pursuit of its Objectives or policies;
- 3.7 appoint committees to carry on projects for BHPA between general meetings;
- 3.7 make formal written delegations of authority to appropriate members of BHPA to exercise the powers of the Committee, which shall specify the powers delegated, the period of delegation, and other appropriate conditions;
- 3.8 employ staff and engage consultants, where appropriate, to pursue approved projects consistent with BHPA objectives;
- 3.9 make and adopt 'standing orders' for
 - a) conducting its meetings;
 - b) electing Officers & filling casual vacancies;
 - c) preparation and issue of media releases;
 - d) publishing a BHPA Newsletter;
 - e) approving expenditure and paying accounts;
 - f) drafting, considering & adopting policies;
 - g) resolving disputes & mediating conflict;
 - h) other purposes which further its Objectives;

4.0 Members

4.1 Membership

- 4.1.1 Membership of BHPA is open to people who:
 - a) endorse this Constitution and the principles of ecologically sustainable development (ESD);
 - b) are concerned about and committed to conservation of the natural heritage values of the Broken Head area, the Nature Reserve

- & adjacent areas, and in Byron Shire generally; and
- c) apply for membership, pay the membership and any application fee prescribed by BHPA, and are approved as a member by BHPA at a general meeting by consensus or 75% of financial members present at that meeting.
- 4.1.2 Any financial member of BHPA may vote in any ballot, or at the next meeting of BHPA after their application for membership has been accepted;
- 4.1.3 Any member may nominate for election at the AGM to any office within BHPA;

4.2 Members Register and fees

- 4.2.1 The Secretary shall enter the name, address and any phone number, and the date of the admission of the new member, in the Register of Members;
- 4.2.2 The Register of Members shall be kept and maintained by the Secretary who shall make it available for inspection, free of charge, by any BHPA member at any reasonable hour upon giving two hours notice.
- 4.2.3 applicants for membership must pay the annual membership fee and any membership application fee;
- 4.2.4 the annual membership fee, and any membership application fee, shall be set at the AGM;
- 4.2.5 the membership year shall commence on 1
 July each year. New members who join after
 1 January may pay half the annual
 membership fee;
- 4.2.6 membership is renewable annually by paying the membership fee due on 1 July. Members shall remain financial until 31 August in the next financial year.
- 4.2.7 the liability of the member of BHPA towards the payment of the debts and liabilities of the BHPA or the costs, charges and expenses of winding up BHPA, shall be limited to the amount, if any, unpaid by the member in respect of BHPA membership fees.

4.3 Unfinancial Members

4.3.1 From 1 September in any year, members who do not renew their membership by paying the annual fee are deemed to be unfinancial and cannot vote at any meeting or in any ballot held by BHPA;

to be known as the Broken Head Protection Committee (BHPC).

- 4.3.2 Status as a financial member can be regained by paying the full annual fee within the current membership year;
- 4.3.3 On 1 July of any year, after 12 months of non-payment of membership fees, any unfinancial members shall be sent a letter prepared by the Treasurer, advising the member that they need to pay a specified amount by a specified date or their membership will be cancelled and they will need to re-apply to re-join BHPA;

4.4 Termination of Membership

- 4.4.1 Membership of BHPA may be terminated by:
 - a) a member providing written advice of their resignation to the Secretary;
 - b) cancellation of membership due to nonpayment of membership fees;
 - c) expulsion from BHPA under s.14.2 below;
 - d) the death of a member.

5.0 Disputes and Mediation

- 5.1 disputes involving BHPA members, or BHPA, shall be attempted to be resolved in a fair and timely manner in accordance with any relevant 'dispute resolution' or conflict mediation procedures adopted under s.3.9.g above;
- 5.2 members of BHPA shall exercise their best endeavours to afford natural justice, mediate, reconcile and resolve any disputes;
- 5.3 members of BHPA shall not comment publicly upon, and will maintain the confidentiality within BHPA in regard to, any dispute between members of BHPA, between BHPA and any of its members, or between BHPA and any other group;
- 5.4 members of BHPA shall not pursue disputes with other persons or groups on behalf of the BHPA, except with the support & agreement of BHPA;
- 5.5 disputes between BHPA with other persons or organisations shall be considered at a general meeting and addressed in the first instance through correspondence;
- 5.6 where this action is not possible or appropriate, or does not resolve the dispute, the matter shall be placed on the agenda of the next BHPA meeting.

6.0 Committee of Management

6.1 The affairs of the BHPA shall be controlled and managed by a committee of management

- 6.2 The committee of management shall act at all times in accordance with:
 - a) the <u>Associations Incorporation Act 1984</u> (hereafter referred to as 'the Act') and its Regulations,
 - b) this Constitution and any relevant standing orders or policies of the BHPA;
 - resolutions carried and agreements reached at general meetings or an AGM;
 - d) any proper written delegation of authority;
- 6.3 The Committee shall have, in addition to association's powers cited at section 3 above, the power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the association.
- 6.4 The Committee shall consist of the officers of the BHPA and four (4) committee members elected at the AGM.

7.0 Meetings and Decision Making

7.1 General Meetings

- 7.1.1 A minimum of 4 general meetings of BHPA shall be held in any year; each to be held in a separate month;
- 7.1.2 Additional meetings may be held from time to time as decided by the general meeting;
- 7.1.3 The Secretary shall call a general meeting after receiving a written request for such a meeting signed by 5 financial members;
- 7.1.4 The Secretary shall provide Notice of, and a draft Agenda for, any general meeting to all members, at least 7 days prior to the proposed date of the general meeting;
- 7.1.5 A quorum for a general meeting shall be 5 financial members or where membership of BHPA exceeds 50, 10 financial members;

7.2 Committee Meetings

- 7.2.1 A minimum of 6 meetings of the BHPA's Committee shall be held in any year;
- 7.2.2 The Committee may decide from time to time to hold additional Committee meetings;
- 7.2.3 The Secretary shall call a Committee meeting after 3 Committee members request it, and shall give 7 days written notice of the meeting to all members of the Committee;
- 7.2.4 A quorum for a Committee meeting shall be 3 financial members.

7.3 **Decision Making**

- 7.3.1 At every general meeting the Convenor shall call for volunteers, and if necessary, elect a facilitator and minutes taker for that meeting as its first item of business;
- Minutes of the all meetings of BHPA shall 7.3.2 include records of those present, apologies, corrections to & adoptions of previous minutes, proposals carried by consensus and such other notes as the meeting sees fit to include from time to time;
- 7.3.3 BHPA shall conduct all their meetings on a consensus basis and in accordance with a 'consensus meeting procedure' prepared and adopted under s.3.9a above;
- 7.3.4 Any decision which cannot be resolved via consensus processes, will be determined by a resolution carried by a vote of 75% of members present, by way of show of hands.
- Decisions taken at meetings of the BHPA 7.3.5 will be made by the financial members present, and those not present may not exercise proxy votes.
- Meetings of the committee of management 7.3.6 and other duly appointed committees of BHPA shall conduct their meetings in a manner consistent with procedures for general meetings, or otherwise in accordance with section 7.3.4 above;
- 7.3.7 Each general meeting or committee meeting shall decide the time, place and date of the next meeting or meetings;

Lack of Quorum at meetings

- 7.4.1 If within half an hour after the appointed time for the commencement of a meeting, the appropriate quorum is not present, the meeting is to stand adjourned to the same day in the following week at the same time (unless another place is specified at the time of adjournment and proper notice given to members) at the same place.
- 7.4.2 If, at an adjourned meeting, a quorum is not present within half an hour after the appointed time for the commencement of a meeting, three (3) members shall constitute a quorum for a general meeting, and two (2) members of the committee of management shall constitute a quorum for a meeting of the committee of management.

8.0 **Annual General Meeting**

- 8.1 The first general meeting in September each year shall be the Annual General Meeting (AGM);
- 8.2 The date, time and place of the AGM shall be set at a meeting held in July or August;
- 8.3 Notice of, and a draft Agenda for, the AGM shall be provided in writing to all members by the Secretary at least 14 days prior to the proposed date of the AGM;
- a quorum for the AGM shall be 10 financial 8.4 members or where membership of BHPA exceeds 50, 25% of financial members;
- 8.5 the Convenor shall assist the AGM to elect a facilitator and minutes taker for that meeting as the first item of business;
- 8.6 minutes of the meetings of BHPA AGM shall include records of those present, apologies, corrections to previous minutes, proposals carried by consensus and such other notes as the AGM sees fit to include from time to time:
- 8.7 the AGM shall be conducted on a consensus basis and in accordance with a 'consensus meeting procedure' prepared and adopted under s.3.9a above;
- 8.8 Decisions which cannot be resolved via consensus processes, will be determined by a resolution carried by a vote of 75% of members present, by way of show of hands.
- 8.9 the Agenda of the AGM shall include:
 - the Minutes of the Last AGM; a)
 - b) Business Arising from those minutes;
 - the presentation of the Annual Report and Annual Financial Statement:
 - d) the election of the Committee & Officers:
 - consideration of any proposed amendments to this Constitution;
 - any matters arising under s.26(6) of the Act;

9.0 **Delegation of Powers**

- 9.1 BHPA at a general meeting, or the committee of management at a BHPC meeting, may, by written notice, delegate the exercise of such functions or powers of BHPA as may be specified in the written notice, other than:
 - this power of delegation;
 - a function which is a duty imposed on BHPA by the Act or any other law.
- 9.2 A function, the exercise of which has been delegated to a person or a committee, may while the delegation remains unrevoked, be

exercised from time to time by the sub-person or committee in accordance with the terms of the delegation;

- 9.3 a delegation under this section may be made subject to such conditions or limitations as to the exercise of any function or power, as may be specified in the written notice of delegation;
- 9.4 notwithstanding any delegation, the BHPA or its Committee of management, may continue to exercise any power or function otherwise duly delegated;
- 9.5 any act or thing done, or sufferred to be done by a person or committee, acting under the exercise of its delegated power, shall have the same force and effect as it would have had if it had been done or suffered by the BHPA as a whole;
- 9.6 any written notice of delegation may be revoked, in whole or part.

10.0 Officers

10.1 General

- 10.1.1 the Officers of BHPA shall be Secretary, Treasurer, Convenor, and Public Officer;
- 10.1.2 the Officers, except for the Public Officer, and four (4) committee members shall be elected annually at the AGM in accordance with any standing order adopted under s.3.9b above;
- 10.1.3 the Public Officer shall be elected at the inaugaral general meeting and shall be reelected upon the position becoming vacant in accordance with the Act:
- 10.1.4 no person, other than the Public Officer, may serve more than 2 consecutive years in any office;
- 10.1.5 an Officer's or committee member's position may be declared vacant by carrying a resolution to that effect by:
 - a) consensus decision at any general meeting, or
 - failing consensus, by decision taken by 75% of the financial members present at the next general meeting;

10.2 The Secretary

- 10.2.1 The Secretary shall be responsible for
- a) maintaining an up-to-date Register of Members of BHPA;
- the preparation of minutes of general meetings and AGMs;
- c) the preparation of agendas, notices and business papers for meetings of BHPA;

- receiving and reporting to the next general meeting on mail or other correspondence addressed to BHPA and on any other business carried out on behalf of BHPA since the last meeting;
- e) maintaining up-to-date copies of BHPA's Constitution, 'standing orders' and policies;
- f) ensuring BHPA acts in accordance with the requirements of the various NSW and Commonwealth laws;
- g) giving notice of and calling an unscheduled general meeting where a written request for such a meeting, signed by 5 financial members has been received by the Secretary;
- h) preparing advice of appointment of delegates;
- i) acting as spokesperson for BHPA generally;

10.3 The Treasurer

- 10.3.1 The Treasurer shall be responsible for:
- a) maintaining an 'administrative' account at a financial institution on behalf of BHPA;
- b) maintaining a 'fundraising' account at a financial institution on behalf of BHPA;
- c) providing a financial report to each general meeting and an Annual Financial Statement to the AGM, on all financial business carried out on behalf of BHPA:
- d) submitting all accounts due to a general meeting for approval for payment;
- e) paying all accounts owed by BHPA;
- collecting and appropriately depositing in its accounts all monies due to and /or received by BHPA;
- ensuring that the adequate records, via books and accounts, are kept showing the financial affairs of BHPA, including full details of all receipts and expenditures of BHPA;

10.4 The Convenor

- 10.4.1 The Convenor shall be responsible for:
- a) the election of a facilitator at the beginning of each meeting;
- b) preparing, in consultation with the Secretary, Treasurer and any committees appointed under s.3.7 above, a written Annual Report which includes an Annual Financial Statement;
- c) liaison with other member groups of North Coast Environment Council Inc.;

association or as determined by the Committee from time to time.

10.5 The Public Officer

- 10.5.1 The Public Officer shall be elected at the first general meeting of BHPA in accordance with the Act and shall remain in office until they resign or die.
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 - becomes of unsound mind or a person whose person or estate is liable to be dealt with under the law relating to mental health; or
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- 13.3 The records, books, files and other documents of the BHPA shall be open to inspection, free of charge, by a BHPA member at any reasonable hour, subject to 2 hours notice of the inspection being given to the relevant officer.

13.4 The officers shall ensure that all BHPA documents, files and other records relevant to a general meetings business are present at and

supported by 75% of the financial members present;

available to members during the AGM and all general meetings of BHPA;

14.0 Accountability Of Members

14.1 Where a member of BHPA

- a) is concerned that another member has failed to act in accordance with this Constitution, any 'standing orders' made under s3.9 above, or commits an act contrary to the Constitution or Standing Orders the issue will be considered at a general meeting and an opportunity will be afforded to the member to respond to the concerns;
- having responded to the concerns at a general meeting without resolving the concerns which have arisen, agrees to do so, the matter may be referred for action under a 'standing order' made under s.3.9g;
- c) fails to satisfy the concerns of those members present, and the general meeting decides the circumstances warrant it, the member will be issued with a verbal warning by the facilitator of that meeting and advised of courses of action which could repair the situation;
- d) repeatedly breaches the constitution or 'standing orders' or commits acts which brings BHPA into disrepute, a general meeting may decide to irritiate the procedure for expulsion of the member.
- 14.2 The procedure for expulsion of a member shall be as follows;
 - a) the Secretary shall advise the member in writing of the alleged offence, stating courses of action which the member could take to repair the situation, and shall request a written response from the member within a specified period;
 - the letter advising the member of the alleged offence and any written response provided by the member, shall be tabled at the next general meeting for further consideration and any affected members heard;
 - c) where the next general meeting, having allowed an opportunity for the offending member to repair the situation, is of the opinion that expulsion of the member is required, the meeting may expel the member by a consensus decision, or failing consensus, by a resolution at the following meeting

- where a member has been expelled by a decision of the general meeting, the Secretary shall within 14 days of the decision, write to the offending member advising them of their expulsion from BHPA;
- 14.4 having been expelled from BHPA, a person may not apply for re-admission as a member for a period of 12 months from the date of the general meeting which expelled them;

15.0 Policy

- 15.1 BHPA may adopt its own policies consistent with the principles of ESD;
- 15.2 'Standing orders' for preparing and adopting local policies for BHPA may be adopted under s.3.9f above;
- 15.3 BHPA may endorse, adopt and promote the policies of the North Coast Environment Council Inc. or the Nature Conservation Council of NSW, consistent with the principles of ESD, as their own.

16.0 Constitutional Change

- 16.1 Changes to this Constitution may be made at the Annual General Meeting of BHPA by submitting to the Secretary:
 - a) at least 21 days prior to the date of the AGM;
 - a written proposal which clearly states the proposed amendment, and
 - ii) a written argument for the amendment no longer than one A4 page;
- 16.2 Where the Secretary, receives a proposed amendment to this Constitution, they shall:
 - a) provide a copy of the proposal and supporting argument to each member with the Notice of the AGM and the AGMs draft agenda;
 - b) include the proposal for Constitutional amendment on the draft agenda for the AGM;
- 16.3 the proposed amendment may be altered at the AGM, consistent with consensus decisionmaking practice, provided that such alterations do not completely refocus or substantially enlarge the scope of the original proposal;
- 16.4 to succeed, the proposed Amendment must be agreed to by consensus or, failing the obtaining of consensus, by its acceptance by 75% of the financial members present.

17.0 Dissolution and Winding Up

- 17.1 At its first general meeting, BHPA shall adopt a proposal, by carrying a formal motion, nominating an incorporated association, which meets the requirements of s. 53(2)(a)-(c), as the association in which to invest its surplus property in the event of the winding up or cancellation of the incorporation of the BHPA;
- 17.2 Proposals to dissolve and wind up BHPA may only be made at the Annual General Meeting of BHPA by submitting to the Secretary:
 - a) at least 21 days prior to the date of the AGM;
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 - c) a written argument for the dissolution and winding up, no longer than one A4 page;
- 17.3 Where the Secretary, receives a proposal to dissolve & wind up BHPA, they shall:
 - a) provide a copy of the proposal and supporting argument to each member with the Notice of the AGM and the AGMs draft agenda;
 - include the proposal for dissolution and winding up on the draft agenda for the AGM;
- 17.4 to succeed, the proposal to dissolve and wind up BHPA must be agreed to by consensus or, failing the obtaining of consensus, by its acceptance by 75% of the financial members present;
- 17.5 Upon the agreement of the BHPA to windup and dissolve, the officers of BHPA shall take all necessary steps to windup all accounts and shall forward any remaining funds to the association named pursuant to section 17.1 above.

....ends.

PLEASE note any amendments on this Third Draft (which now incorporates earlier comments and recommendations by BHPC legal adviser) & prepare to attend a meeting of BHPC to consider, amend and adopt this Constitution and the incorporation of the BHPAssociation.

Written comments to JR Corkill @ Big Scrub EC, 149 Keen St, Lismore. 2480. or fax them on 066 224 737.

1.0 Name & Purpose

- 1.1 The group is formed for the purpose of protecting the Broken Head area, and shall be named the Broken Head Protection Association Inc. hereafter also referred to as BHPA:
- 1.2 The area of immediate interest to the BHPA, is the Broken Head Area (BHA), defined as the land bounded:
 - a) to the north: by Cape Byron;
 - b) to the west: by the Pacific Highway;
 - c) to the south: by Lennox Head township; and
 - d) to the east: by state coastal waters (3 nautical miles),
- 1.3 Within the BHA, the following specific areas are of special concern to BHPA for the protection of their natural and cultural heritage values;
 - a) the Broken Head Nature Reseve, (hereafter referred to as BHNR or the Nature Reserve) and
 - b) Taylor's Lake (hereafter referred to as the Lake);
- 1.4 Consistent with its purpose, the Committee shall pursue interests in wider activities that may have implications for the BHA, such as the policies and or laws applying in:
 - a) the Byron Shire Council; (hereafter referred to as BSC or the Council);
 - the north coast generally, via Regional Environment Plans, TCM plans, etc;
 - New South Wales as administered by the NSW Government;
 - d) the jurisdiction of the Commonwealth Covernment'; and / or
 - e) bi-lateral and multi-party international agreements, treaties or protocols, as appropriate.

2.0 Aims & Objectives

2.1 BHPA endorses the National Strategy for Ecologically Sustainable Development and has as its general aim the achievement of ecological sustainability through the appropriate management of the Broken Head Area, the Nature Reserve, the Lake and adjacent lands;

2.2 The specific aims of BHPA shall be to:

- a) ensure the preservation and long-term survival of a diverse range of native species and natural eco-systems within the Broken Head area;
- ensure that members of the public and adjacent land holders have adequate input into the management of the BHA and the BH Nature Reserve;
- encourage local landholders to manage their land on an ecologically sustainable basis, to both protect and enhance the natural and cultural heritage values of the Broken Head area generally, the Reserve, the Lake and nearby private land;
- d) recognise and respect the rights and responsibilities of aboriginal people in management of traditional areas and to co-operate with indigenous people in land management in the Broken Head area, as appropriate;

2.2 The objectives of BHPA shall be to:

- a) act as the public advocate and community conscience for the protection of bio-diversity and achievement of ecologically sustainable management in the Broken Head area;
- seek the preparation, adoption and implementation of appropriate planning for effective management of the Broken Head Area, including Plans of Management for Broken Hd Nature Reserve and the Taylors Lake system;
- c) seek the preparation and adoption of Conservation Agreements, under the National Parks and Wildlife Act, and the implementation of appropriate management plans for private lands in the Broken Head area;
- d) publicly comment upon development proposals in the Broken Head area, Byron Shire, the north coast and NSW generally;
- e) participate in public decision making processes related to land management policies for public and private land in the Broken Head area, Byron Shire, the north coast and NSW generally;
- f) to take appropriate action to encourage and ensure the protection and conservation of the natural and cultural heritage values of the Reserve, the Lake, and private land in the Broken Head area;
- g) affiliate and associate with other community based non-government organisations (NGOs) or business or government enterprises which share similar aims and objectives.

3.0 Powers

- 3.0 The Broken Head Protection Committee Inc. shall be empowered to:
- 3.1 publicly promote its Aims & Objectives;
- 3.2 liaise with native titleholders and aboriginal people and organisations generally to seek better understanding of indigenous natural resource management;
- speak publicly, issue news releases and comment to media;
- 3.4 develop and implement community information and education campaigns;
- 3.5 enter into contracts and agreements to further its Objectives;
- 3.6 raise and expend funds in pursuit of its Objectives or policies;
- 3.7 appoint sub-committees to carry on the work of BHPA between general meetings;
- 3.7 make formal written delegations of authority to appropriate members of BHPA to exercise the powers of the Committee, which shall specify the powers delegated, the period of delegation, and other appropriate conditions;
- 3.8 employ staff and engage consultants, where appropriate, to pursue approved projects consistent with BHPA objectives;
- 3.9 make and adopt 'standing orders' for
 - a) conducting its meetings;
 - b) electing Officers & filling casual vacancies;
 - c) preparation and issue of media releases;
 - d) publishing a BHPA Newsletter;
 - e) approving expenditure and paying accounts;
 - f) drafting, considering & adopting policies;
 - g) resolving disputes & mediating conflict;
 - h) other purposes which further its Objectives;

4.0 Members

4.1 Membership

- 4.1.1 Membership of BHPA is open to people who:
 - a) endorse this Constitution and the principles of ecologically sustainable development (ESD);
 - b) are concerned about and committed to conservation of the natural heritage values of the Broken Head area, the Nature Reserve

- & adjacent areas, and in Byron Shire generally; and
- c) apply for membership, pay the membership and any application fee prescribed by BHPA, and are approved as a member by BHPA at a general meeting by consensus or 75% of financial members present at that meeting.
- 4.1.2 Any financial member of BHPA may vote in any ballot, or at the next meeting of BHPA after their application for membership has been accepted;
- 4.1.3 Any member may nominate for election at the AGM to any office within BHPA;

4.2 Members Register and fees

- 4.2.1 The Secretary shall enter the name, address and any phone number, and the date of the admission of the new member, in the Register of Members;
- 4.2.2 The Register of Members shall be kept and maintined by the Secreatry who shall make it available for inspection, free of charge, by any BHPA member at any reasonable hour
- 4.2.3 applicants for membership must pay the annual membership fee and any membership application fee;
- 4.2.4 the annual membership fee, and any membership application fee, shall be set at the AGM;
- 4.2.5 the membership year shall commence on 1
 July each year. New members who join after
 1 January may pay half the annual
 membership fee;
- 4.2.6 membership is renewable annually by paying the membership fee due on 1 July. Members shall remain financial until 31 August in the next financial year.
- 4.2.7 the liability of the member of BHPA towards the payment of the debts and liabilities of the BHPA or the costs, charges and expenses of winding up BHPA, shall be limited to the amount, if any, unpaid by the member in respect of BHPA membership fees.

4.3 Unfinancial Members

4.3.1 From 1 September in any year, members who do not renew their membership by paying the annual fee are deemed to be unfinancial and cannot vote at any meeting or in any ballot held by BHPA;

- 4.3.2 Status as a financial member can be regained by paying the full annual fee within the current membership year,
- 4.3.3 On 1 July of any year, after 12 months of non-payment of membership fees, any unfinancial members shall be sent a letter prepared by the Treasurer, advising the member that they need to pay a specified amount by a specified date or their membership will be cancelled and they will need to re-apply to re-join BHPA;

4.4 Termination of Membership

- 4.4.1 Membership of BHPA may be terminated by:
 - a) a member providing written advice of their resignation to the Secretary;
 - b) cancellation of membership due to nonpayment of membership fees;
 - c) expulsion from BHPA under 6.9.1 below; d) the death of a member.

5.0 Disputes and Mediation

- 5.1 disputes involving BHPA members, or BHPA, shall be attempted to be resolved in a fair and timely manner in accordance with any relevant 'dispute resolution' or conflict mediation procedures adopted under s.3.9.g above;
- 5.2 members of BHPA shall exercise their best endeavours to afford natural justice, mediate, reconcile and resolve any disputes;
- 5.3 members of BHPA shall not comment publicly upon, and will maintain the confidentiality within BHPA in regard to, any dispute between members of BHPA, between BHPA and any of its members, or between BHPA and any other group;
- 5.4 members of BHPA shall not pursue disputes with other persons or groups on behalf of the BHPA, except with the support & agreement of BHPA;
- 5.5 disputes between BHPA with other persons or organisations shall be considered at a general meeting and addressed in the first instance through correspondence;
- 5.6 where this action is not possible or appropriate, or does not resolve the dispute, the matter shall be placed on the agenda of the next BHPA meeting.

6.0 Committee of Management

- 6.1 The affairs of the BHPA shall be controlled and managed by a committee of management to be known as the Broken Head Protection Committee (BHPC).
- 6.2 The committee of management shall act at all times in accordance with:
 - a) the Associations Incorporation Act 1984 and its Regulations,
 - b) this Constitution and any relevant standing orders or policies of the BHPA;
 - resolutions carried and agreements reached at general meetings or an AGM;
 - d) any proper written delegation of authority;
- 6.3 The Committee shall have, in addition to association's powers cited at section 3 above, the power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the association.
- 6.4 The Committee shall consist of the officers of the BHPA and four (4) committee members elected at the AGM.

7.0 Meetings and Decision Making

7.1 General Meetings

- 7.1.1 A minimum of 4 general meetings of BHPA shall be held in any year; each to be held in a separate month;
- 7.1.2 Additional meetings may be held from time to time as decided by the general meeting;
- 7.1.3 The Secretary shall call a general meeting after receiving a written request for such a meeting signed by 5 financial members;
- 7.1.4 The Secretary shall provide Notice of, and a draft Agenda for, any general meeting to all members, at least 7 days prior to the proposed date of the general meeting:
- 7.1.5 A quorum for a general meeting shall be 5 financial members or where membership of BHPA exceeds 50, 10 financial members;

7.2 Committee Meetings

- 7.2.1 A minimum of 6 meetings of the BHPA's Committee shall be held in any year;
- 7.2.2 The Committee may decide from time to time to hold additional Committee meetings;
- 7.2.3 The Secretary shall call a Committee meeting after 3 Committee members request it, and shall give 7 days written notice of the meeting to all members of the Committee;
- 7.2.4 A quorum for a Committee meeting shall be 3 financial members.



7.3 Decision Making

- 7.3.1 At every general meeting the Convenor shall call for volunteers, and if necessary, elect a facilitator and minutes taker for that meeting as its first item of business;
- 7.3.2 Minutes of the all meetings of BHPA shall include records of those present, apologies, corrections to & adoptions of previous minutes, proposals carried by consensus and such other notes as the meeting sees fit to include from time to time;
- 7.3.3 BHPA shall conduct all their meetings on a consensus basis and in accordance with a 'consensus meeting procedure' prepared and adopted under s.4.5a above; 3,98
- 7.3.4 Any decision which cannot be resolved via consensus processes, will be determined by a resolution carried by a vote of 75% of members present, by way of show of hands.
- 7.3.5 Decisions taken at meetings of the BHPA will be made by the financial members present, and those not present may not exercise proxy votes.
- 7.3.6 Meetings of the committee of management and other duly appointed committees of BHPA shall conduct their meetings in a manner consistent with procedures for general meetings, or otherwise in accordance with section 2 above: 7.3.4
- 7.3.7 Each general meeting or committee meeting shall decide the time, place and date of the next meeting or meetings;

7.4 Lack of Quorum at meetings

- 7.4.1 If within half an hour after the appointed time for the commencement of a meeting, the appropriate quorum is not present, the meeting is to stand adjourned to the same day in the following week at the same time (unless another place is specified at the time of adjournment and proper notice given to members) at the same place.
- 7.4.2 If, at an adjourned meeting, a quorum is not present within half an hour after the appointed time for the commencement of a meeting, three (3) members shall constitute a quorum for a general meeting, and two (2) members of the committee of management shall constitute a quorum for a meeting of the committee of management.

8.0 Annual General Meeting

- 8.1 The first general meeting in September each year shall be the Annual General Meeting (AGM);
- 8.2 The date, time and place of the AGM shall be set at a meeting held in July or August;
- 8.3 Notice of, and a draft Agenda for, the AGM shall be provided in writing to all members by the Secretary at least 14 days prior to the proposed date of the AGM;
- 8.4 a quorum for the AGM shall be 10 financial members or where membership of BHPA exceeds 50, 25% of financial members;
- 8.5 the Convenor shall assist the AGM to elect a facilitator and minutes taker for that meeting as the first item of business;
- 8.6 minutes of the meetings of BHPA AGM shall include records of those present, apologies, corrections to previous minutes, proposals carried by consensus and such other notes as the AGM sees fit to include from time to time;
- 8.7 the AGM shall be conducted on a consensus basis and in accordance with a 'consensus meeting procedure' prepared and adopted under s.4.5a above;
- 8.8 Decisions which cannot be resolved via consensus processes, will be determined by a resolution carried by a vote of 75% of members present, by way of show of hands.
- 8.9 the Agenda of the AGM shall include:
 - a) the Minutes of the Last AGM;
 - b) Business Arising from those minutes;
 - c) the presentation of the Annual Report and Annual Financial Statement;
 - d) the election of the Committee & Officers;
 - consideration of any proposed amendments to this Constitution;
 - f) any matters arising under s.26(6) of the Act;

9.0 Delegation of Powers

- 9.1 BHPA at a general meeting, or the committee of management at a BHPC meeting may, by written notice, delegate the exercise of such functions or powers of BHPA as may be specified in the written notice, other than:
 - a) this power of delegation;
 - a function which is a duty imposed on BHPA by the Act or any other law.
- 9.2 A function, the exercise of which has been delegated to a sub-committee, may while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation;

- 9.3 a delegation under this section may be made subject to such conditions or limitations as to the exercise of any function or power, as may be specified in the written notice of delegation;
- 9.4 notwithstanding any delegation, the BHPA or its committee of management, may continue to exercise any power or function otherwise duly delegated;
- 9.5 any act or thing done, or sufferred to be done by a sub-committee, acting under the exercise of its delegated power, shall have the same force and effect as it would have had if it had been done or suffered by the BHPA as a whole;
- 9.6 any written notice of delegation may be revoked, in whole or part.

10.0 Officers

10.1 General

- 10.1.1 the Officers of BHPA shall be Secretary, Treasurer, Convenor, and Public Officer;
- 10.1.2 the Officers, except for the Public Officer, and four (4) committee members shall be elected annually at the AGM in accordance with any standing order adopted under s.3.30 above;
- 10.1.3 the Public Officer shall be elected at the inaugaral general meeting and shall be reelected upon the position becoming vacant in accordance with the Act;
- 10.1.4 no person, other than the Public Officer, may serve more than 2 consecutive years in any office;
- 10.1.5 an Officer's or committee member's position may be declared vacant by carrying a resolution to that effect by:
 - a) consensus decision at any general meeting, or
 - b) failing consensus, by decision taken by 75% of the financial members present at the next general meeting;

10.2 The Secretary

- 10.2.1 The Secretary shall be responsible for
- a) maintaining an up-to-date Register of Members of BHPA;
- the preparation of minutes of general meetings and AGMs;
- c) the preparation of agendas, notices and business papers for meetings of BHPA;

- d) receiving and reporting to the next general meeting on mail or other correspondence addressed to BHPA and on any other business carried out on behalf of BHPA since the last meeting;
- e) maintaining up-to-date copies of BHPA's Constitution, 'standing orders' and policies;
- f) ensuring BHPA acts in accordance with the requirements of the various NSW and Commonwealth laws;
- giving notice of and calling an unscheduled general meeting where a written request for such a meeting, signed by 5 financial members has been received by the Secretary;
- b) preparing advice of appointment of delegates;
- acting as spokesperson for BHPA generally;

10.3 The Treasurer

- 10.3.1 The Treasurer shall be responsible for:
- a) maintaining an 'administrative' account at a financial institution on behalf of BHPA;
- b) maintaining a 'fundraising' account at a financial institution on behalf of BHPA;
- providing a financial report to each general meeting and an Annual Financial Statement to the AGM, on all financial business carried out on behalf of BHPA;
- d) submitting all accounts due to a general meeting for approval for payment;
- e) paying all accounts owed by BHPA;
- f) collecting and appropriately depositing in its accounts all monies due to and /or received by BHPA;
- g) ensuring that the adequate records, via books and accounts, are kept showing the financial affairs of BHPA, including full details of all receipts and expenditures of BHPA;

10.4 The Convenor

- 10.4.1 The Convenor shall be responsible for:
- a) the election of a facilitator at the beginning of each meeting;
- b) preparing, in consultation with the Secretary, Treasurer and any committees appointed under \$44 above, a written Annual Report which includes an Annual Financial Statement;
- c) liaison with other member groups of North Coast Environment Council Inc.;

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10.5 The Public Officer

- 10.5.1 The Public Officer shall be elected at the first general meeting of BHPA in accordance with the Associations Incorporation Act 1984 (hereafter referred to as 'the Act') and shall remain in office until they resign or die.
- 10.5.2 The Public Officer shall ensure that BHPA Officers discharge their duties and fulfill their legal requirements under 'the Act';
- 10.5.3 the Public Officer shall keep in his or her custody or control, all records, books & other documents relating to BHPA.

1 0.6 Casual Vacancies Officers & Committee Members

- 10.6.1 A casual vacancy occurs when an Officer or committee member of the BHPA:
 - a) dies:
 - b) ceases to be a member of BHPA;
- becomes an insolvent under administration within the meaning of the Companies NSW Code;
- d) provides a written resignation letter to the Secretary, or in the event of the Secretary's resignation, the Convenor;
- e) is removed from office by a motion under s. above;
- becomes of unsound mind or a person whose person or estate is liable to be dealt with under the law relating to mental health; or
- g) is absent, without consent of BHPA, from all meetings of BHPA for a period of 6 months.
- 10.6.2 A casual vacancy shall be filled at the next general meeting by the Convenor, or Secretary, calling for nominations for the vacant position;
- 10.6.3 A nomination may be made verbally or in writing and requires a proposer and seconder for the nominee.
- 10.6.4 Where only one nomination is recieved to fill a casual vacancy, the Convenor or Secretary shall declare the nominee elected;
- 10.6.5 Where more than one candidate nominates for a vacant position, the Convenor, or Secretary, shall conduct a secret ballot to elect a person to fill the vacancy;

11.0 Finance

11.1 The funds of the BHPA are to be derived from entrance fees, donations and annual subscriptions of members, and from other sources as agreed to in a resolution of the association or as determined by the Committee from time to time.

- 11.2 The finances of BHPA shall be accounted for through the creation & operation of an account at a recognised financial institution;
- 11.3 The signatories to BHPA account shall be the members of the Committee and signatories of the Treasurer and any one other Committee member shall be required to operate the BHPA accounts;
- 11.4 Funds received from any source for the benefit of BHPA shall be immediately referred to the Treasurer or Secretary, for the issuing of a receipt and the banking of the funds;
- 11.5 The financial records of BHPA shall be audited annually and an annual financial statement presented to the AGM;
- 11.6 The expenditure of BHPA funds, to pay a bill or incur expenses, shall be consistent with BHPA Objectives & shall require a relevant resolution to be agreed by consensus or otherwise by a vote carried by 75% of members at a general meeting or a Committee meeting;
- 11.7 The Treasurer shall be responsible for properly operating BHPA's financial accounts and in accordance with any relevant 'standing order' adopted under \$3.50

12.0 The Common Seal

- 12.1 The common seal of BHPA shall be kept in the custody of the Public Officer.
- 12.2 The common seal shall not be affixed to any instrument except by the authority of the BHPA or its committee of management;
- 12.3 the affixing of the common seal shall be attested to by the signatures of two members of the BHPA committee of management;

13.0 Insurance & Inspection of Books

- 13.1 The association shall effect and maintain insurance pursuant to section 44 of the Act;
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- 17.5 Upon the agreement of the BHPA to windup and dissolve, the officers of BHPA shall take all necessary steps to windup all accounts and shall forward any remaining funds to the association named pursuant to section 23. Dabove.

PLEASE note any amendments on this Third Draft (which now incorporates earlier comments and recommendations by BHPC legal adviser) & prepare to attend a meeting of BHPC to consider, amend and adopt this Constitution and the incorporation of the BHPAssociation.

Written comments to JR Corkill @ Big Scrub EC, 149 Keen St, Lismore. 2480. or fax them on 066 224 737.

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1.0 Name & Purpose

- 1.1 The group is formed for the purpose of protecting the Broken Head area, and shall be named the Broken Head Protection Committee Inc. hereafter also referred to as BHPC;
- 1.2 The area of immediate interest to the BHPC, is the Broken Head Area (BHA), defined as the land bounded:
 - a) to the north: by Cape Byron;
 - b) to the west: by the Pacific Highway;
 - c) to the south: by Lennox Head township; and
 - d) to the east: by state coastal waters (3 nautical miles),
- 1.3 Within the BHA, the following specific areas are of special concern to BHPC for the protection of their natural and cultural heritage values;
 - the Broken Head Nature Reseve, (hereafter referred to as BHNR or the Nature Reserve) and
 - b) Taylor's Lake (hereafter referred to as the Lake);
- 1.4 Consistent with its purpose, the Committee shall pursue interests in wider activities that may have implications for the BHA, such as the policies and or laws applying in:
 - a) the Byron Shire Council; (hereafter referred to as BSC or the Council);
 - b) the north coast generally, via Regional Environment Plans, TCM plans, etc;
 - New South Wales as administered by the NSW Government;
 - d) the jurisdiction of the Commonwealth Government'; and / or
 - e) bi-lateral and multi-party international agreements, treaties or protocols, as appropriate.

2.0 Aims & Objectives

- 2.1 BHPC endorses the National Strategy for Ecologically Sustainable Development and has as its general aim the achievement of ecological sustainability through the appropriate management of the Broken Head Area, the Nature Reserve, the Lake and adjacent lands;
- 2.2 The specific aims of BHPC shall be to:
 - a) ensure the preservation and long-term survival of a diverse range of native species and natural eco-systems within the Broken Head area;
 - ensure that members of the public and adjacent land holders have adequate input into the management of the BHA and the BH Nature Reserve;
 - encourage local landholders to manage their land on an ecologically sustainable basis, to both protect and enhance the natural and cultural heritage values of the Broken Head area generally, the Reserve, the Lake and nearby private land;
 - recognise and respect the rights and responsibilities of aboriginal people in management of traditional areas and to cooperate with indigenous people in land management in the Broken Head area, as appropriate;
- 2.2 The objectives of BHPC shall be to:
 - a) act as the public advocate and community conscience for the protection of bio-diversity and achievement of ecologically sustainable management in the Broken Head area;
 - seek the preparation, adoption and implementation of appropriate planning for effective management of the Broken Head Area, including Plans of Management for Broken Hd Nature Reserve and the Taylors Lake system;
 - seek the preparation and adoption of Conservation Agreements, under the National Parks and Wildlife Act 1967, and the implementation of appropriate plans of management for private lands in the Broken Head area;
 - d) publicly comment upon development proposals in the Broken Head area, Byron Shire, the north coast and NSW generally;
 - e) participate in public decision making processes related to land management policies for public and private land in the Broken Head area, Byron Shire, the north coast and NSW generally;

- to take appropriate action to encourage and ensure the protection and conservation of the natural and cultural heritage values of the Reserve, the Lake, and private land in the Broken Head area;
- g) affiliate and associate with other community based non-government organisations (NGOs) or business or government enterprises which share similar aims and objectives.

3.0 Powers

- 3.0 The Broken Head Protection Committee Inc. shall be empowered to:
- 3.1 publicly promote its Aims & Objectives;
- 3.2 liaise with native titleholders and aboriginal people and organisations generally to seek better understanding of indigenous natural resource management;
- 3.3 speak publicly, issue news releases and comment to media;
- 3.4 develop and implement community information and education campaigns;
- 3.5 enter into contracts and agreements to further its Objectives;
- 3.6 raise and expend funds in pursuit of its Objectives or policies;
- 3.7 appoint sub-committees to carry on the work of BHPC between general meetings;
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 - a) conducting its meetings;
 - b) electing Officers & filling casual vacancies;
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 - g) resolving disputes & mediating conflict;
 - h) other purposes which further its Objectives;

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4.0 Members

4.1 Membership

- Membership of BHPC is open to people who: 4.1.1
 - endorse this Constitution and the principles of ecologically sustainable development (ESD);
 - are concerned about and committed to conservation of the natural heritage values of the Broken Head area, the Nature Reserve & adjacent areas, and in Byron Shire generally; and
 - apply for membership, pay the membership and any application fee prescribed by BHPC, and are approved as a member by BHPC at a general meeting by consensus or 75% of financial members present at that meeting.
- 4.1.2 Any financial member of BHPC may vote in any ballot, or at the next meeting of BHPC after their application for membership has been accepted;
- 4.1.3 Any member may nominate for election at the AGM to any office within BHPC;

4.2 **Momborship fees**

- The annual membership fee, and any 4.2.1 membership application fee, shall be set at the AGM;
- 4.2.2 applicants for membership must pay the annual membership fee;
- 4.2.3 upon payment of membership fees the Secretary shall enter the name, address and any phone number of the new member in the register of members maintained by the Secretary;
- 4.2.4 the membership year shall commence on 1 July each year. New members who join after 1 January may pay half the annual fee;
- 4.2.5 membership is renewable annually by paying the membership fee due on 1 July. Members shall remain financial until 31 August in the next financial year.
- 4.2.6 the liability of the member of BHPC towards the payment of the debts and liabilities of the BHPC or the costs, charges and expenses of winding up BHPC, shall be limited to the amount, if any, unpaid by the member in respect of membership fees of BHPC.

Unfinencial Members

- 4.3.1 From 1 September in any year, members who do not renew their membership by paying the annual fee are deemed to be unfinancial and cannot vote at any meeting or in any ballot held by BHPC;
- Status as a financial member can be regained be sent by paying the full annual fee within the a letter 4.3.2 prepared battierne current membership year;
- 4.3.3 On 1 July of any year, after 12-months of nonpayment of membership fees, any unfinancial members shall have their membership
- will be cancelled and will need to re-apply to re-join BHPC;

Termination of Membership 4.4

- 4.4.1 Membership of BHPC may be terminated by:
- a) a member providing written advice of their resignation to the Secretary;
- cancellation of membership due to nonb) payment of membership fees;
- c) expulsion from BHPC under s.9.1 below;
- d) the death of a member.

Disputes and Mediation 5.0

- 5.1 disputes involving BHPC members, or BHPC, shall be attempted to be resolved in a fair and timely manner in accordance with any relevant 'dispute resolution' or conflict mediation procedures adopted under s.3.9.g above;
- 5.2 members of BHPC shall exercise their best endeavours to afford natural justice, mediate, reconcile and resolve any disputes;
- 5.3 members of BHPC shall not comment publicly upon, and will maintain the confidentiality within BHPC in regard to, any dispute between members of BHPC, between BHPC and any of its members, or between BHPC and any other group;
- 5.4 members of BHPC shall not pursue disputes with other persons or groups on behalf of the BHPC, except with the support & agreement of BHPC;
- 5.5 disputes between BHPC with other persons or organisations shall be considered at a general meeting and addressed in the first instance through correspondence;
- 5.6 where action this is not possible or appropriate, or does not resolve the dispute, the matter shall be placed on the agenda of the next BHPC meeting.

NS 6.1

Cannutte of Management of BHPC Affairs

The affairs of the Committee shall be managed by the members via:

agreements reached at general meetings or an AGM;

 decisions and /or actions of the Officers or duly appointed sub-committees;

c) members exercising the powers of the Committee under a delegated authority.

6.2 Where members or Officers or delegates exercise powers on behalf of the Committee, they shall act at all times in accordance with this Constitution, the written delegation of authority and any relevant standing orders or policies of the Committee;

7.0 Meetings and Decision Making

- 7.1 A minimum of 4 general meetings of BHPC shall be held in any year; each to be held in a separate month;
- 7.2 Additional general meetings may be held from time to time as decided by the general meeting;
- 7.3 The Secretary shall call a general meeting after receiving a written request for such a meeting signed by 5 financial members, following the giving of 7 days written notice of the meeting to all members;
- 7.4 A quorum for a general meeting shall be 5 financial members or where membership of BHPC exceeds 50, 10 financial members;
- 7.5 Every general meeting the Convenor shall call for volunteers and if necessary elect a facilitator and minutes taker for that meeting as its first item of business;
- 7.6 Minutes of the meetings of BHPC shall include records of those present, apologies, corrections to previous minutes, proposals carried by consensus and such other notes as the meeting seems fit to include from time to time;
- 7.7 BHPC shall conduct their meetings on a consensus basis and in accordance with a 'consensus meeting procedure' prepared and adopted under s.4.5a above;
- 7.8 Meetings of duly appointed committees of BHPC shall conduct their meetings in a manner consistent with procedures for general meetings;
- 7.9 Each general meeting or committee meeting shall decide the time, place and date of the next meeting or meetings;

8.0 Annual General Meeting

- 8.1 the first general meeting in September each year shall be the Annual General Meeting (AGM);
- 8.2 the date, time and place of the AGM shall be set at a general meeting held in July or August;
- 8.3 Notice of, and a draft Agenda for, the AGM shall be provided in writing to all members by the Secretary at least 14 days prior to the proposed date of the AGM;
- 8.4 a quorum for the AGM shall be 10 financial members or where membership of BHPC exceeds 50, 25% of financial members;
- 8.5 the Convenor shall assist the AGM to elect a facilitator and minutes taker for that meeting as the first item of business;
- 8.6 minutes of the meetings of BHPC AGM shall include records of those present, apologies, corrections to previous minutes, proposals carried by consensus and such other notes as the AGM sees fit to include from time to time;
- the AGM shall be conducted on a consensus basis and in accordance with a 'consensus meeting procedure' prepared and adopted under s.4.5a above;

8.8 14 the Agenda of the AGM shall include:

d) a) the election of Officers; have list ASM
b) the presentation of the Annual Report and
Annual Financial Statement:

consideration of any proposed amendments to this Constitution;
other general business;

9.0 Delegation of Powers

- 9.1 BHPC may, by written notice, delegate to one or more sub-committees the exercise of such functions or powers of BHPC as may be specified in the written notice, other than:
 - a) this power of delegation;
 - b) a function which is a duty imposed on BHPC by the Act or any other law.
- 9.2 A function, the exercise of which has been delegated to a sub-committee, may while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation;
- 9.3 a delegation under this section may be made subject to such conditions or limitations as to the exercise of any function or power, as may be specified in the written notice of delegation;

- 9.4 notwithstanding any delegation, the BHPC may contine to exercise any power or function otherwise duly delegated;
- 9.5 any act or thing done, or sufferred to be done by a sub-committee, acting under the exercise of its delegated power, shall have the same force and effect as it would have had if it had been done or suffered by the BHPC as a whole;
- 9.6 any written notice of delegation may be revoked, in whole or part.

10.0 Officers

10.1 General

- 10.1.1 the Officers of BHPC shall be Secretary, Treasurer, Convenor, and Public Officer,
- 10.1.2 the Officers, except for the Public Officer, shall be elected armually at the AGM in accordance with any standing order adopted under s.3.5 above;
- 10.1.3 the Public Officer shall be elected at the inaugaral general meeting and shall be reelected upon the position becoming vacant in accordance with the Act;
- 10.1.4 no person, other than the Public Officer, may serve more than 2 consecutive years in any office;
- 10.1.5 an Officer's position may be declared vacant by carrying a resolution to that effect by:
 - a) consensus decision at any general meeting, or
 - failing consensus, by decision taken by 75% of the financial members present at the next general meeting;

10.2 The Secretary

- 10.2.1 The Secretary shall be responsible for
- a) maintaining an up-to-date register of members of BHPC;
- the preparation of minutes of general meetings and AGMs;
- the preparation of agendas, notices and business papers for meetings of BHPC;
- receiving and reporting to the next general meeting on mail or other correspondence addressed to BHPC and on any other business carried out on behalf of BHPC since the last meeting;
- e) maintaining up-to-date copies of BHPC's Constitution, 'standing orders' and policies;
- ensuring BHPC acts in accordance with the requirements of the various NSW and Commonwealth laws;

- g) giving notice of and calling an unscheduled general meeting where a written request for such a meeting, signed by 5 financial members has been received by the Secretary;
- h) preparing advice of appointment of delegates;
- acting as spokesperson for BHPC generally;

10.3 The Treasurer

- 10.3.1 The Treasurer shall be responsible for:
- maintaining an 'administrative' account at a financial institution on behalf of BHPC;
- b) maintaining a 'fundraising' account at a financial institution on behalf of BHPC;
- c) providing a financial report to each general meeting and an Annual Financial Statement to the AGM, on all financial business carried out on behalf of BHPC;
- d) submitting all accounts due to a general meeting for approval for payment;
- e) paying all accounts owed by BHPC;
- collecting and appropriately depositing in its accounts all monies due to and / or recieved by BHPC;
- g) ensuring that the adequate records, via books and accounts, are kept showing the financial affairs of BHPC, including full details of all receipts and expenditures of BHPC;

10.4 The Convenor

- 10.4.1 The Convenor shall be responsible for:
- a) the election of a facilitator at the beginning of each meeting;
- b) preparing, in consultation with the Secretary, Treasurer and any committees appointed under s.4.4 above, a written Annual Report which includes an Annual Financial Statement;
- c) liaison with other member groups of North Coast Environment Council Inc.;

10.5 The Public Officer

- 10.5.1 The Public officer shall be elected at the first general meeting of BHPC in accordance with the Associations Incorporation Act 1984 (hereafter referred to as 'the Act') and shall remain in office until they resign or die.
- 10.5.2 The Public Officer shall ensure that BHPC Officers discharge their duties and fulfill their legal requirements under 'the Act';
- 10.5.3 the Public Officer shall keep in his or her custody or control, all records, books & other documents relating to BHPC.

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10.6 Casual Vacancies - Officers

- 10.6.1 A casual vacancy occurs when an Officer of the BHPC:
 - a)
- b) ceases to be a member of BHPC;
- becomes an insolvent under administration within the meaning of the Companies NSW
- provides a written resignation letter to the d) Secretary, or in the event of the Secretary's resignation, the Convenor;
- is removed from office by a motion under s. above;
- f) becomes of unsound mind or a person whose person or estate is liable to be dealt with under the relating to mental health; or
- is absent, without consent of BHPC, from all meetings of BHPC for a period of 6 months.
- 10.6.2 A casual vacancy shall be filled at the next general meeting by the Convenor, or Secretary, calling for nominations for the vacant position;
- 10.6.3 A nomination may be made verbally or in writing and requires a proposer and seconder for the nominee.
- 10.6.4 Where only one nomination is recieved to fill casual vacancy, the Convenor or Secretary shall declare the nominee elected;
- 10.6.5 Where more than one candidate nominates for a vacant position, the Convenor, or Secretary, shall conduct a secret ballot to elect a person to fill the vacancy;

11.0 Finance

- The finances of BHPC shall be accounted for 11.1 through the creation & operation of an account at a recognised financial institution;
- 11.2 The signatories to BHPC account shall be the Treasurer and one other officer;
- 11.3 Funds received from any source for the benefit of BHPC shall be immediately referred to the Treasurer or Secretary, for the issuing of a receipt and the banking of the funds;
- 11.4 The financial records of BHPC shall be audited annually and an annual financial statement presented to the AGM;
- 11.5 The expenditure of BHPC funds, to pay a bill or incur expenses, shall be consistent with BHPC Objectives & shall require a relevant resolution to be agreed at a general meeting; Ordinary
 - 11.6 The Treasurer shall be responsible for properly operating **BHPCs** financial accounts and in accordance with any relevant 'standing order' adopted under s.3.5;

12.0 The Common Segi

- 12.1 The common seal of BHPC shall be kept in the custody of the Public Officer.
- 12.2 The common seal shall not be affixed to any instrument except by the authority of the BHPC:
- 12.3 the affixing of the common seal shall be attested to by the signatures of two officers of BHPC;

13.0 Inspection of Books etc

- The records, books, files and other documents 13.1 of the BHPC shall be open to inspection, free of charge, by a BHPC member at any reasonable hour, subject to 2 hours notice of the inspection being given to the relevant officer .
- 13.2 The officers shall ensure that all BHPC documents, files and other records relevant to a general meetings business are present at and available to members during the AGM and all general meetings of BHPC;

14.0 Accountability Of Members

- 14.1 Where a member of BHPC
 - is concerned that another member has failed to act in accordance with this Constitution, any 'standing orders' made under s4.5 above, the issue will be considered at a general meeting and an opportunity will be afforded to the member to respond to the concerns;
 - having responded to the concerns at a general meeting without resolving the concerns which have arisen, agrees to do so, the matter may be referred for action under a 'standing order' made under s.3.5;
 - fails to satisfy the concerns of those members present, and the general meeting decides the circumstances warrant it, the member will be issued with a verbal warning by the facilitator of that meeting and advised of courses of action which could repair the situation;
 - repeatedly breaches the constitution or 'standing orders' or commits acts which brings BHPC into disrepute, a general meeting may decide to initiate the procedure for expulsion of the member.

- 14.2 The procedure for expulsion of a member shall be as follows:
 - the Secretary shall advise the member in a) writing of the alleged offence, stating courses of action which the member could take to repair the situation, and shall request a written response from the member within a specified period;
 - b) the letter advising the member of the alleged offence and any written response provided by the member, shall be tabled at the next general meeting for further consideration and any affected members heard;
 - where the next general meeting, having allowed an opportunity for the offending member to repair the situation, is of the opinion that expulsion of the member is required, the meeting may expel the member by a consensus decision, or failing consensus, by a decision supported by 75% of the financial members present at the following meeting;
- Where a member has been expelled by a decision of the general meeting, the Secretary shall within 14 days of the decision, write to the offending member advising them of their expulsion from BHPC;
- 14.4 Having been expelled from BHPC, a person may not apply for re-admission as a member for a period of 12 months from the date of the general meeting which expelled them;

15.0 Policy

- 15.1 BHPC may adopt its own policies consistent with the principles of ESD;
- 15.2 'Standing orders' for preparing and adopting local policies for BHPC may be adopted under s.3.5 above;
- 15.3 BHPC may endorse, adopt and promote the policies of the North Coast Environment Council or the Nature Conservation Council of NSW, consistent with the principles of ESD, as their own;

16.0 Constitutional Change

- Changes to this Constitution may be made at the Annual General Meeting of BHPC submitting to the Secretary:
 - at least 21 days prior to the date of the AGM;
 - a written proposal which clearly states the proposed amendment, and
 - a written argument for the amendment no c) longer than one A4 page;

- 16.2 Where the Secretary, receives a proposed amendment to this Constitution, they shall:
 - a) provide a copy of the proposal and supporting argument to each member with the Notice of the AGM and the AGMs draft agenda;
 - include the proposal for Constitutional amendment on the draft agenda for the AGM;
- 16.3 the proposed amendment may be altered at the AGM, consistent with consensus decisionmaking practice, provided that such alterations do not completely refocus or substantially enlarge the scope of the original proposal;
- 16.4 to succeed, the proposed Amendment must be agreed to by consensus or, failing the obtaining of consensus, by its acceptance by 75% of the financial members present.

17.0 Dissolution and Winding Up

- At its first general meeting, BHPC shall 17.1 adopt a proposal, by carrying a formal motion. nominating an incorporated association, which meets the requirements of s. 53(2)(a)-(c), as the association in which to invest its surplus property in the event of the up or cancellation incorporation of the BHPC;
- 17.2 Proposals to dissolve and wind up BHPC may only be made at the Annual General Meeting of BHPC by submitting to the Secretary:
 - a) at least 21 days prior to the date of the AGM;
 - a written proposal which clearly states that BHPC be now dissolved and wound up, and
 - a written argument for the dissolution and winding up, no longer than one A4 page;
- Where the Secretary, receives a proposal to 17.3 dissolve & wind up BHPC, they shall:
 - provide a copy of the proposal and supporting argument to each member with the Notice of the AGM and the AGMs draft agenda;
 - include the proposal for dissolution and winding up on the draft agenda for the AGM;
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1.0 Name & Purpose

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[draft 2 as @ 9/6/'96]

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 - a) to the north: by Cape Byron;
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- BHPC endorses the National Strategy for 2.1 Ecologically Sustainable Development and has as its general aim the achievement of ecological sustainability through appropriate management of the Broken Head Area, the Nature Reserve, the Lake and adjacent lands;
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4.1 Membership

- 4.1.1 Membership of BHPC is open to people who:
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- 4.1.2 Any financial member of BHPC may vote in any ballot, or at the next meeting of BHPC after their application for membership has been accepted;
- 4.1.3 Any member may nominate for election at the AGM to any office within BHPC;

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- 4.2.1 The annual membership fee, and any membership application fee, shall be set at the AGM;
- 4.2.2 applicants for membership must pay the annual membership fee;
- 4.2.3 upon payment of membership fees the Secretary shall enter the name, address and any phone number of the new member in the register of members maintained by the Secretary;
- 4.2.4 the membership year shall commence on 1 July each year. New members who join after 1 January may pay half the annual fee;
- 4.2.5 membership is renewable annually by paying the membership fee due on 1 July. Members shall remain financial until 31 August in the next financial year.
- 4.2.6 the liability of the member of BHPC towards the payment of the debts and liabilities of the BHPC or the costs, charges and expenses of winding up BHPC, shall be limited to the amount, if any, unpaid by the member in respect of membership fees of BHPC.

4.3 Unfinancial Members

- 4.3.1 From 1 September in any year, members who do not renew their membership by paying the annual fee are deemed to be unfinancial and cannot vote at any meeting or in any ballot held by BHPC;
- 4.3.2 Status as a financial member can be regained by paying the full annual fee within the current membership year;
- 4.3.3 On 1 July of any year, after 12 months of nonpayment of membership fees, any unfinancial members shall have their membership cancelled and will need to re-apply to re-join BHPC;

4.4 Termination of Membership

- 4.4.1 Membership of BHPC may be terminated by:
- a) a member providing written advice of their resignation to the Secretary;
- b) cancellation of membership due to nonpayment of membership fees;
- c) expulsion from BHPC under s.9.1 below;
- d) the death of a member.

5.0 Disputes and Mediation

- 5.1 disputes involving BHPC members, or BHPC, shall be attempted to be resolved in a fair and timely manner in accordance with any relevant 'dispute resolution' or conflict mediation procedures adopted under s.3.9.g above;
- 5.2 members of BHPC shall exercise their best endeavours to afford natural justice, mediate, reconcile and resolve any disputes;
- 5.3 members of BHPC shall not comment publicly upon, and will maintain the confidentiality within BHPC in regard to, any dispute between members of BHPC, between BHPC and any of its members, or between BHPC and any other group;
- 5.4 members of BHPC shall not pursue disputes with other persons or groups on behalf of the BHPC, except with the support & agreement of BHPC;
- 5.5 disputes between BHPC with other persons or organisations shall be considered at a general meeting and addressed in the first instance through correspondence;
- 5.6 where action this is not possible or appropriate, or does not resolve the dispute, the matter shall be placed on the agenda of the next BHPC meeting.

Management of BHPC Affairs 6.0

- 6.1 The affairs of the Committee shall be managed by the members via:
 - a) agreements reached at general meetings or an AGM;
 - decisions and /or actions of the Officers or **b**) duly appointed sub-committees;
 - members exercising the powers of the Committee under a delegated authority.
- Where members or Officers or delegates 6.2 exercise powers on behalf of the Committee, they shall act at all times in accordance with this Constitution, the written delegation of authority and any relevant standing orders or policies of the Committee;

7.0 **Meetings and Decision Making**

- 7.1 A minimum of 4 general meetings of BHPC shall be held in any year; each to be held in a separate month;
- 7.2 Additional general meetings may be held from time to time as decided by the general meeting;
- The Secretary shall call a general meeting 7.3 after receiving a written request for such a meeting signed by 5 financial members, following the giving of 7 days written notice of the meeting to all members;
- 7.4 A quorum for a general meeting shall be 5 financial members or where membership of BHPC exceeds 50, 10 financial members;
- 7.5 Every general meeting the Convenor shall call for volunteers and if necessary elect a facilitator and minutes taker for that meeting as its first item of business;
- 7.6 Minutes of the meetings of BHPC shall include records of those present, apologies, corrections to previous minutes, proposals carried by consensus and such other notes as the meeting seems fit to include from time to time;
- 7,7 BHPC shall conduct their meetings on a consensus basis and in accordance with a 'consensus meeting procedure' prepared and adopted under s.4.5a above;
- 7.8 Meetings of duly appointed committees of BHPC shall conduct their meetings in a manner consistent with procedures for general meetings;
- 7.9 Each general meeting or committee meeting shall decide the time, place and date of the next meeting or meetings;

Annual General Meeting 8.0

- the first general meeting in September each 8.1 year shall be the Annual General Meeting (AGM);
- 8.2 the date, time and place of the AGM shall be set at a general meeting held in July or
- 8.3 Notice of, and a draft Agenda for, the AGM shall be provided in writing to all members by the Secretary at least 14 days prior to the proposed date of the AGM;
- 8.4 a quorum for the AGM shall be 10 financial members or where membership of BHPC exceeds 50, 25% of financial members;
- 8.5 the Convenor shall assist the AGM to elect a facilitator and minutes taker for that meeting as the first item of business;
- 8.6 minutes of the meetings of BHPC AGM shall include records of those present, apologies, corrections to previous minutes, proposals carried by consensus and such other notes as the AGM sees fit to include from time to time:
- 8.7 the AGM shall be conducted on a consensus basis and in accordance with a 'consensus meeting procedure' prepared and adopted under s.4.5a above:
- 8.8 the Agenda of the AGM shall include:
 - the election of Officers; a)
 - the presentation of the Annual Report and Annual Financial Statement;
 - c) consideration of any proposed amendments to this Constitution:
 - d) other general business;

9.0 **Delegation of Powers**

- 9.1 BHPC may, by written notice, delegate to one or more sub-committees the exercise of such functions or powers of BHPC as may be specified in the written notice, other than:
 - this power of delegation; a)
 - a function which is a duty imposed on BHPC by the Act or any other law.
- 9.2 A function, the exercise of which has been delegated to a sub-committee, may while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation;
- 9.3 a delegation under this section may be made subject to such conditions or limitations as to the exercise of any function or power, as may be specified in the written notice of delegation;

- 9.4 notwithstanding any delegation, the BHPC may contiue to exercise any power or function otherwise duly delegated;
- 9.5 any act or thing done, or sufferred to be done by a sub-committee, acting under the exercise of its delegated power, shall have the same force and effect as it would have had if it had been done or suffered by the BHPC as a whole;
- 9.6 any written notice of delegation may be revoked, in whole or part.

10.0 Officers

10.1 General

- 10.1.1 the Officers of BHPC shall be Secretary, Treasurer, Convenor, and Public Officer;
- 10.1.2 the Officers, except for the Public Officer, shall be elected annually at the AGM in accordance with any standing order adopted under s.3.5 above;
- 10.1.3 the Public Officer shall be elected at the inaugaral general meeting and shall be reelected upon the position becoming vacant in accordance with the Act;
- 10.1.4 no person, other than the Public Officer, may serve more than 2 consecutive years in any office;
- 10.1.5 an Officer's position may be declared vacant by carrying a resolution to that effect by:
 - a) consensus decision at any general meeting, or
 - b) failing consensus, by decision taken by 75% of the financial members present at the next general meeting;

10.2 The Secretary

- 10.2.1 The Secretary shall be responsible for
- maintaining an up-to-date register of members of BHPC;
- b) the preparation of minutes of general meetings and AGMs;
- c) the preparation of agendas, notices and business papers for meetings of BHPC;
- receiving and reporting to the next general meeting on mail or other correspondence addressed to BHPC and on any other business carried out on behalf of BHPC since the last meeting;
- e) maintaining up-to-date copies of BHPC's Constitution, 'standing orders' and policies;
- f) ensuring BHPC acts in accordance with the requirements of the various NSW and Commonwealth laws;

- giving notice of and calling an unscheduled general meeting where a written request for such a meeting, signed by 5 financial members has been received by the Secretary;
- h) preparing advice of appointment of delegates;
- acting as spokesperson for BHPC generally;

10.3 The Treasurer

- 10.3.1 The Treasurer shall be responsible for:
- a) maintaining an 'administrative' account at a financial institution on behalf of BHPC;
- b) maintaining a 'fundraising' account at a financial institution on behalf of BHPC;
- providing a financial report to each general meeting and an Annual Financial Statement to the AGM, on all financial business carried out on behalf of BHPC;
- d) submitting all accounts due to a general meeting for approval for payment;
- e) paying all accounts owed by BHPC;
- collecting and appropriately depositing in its accounts all monies due to and / or recieved by BHPC;
- ensuring that the adequate records, via books and accounts, are kept showing the financial affairs of BHPC, including full details of all receipts and expenditures of BHPC;

10.4 The Convenor

- 10.4.1 The Convenor shall be responsible for:
- a) the election of a facilitator at the beginning of each meeting;
- b) preparing, in consultation with the Secretary, Treasurer and any committees appointed under s.4.4 above, a written Annual Report which includes an Annual Financial Statement;
- c) liaison with other member groups of North Coast Environment Council Inc.;

10.5 The Public Officer

- 10.5.1 The Public officer shall be elected at the first general meeting of BHPC in accordance with the Associations Incorporation Act 1984 (hereafter referred to as 'the Act') and shall remain in office until they resign or die.
- 10.5.2 The Public Officer shall ensure that BHPC Officers discharge their duties and fulfill their legal requirements under 'the Act';
- 10.5.3 the Public Officer shall keep in his or her custody or control, all records, books & other documents relating to BHPC.

1 0.6 Casuai Vacancies - Officers

- 10.6.1 A casual vacancy occurs when an Officer of the BHPC:
 - a) dies:
- **b**) ceases to be a member of BHPC;
- becomes an insolvent under administration within the meaning of the Companies NSW
- d) provides a written resignation letter to the Secretary, or in the event of the Secretary's resignation, the Convenor;
- is removed from office by a motion under s. above;
- becomes of unsound mind or a person whose person or estate is liable to be dealt with under the relating to mental health; or
- is absent, without consent of BHPC, from all meetings of BHPC for a period of 6 months.
- 10.6.2 A casual vacancy shall be filled at the next general meeting by the Convenor, or Secretary, calling for nominations for the vacant position;
- 10.6.3 A nomination may be made verbally or in writing and requires a proposer and seconder for the nominee.
- 10.6.4 Where only one nomination is recieved to fill casual vacancy, the Convenor or Secretary shall declare the nominee elected;
- 10.6.5 Where more than one candidate nominates for a vacant position, the Convenor, or Secretary, shall conduct a secret ballot to elect a person to fill the vacancy;

11.0 Finance

- 11.1 The finances of BHPC shall be accounted for through the creation & operation of an account at a recognised financial institution;
- 11.2 The signatories to BHPC account shall be the Treasurer and one other officer:
- 11.3 Funds received from any source for the benefit of BHPC shall be immediately referred to the Treasurer or Secretary, for the issuing of a receipt and the banking of the funds;
- The financial records of BHPC shall be 11.4 audited annually and an annual financial statement presented to the AGM;
- 11.5 The expenditure of BHPC funds, to pay a bill or incur expenses, shall be consistent with BHPC Objectives & shall require a relevant resolution to be agreed at a general meeting;
- 11.6 The Treasurer shall be responsible for properly operating BHPCs financial accounts and in accordance with any relevant 'standing order' adopted under s.3.5;

12.0 The Common Seal

- 12.1 The common seal of BHPC shall be kept in the custody of the Public Officer.
- 12.2 The common seal shall not be affixed to any instrument except by the authority of the BHPC;
- 12.3 the affixing of the common seal shall be attested to by the signatures of two officers of BHPC;

13.0 Inspection of Books etc

- 13.1 The records, books, files and other documents of the BHPC shall be open to inspection, free of charge, by a BHPC member at any reasonable hour, subject to 2 hours notice of the inspection being given to the relevant officer.
- 13.2 The officers shall ensure that all BHPC documents, files and other records relevant to a general meetings business are present at and available to members during the AGM and all general meetings of BHPC;

14.0 Accountability Of Members

- 14.1 Where a member of BHPC
 - is concerned that another member has failed to act in accordance with this Constitution, any 'standing orders' made under s4.5 above, the issue will be considered at a general meeting and an opportunity will be afforded to the member to respond to the concerns;
 - having responded to the concerns at a general meeting without resolving the concerns which have arisen, agrees to do so, the matter may be referred for action under a 'standing order' made under s.3.5;
 - fails to satisfy the concerns of those members present, and the general meeting decides the circumstances warrant it, the member will be issued with a verbal warning by the facilitator of that meeting and advised of courses of action which could repair the situation;
 - d) repeatedly breaches the constitution or 'standing orders' or commits acts which brings BHPC into disrepute, a general meeting may decide to initiate the procedure for expulsion of the member.

Idraft 1 as @ 23/4/'96

1.0 Name

- The name of the group shall be the Broken Head Protection Committee Inc. hereafter also referred to as BHPC; BHAI
- 1.2 The area of immediate interest to the BHPC, shall-be known as the Broken Head area, and shall be defined as the land bounded:
 - to the north: by the Byron -Bangalow-road-and-a-line extending-eastwards_from_its a) -intersection with the Byron-Lennox-road;
 - to the west: by the Pacific Highway; b) amox Head to the south: by Ross Lane; and c)

to the east: to the extent of state coastal waters (3 nautical miles), d)

1.3 Areas within this of special concern to the BHPC shall be

the Broken Head Nature Reseve, (hereafter referred to as the Reserve) and a)

Taylor's Lake (hereafter referred to as the Lake); b)

have in plieated

<u> 2.0</u> <u> Aims & Obiectives</u>

BHPC endorses the National Strategy for Ecologically Sustainable Development and aims 2.1 to achieve ecological sustainability through the appropriate management of Broken Head One , KaNature Reserve (the Reserve) and adjacent lands;

- BHPC aims to ensure the preservation and long-term survival of a diverse range of native species and natural eco-systems within the Broken Head area;
- 2.3 BHPC aims to ensure that members of the public and adjacent land holders have adequate input into the management of the Reserve; BHA and BHNR
- 2.4 BHPC aims to encourage local landholders to manage their land on an ecologically sustainable basis, to both protect and enhance the natural and cultural heritage values of Ka BMA the Reserve, the Lake and nearby lands;

- 2.5 BHPC aims to recognise and respect the rights and responsibilities of aboriginal people in management of traditional areas and to co-operate with indiginenous people in land management in the Broken Head area, as appropriate;
- 2.6 The objectives of BHPC shall be:
 - to act as the public advocate and community conscience for the protection of bio-diversity

and achievement of ecologically sustainable management in the Broken Head area; to seek the preparation, adoption and implementation of an appropriate Plans of Management for Broken Hd NR and the Taylors Lake system;

to seek the preparation and adoption of Conservation Agreements, under the National Parks and Wildlife Act 1967, and the implementation of appropriate plans of management for private lands in the Broken Head area;

- d) to publicly comment upon development proposals in the Broken Head area, Byron Shire, the north coast and NSW generally;
- e) participate in public decision making processes related to land management policies for public and private land in the Broken Head area, Byron Shire, the north coast and NSW generally;
- f) to take appropriate action to encourage and ensure the protection and conservation of the natural and cultural heritage values of the Reserve, the Lake, and private land in the Broken Head area:
- affiliate and associate with other community based non-government organisations (NGOs) or business or government enterprises which share similar aims and objectives.

3.0 Powers

The Broken Head Protection Committee Inc. shall be empowered to:

- 3.1 publicly promote its Aims & Objectives;
- 3.2 liaise with native titleholders and aboriginal people and organisations generally to seek better understanding of indigenous natural resource management;
- 3.3 speak publicly, issue news releases and comment to media;
- 3.4 develop and implement community information and education campaigns;
- 3.5 enter into contracts and agreements to further its Objectives;
- 3.6 raise and expend funds in pursuit of its Objectives or policies;
- 3.7 appoint, via-the-usual decision making processes, committees to carry on the work of BHPC between general meetings;
- formally delegate authority to appropriate members of BHPC to exercise the powers of the Committee as specified in the written authority;
- 3.8 employ staff and engage consultants, where appropriate, to puruse approved programs consistent with BHPC objectives;
- 3.9 make and adopt 'standing orders' for
 - a) the conduct of its meetings;
 - b) the election of Officers and filling of casual vacancies;
 - c) preparation and issue of media releases;
 - d) the publication of its Newsletter;
- $^{?}$, $^{|}$ e) approving expenditure and paying of accounts up to \$50.00;
 - f) the drafting, consideration and adoption of relevant policies;
 - g) resolution of disputes and mediation of conflict;
 - h) any other purpose which will further its Objectives;

4.0 Members

- 4.1 Membership of BHPC is open to people who:
 - a) endorse this Constitution and the principles of ecologically sustainable development (ESD);

 BHA

 concerned about and committed to conservation of the natural haritage values of Braken
- b) concerned about and committed to conservation of the natural heritage values of Broken Head Nature Reserve & adjacent areas, and in Byron Shire generally;
 - c) apply for membership, pay the membership and any application fee prescribed by BHPC, and are approved as a member by BHPC at a general meeting by consensus or 75% of financial members present at that meeting;
- 4.2 any financial member of BHPC may vote in any ballot, or at the next meeting of BHPC after their application for membership has been accepted;
- 4.3 any member may nominate for election at the AGM to any office within BHPC;

5.0 Membership fees

- 5.1 the annual membership fee, and any membership application fee, shall be set at the AGM;
- 5.2 applicants for membership must pay the annual membership fee;
- 5.3 upon payment of membership fees the Secretary shall enter the name, address and any phone number of the new member in the register of members maintained by the Secretary;

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- 5.4 the membership year shall commence on 1 July each year. New members who join after 1 January may pay half the annual fee;
- 5.5 membership is renewable annually by paying the membership fee due on 1 July. Members shall remain financial until 31 August in the next financial year.
- 5.6 from 1 September in any year, members who do not renew their membership by paying the annual fee are deemed to be unfinancial and cannot vote at any meeting or in any ballot held by BHPC;
- 5.7 status as a financial member can be regained by paying the full annual fee within the current membership year;
- 5.8 on 1 July of any year, after 12 months of non-payment of membership fees, any unfinancial members shall have their membership cancelled and will need to re-apply to re-join BHPC;
- the liability of the member of BHPC towards the payment of the debts and liabilities of the BHPC or the costs, charges and expenses of winding up BHPC, shall be lifted to the amount, if any, unpaid by the member in respect of membership fees of BHPC.

6.0 Termination of Membership

Membership of BHPC may terminated by

- 6.1 a member providing written advice of their resignation to the Secretary;
- 6.2 cancellation of membership due to non-payment of membership fees;
- 6.3 expulsion from BHPC under s.9.1 below;
- 6.4 the death of a member.

7.0 Disputes and Mediation

- 7.1 disputes involving BHPC members, or BHPC, shall be attempted to be resolved in a fair and timely manner in accordance with any relevant 'dispute resolution' or conflict mediation procedures adopted under s.3\(\mathbb{q} \). g above;
- 7.2 members of BHPC shall exercise their best endeavours to afford natural justice, mediate, reconcile and resolve any disputes;
- 7.3 members of BHPC shall not comment publicly upon, and will maintain the confidentiality within BHPC in regard to, any dispute between members of BHPC, between BHPC and any of its members, or between BHPC and another conservation group;
- 7.4 members of BHPC shall not pursue disputes with other persons or groups on behalf of the BHPC, except with the support & agreement of BHPC;
- 7.5 disputes between BHPC with other persons or organisations shall be considered at a general meeting and addressed in the first instance through correspondence;
- 7.6 where action this is not possible or appropriate, or does not resolve the dispute, the matter shall be placed on the agenda of the next BHPC meeting.

8.0 Officers

- 8.1 the Officers of BHPC shall be Secretary, Treasurer, Convenor, and Public Officer;
- 8.2 the Officers, except for the Public Officer, shall be elected annually at the AGM in accordance with any standing order adopted under s.3.5 above;
- 8.3 the Public Officer shall be elected at the inaugaral general meeting and shall be re-elected upon the position becoming vacant in accordance with the Act;
- 8.4 no person may serve more than 2 consecutive years in any office;
- 8.5 an Officer's position may be declared vacant by carrying a resolution to that effect by:
 - a) consensus decision at any general meeting, or
 - b) failing consensus, by decision taken by 75% of the financial members present at the next general meeting;

9.0 The Secretary

The Secretary shall be responsible for

- 9.1 maintaining an up-to-date register of members of BHPC;
- 9.2 the preparation of minutes of general meetings and AGMs;
- 9.3 the preparation of agendas, notices and business papers for meetings of BHPC;
- 9.4 receiving and reporting to the next general meeting on mail or other correspondence addressed to BHPC and on any other business carried out on behalf of BHPC since the last meeting;
- 9.5 maintaining up-to-date copies of BHPC's Constitution, 'standing orders' and policies;
- 9.6 ensuring BHPC acts in accordance with the requirements of the various NSW and Commonwealth laws;
- 9.7 giving notice of and calling an unscheduled general meeting where a written request for such a meeting, signed by 5 financial members has been received by the Secretary;
- 9.8 preparing formal advice of appointment of delegates to the North Coast Environment Council Inc.;
- 9.9 acting as spokesperson for BHPC generally;

10.0 The Treasurer

The Treasurer shall be responsible for:

- 10.1 maintaining an 'administrative' account at a financial institution on behalf of BHPC;
- 10.2 maintaining a 'fundraising' account at a financial institution on behalf of BHPC;
- 10.3 providing a financial report to each general meeting and an Annual Financial Statement to the AGM, on all financial business carried out on behalf of BHPC;
- 10.4 submitting all accounts due to a general meeting for approval for payment;
- 10.5 paying all accounts owed by BHPC;
- 10.6 collecting and appropriately depositing in its accounts all monies due to and /or recieved by BHPC;
- 10.7 ensuring that the adequate records, via books and accounts, are kept showing the financial affairs of BHPC, including full details of all receipts and expenditures of BHPC;

11.0 The Convenor

The Convenor shall be responsible for:

- 11.1 the election of a facilitator at the beginning of each meeting;
- 11.2 preparing, in consultation with the Secretary, Treasurer and any committees appointed under s.4.4 above, a written Annual Report which includes an Annual Financial Statement;
- 11.3 liaison with other member groups of North Coast Environment Council Inc.;

12.0 The Public Officer

- 12.1 The Public officer shall be elected at the first general meeting of BHPC and shall remain in office until they die, resign or??
- 12.2 The Public Officer shall ensure that the officers of BHPC discharge their duties to BHPC and fulfill their legal requirements under the Association Incorporation Act 1984;
- 12.3 the Public Officer shall keep in his or her custody or under his or her control, all records, books and other documents relating to BHPC;

13.0 Casual Vacancies

- 13.1 A casual vacancy occurs when an officer of the BHPC
 - a) dies
 - b) ceases to be a member of BHPC:
 - c) becomes an insolvent under administration within the meaning of the Companies NSW Code;
 - d) provides a written resignation letter to the Secretary, or in the event of the Secretary's resignation, the Convenor;
 - e) is removed from office by a motion under s. above;
 - f) becomes of unsound mind or a person whose person or estate is liable to be dealt with under the relating to mental health; or
 - g) is absent, without consent of BHPC, from all meetings of BHPC for a period of 6 months.
- 13.2 A casual vacancy will be filled at the next general meeting by the Convenor, or in the absence of the Convenor, by the Secretary, calling for nominations for the vacant position;
- 13.3 A nomination may be made verbally or in writing and requires a proposer and seconder for the nominee.
- 13.4 Where only one nomination is recieved to fill casual vacancy, the Convenor or Secretary shall declare the nominee elected;
- 13.5 Where more than one candidate nominates for a vacant position, the Convenor, or Secretary, shall conduct a secret ballot to elect a person to fill the vacancy;

14.0 The Common Seal

- 14.1 The common seal of BHPC shall be kept in the custody of the Public Officer.
- 14.2 The common seal shall not be affixed to any instrument except by the authority of the BHPC;
- 14.3 the affixing of the common seal shall be attested to by the signatures of two officers of BHPC;

15.0 Inspection of Books etc

- 15.1 The records, books, files and other documents of the BHPC shall be open to inspection, free of charge, by a BHPC member at any reasonable hour, subject to 2 hours notice of the inspection being given to the relevant officer.
- 15.2 The officers shall ensure that all BHPC documents, files and other records relevant to a general meetings business are present at and available to members during the AGM and all general meetings of BHPC;

16.0 Finance

- 16.1 the finances of BHPC shall be accounted for through the creation and maintenance of a separate account at an appropriate financial institution;
- 16.2 the signatories to BHPC account shall be the Treasurer and one other officer;
- 16.3 funds recieved from any source for the benefit of BHPC shall be immediately referred to the Treasurer or Secretary, for the issuing of a receipt and the banking of the funds;
- 16.4 the financial records of BHPC shall be audited annually and an annual finanancial statement presented to the AGM;
- 16.5 the expenditure of BHPC funds, to pay a bill or incur expenses, shall be consistent with the Objectives of BHPC and shall require a relevant resolution to be agreed at a general meeting;
- 16.6 the Treasurer shall be responsible for properly operating BHPC's financial accounts and in accordance with any relevant 'standing order' adopted under s.3.5;

17.0 Conduct of Meetings and Decision Making

- 17.1 a minimum of 6 general meetings of BHPC shall be held in any year; each to be held in a separate month;
- 17.2 additional general meetings may be held from time to time as decided by the general meeting;
- 17.3 the Secretary shall call a general meeting after receiving a written request for such a meeting signed by 5 financial members, following the giving of 7 days written notice of the meeting to all members;
- 17.4 a quorum for a general meeting shall be 5 financial members or where membership of BHPC exceeds 50, 10 financial members;
- 17.5 every general meeting the Convenor shall call for volunteers and if necessary elect a facilitator and minutes taker for that meeting as its first item of business;
- 17.6 minutes of the meetings of BHPC shall include records of those present, apologies, corrections to previous minutes, proposals carried by consensus and such other notes as the meeting seems fit to include from time to time;
- 17.7 BHPC shall conduct their meetings on a consensus basis and in accordance with a 'consensus meeting procedure' prepared and adopted under s.4.5a above;
- 17.8 meetings of duly appointed committees of BHPC shall conduct their meetings in a manner consistent with procedures for general meetings;
- 17.9 each general meeting or committee meeting shall decide the time, place and date of the next meeting or meetings;

18.0 Annual General Meeting

- 18.1 the first general meeting in September each year shall be the Annual General Meeting (AGM);
- 18.2 the date, time and place of the AGM shall be set at a general meeting held in July or August;
- 18.3 Notice of, and a draft Agenda for, the AGM shall be provided in writing to all members by the Secretary at least 14 days prior to the proposed date of the AGM;
- 18.4 a quorum for the AGM shall be 10 financial members or where membership of BHPC exceeds 50, 25% of financial members;
- 18.5 the Convenor shall assist the AGM to elect a facilitator and minutes taker for that meeting as the first item of business;
- 18.6 minutes of the meetings of BHPC AGM shall include records of those present, apologies, corrections to previous minutes, proposals carried by consensus and such other notes as the AGM sees fit to include from time to time;
- 18.7 the AGM shall be conducted on a consensus basis and in accordance with a 'consensus meeting procedure' prepared and adopted under s.4.5a above;
- 18.8 the Agenda of the AGM shall include:
 - a) the election of Officers;
 - b) the presentation of the Annual Report and Annual Financial Statement;
 - c) consideration of any proposed amendments to this Constitution;
 - d) other general business;

19.0 Delegation of Powers

- 19.1 BHPC may, by written notice, delegate to one or more sub-committees the exercise of such functions or powers of BHPC as may be specified in the the written notice, other than:
 - a) this power of delegation;
 - b) a function which is a duty imposed on BHPC by the Act or any other law.

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- 19.2 A function, the exercise of which has been delegated to a sub-committee, may while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation;
- 19.3 a delegation under this section may be made subject to such conditions or limitations as to the exercise of any function or power, as may be specified in the written notice of delegation;
- 19.4 notwithstanding any delegation, the BHPC may contine to exercise any power or function otherwise duly delegated;
- 19.5 any act or thing done, or sufferred to be done by a sub-committee, acting under the exercise of its delegated power, shall have the same force and effect as it would have had if it had been done or suffered by the BHPC as a whole;
- 19.6 any written notice of delegation may be revoked, in whole or part.

20.0 Accountability Of Members

- 20.1 Where a member of BHPC
 - a) is concerned that another member has failed to act in accordance with this Constitution, any 'standing orders' made under s4.5 above, the issue will be considered at a general meeting and an opportunity will be afforded to the member to respond to the concerns;
 - b) having responded to the concerns at a general meeting without resolving the concerns which have arisen, agrees to do so, the matter may be referred for action under a 'standing order' made under s.3.5;
 - c) fails to satisfy the concerns of those members present, and the general meeting decides the circumstances warrant it, the member will be issued with a verbal warning by the facilitator of that meeting and advised of courses of action which could repair the situation;
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- 20.2 The procedure for expulsion of a member shall be as follows;
 - a) the Secretary shall advise the member in writing of the alleged offence, stating courses of action which the member could take to repair the situation, and shall request a written response from the member within a specified period;
 - the letter advising the member of the alleged offence and any written response provided by the member, shall be tabled at the next general meeting for further consideration and any affected members heard;
 - c) where the next general meeting, having allowed an opportunity for the offending member to repair the situation, is of the opinion that expulsion of the member is required, the meeting may expel the member by a consensus decision, or failing consensus, by a decision supported by 75% of the financial members present at the following meeting;
- 20.3 where a member has been expelled by a decision of the general meeting, the Secretary shall within 14 days of the decision, write to the offending member advising them of their expulsion from BHPC;
- 20.4 having been expelled from BHPC, a person may not apply for re-admission as a member of BHPC for a period of 12 months from the date of the general meeting which expelled them;

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Broken Head Protection Committee Inc. CONSTITUTION [draft 1 as @ 23/4/'96]

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22.1 Changes to this Constitution may be made at the Annual General Meeting of BHPC by submitting to the Secretary:

a) at least 21 days prior to the date of the AGM;

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23.0 Dissolution and Winding Up

- 23.1 At its first general meeting, BHPC shall adopt a proposal, by carrying a formal motion, nominating an incorporated association, which meets the requirements of s. 53(2)(a)-(c), as the association in which to invest its surplus property in the event of the winding up or cancellation of the incorpation of the BHPC;
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1.0 Name & Purpose

- 1.1 The group is formed for the purpose of protecting the Broken Head area, and shall be named the Broken Head Protection Committee Inc. hereafter also referred to as BHPC;
- 1.2 The area of immediate interest to the BHPC, is the Broken Head Area (BHA), defined as the land bounded:
 - a) to the north: by Cape Byron;
 - b) to the west: by the Pacific Highway;
 - c) to the south: by Lennox Head township; and
 - d) to the east: by state coastal waters (3 nautical miles),
- 1.3 Within the BHA, the following specific areas are of special concern to BHPC for the protection of their natural and cultural heritage values;
 - a) the Broken Head Nature Reseve, (hereafter referred to as BHNR or the Nature Reserve) and
 - b) Taylor's Lake (hereafter referred to as the Lake);
- 1.4 Consistent with its purpose, the Committee shall pursue interests in wider activities that may have implications for the BHA, such as the policies and or laws applying in:
 - a) the Byron Shire Council; (hereafter referred to as BSC or the Council);
 - b) the north coast generally, via Regional Environment Plans, TCM plans, etc;
 - New South Wales as administered by the NSW Government;
 - d) the jurisdiction of the Commonwealth Government; and / or
 - e) bi-lateral and multi-party international agreements, treaties or protocols, as appropriate.

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Broken Head Protection Committee Inc

A local member group of the North Coast Environment Council Inc. P O Box ??? Byron Bay NSW 2481. Ph (066) 877 ???

CONSTITUTION

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1.0 Name

- 1.1 The name of the group shall be the Broken Head Protection Committee Inc. hereafter also referred to as BHPC;
- 1.2 The area of immediate interest to the BHPC, shall be known as the Broken Head area, and shall be defined as the land bounded:
 - a) to the north: by the Byron Bangalow road and a line extending eastwards from its intersection with the Byron Lennox road;
 - b) to the west: by the Pacific Highway;
 - c) to the south: by Ross Lane; and
 - d) to the east: to the extent of state coastal waters (3 nautical miles),
- 1.3 Areas within this of special concern to the BHPC shall be
 - a) the Broken Head Nature Reseve, (hereafter referred to as the Reserve) and
 - b) Taylor's Lake (hereafter referred to as the Lake);

2.0 Aims & Objectives

- 2.1 BHPC endorses the National Strategy for Ecologically Sustainable Development and aims to achieve ecological sustainability through the appropriate management of Broken Head Nature Reserve (the Reserve) and adjacent lands;
- 2.2 BHPC aims to ensure the preservation and long-term survival of a diverse range of native species and natural eco-systems within the Broken Head area;
- 2.3 BHPC aims to ensure that members of the public and adjacent land holders have adequate input into the management of the Reserve;
- 2.4 BHPC aims to encourage local landholders to manage their land on an ecologically sustainable basis, to both protect and enhance the natural and cultural heritage values of the Reserve, the Lake and nearby lands;
- 2.5 BHPC aims to recognise and respect the rights and responsibilities of aboriginal people in management of traditional areas and to co-operate with indiginenous people in land management in the Broken Head area, as appropriate;
- 2.6 The objectives of BHPC shall be:
 - a) to act as the public advocate and community conscience for the protection of bio-diversity and achievement of ecologically sustainable management in the Broken Head area;
 - b) to seek the preparation, adoption and implementation of an appropriate Plans of Management for Broken Hd NR and the Taylors Lake system;
 - c) to seek the preparation and adoption of Conservation Agreements, under the National Parks and Wildlife Act 1967, and the implementation of appropriate plans of management for private lands in the Broken Head area;
 - d) to publicly comment upon development proposals in the Broken Head area, Byron Shire, the north coast and NSW generally;
 - e) participate in public decision making processes related to land management policies for public and private land in the Broken Head area, Byron Shire, the north coast and NSW generally;
 - f) to take appropriate action to encourage and ensure the protection and conservation of the natural and cultural heritage values of the Reserve, the Lake, and private land in the Broken Head area;
 - affiliate and associate with other community based non-government organisations (NGOs) or business or government enterprises which share similar aims and objectives.

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3.0 Powers

The Broken Head Protection Committee Inc. shall be empowered to:

- 3.1 publicly promote its Aims & Objectives;
- 3.2 liaise with native titleholders and aboriginal people and organisations generally to seek better understanding of indigenous natural resource management;
- 3.3 speak publicly, issue news releases and comment to media;
- 3.4 develop and implement community information and education campaigns;
- 3.5 enter into contracts and agreements to further its Objectives;
- 3.6 raise and expend funds in pursuit of its Objectives or policies;
- 3.7 appoint, via the usual decision making processes, committees to carry on the work of BHPC between general meetings;
- formally delegate authority to appropriate members of BHPC to exercise the powers of the Committee as specified in the written authority;
- 3.8 employ staff and engage consultants, where appropriate, to puruse approved programs consistent with BHPC objectives;
- 3.9 make and adopt 'standing orders' for
 - a) the conduct of its meetings;
 - b) the election of Officers and filling of casual vacancies;
 - c) preparation and issue of media releases;
 - d) the publication of its Newsletter;
 - e) approving expenditure and paying of accounts up to \$50.00;
 - f) the drafting, consideration and adoption of relevant policies;
 - g) resolution of disputes and mediation of conflict;
 - h) any other purpose which will further its Objectives;

4.0 Members

- 4.1 Membership of BHPC is open to people who:
 - a) endorse this Constitution and the principles of ecologically sustainable development (ESD);
- b)—concerned about and committed to conservation of the natural heritage values of Broken Head Nature Reserve & adjacent areas, and in Byron Shire generally;
 - c) apply for membership, pay the membership and any application fee prescribed by BHPC, and are approved as a member by BHPC at a general meeting by consensus or 75% of financial members present at that meeting
 - 4.2 any financial member of BHPC may vote in any ballot, or at the next meeting of BHPC after their application for membership has been accepted;
 - 4.3 any member may nominate for election at the AGM to any office within BHPC;

5.0 Membership fees

- 5.1 the annual membership fee, and any membership application fee, shall be set at the AGM;
- 5.2 applicants for membership must pay the annual membership fee;
- 5.3 upon payment of membership fees the Secretary shall enter the name, address and any phone number of the new member in the register of members maintained by the Secretary;

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- 5.4 the membership year shall commence on 1 July each year. New members who join after 1 January may pay half the annual fee;
- 5.5 membership is renewable annually by paying the membership fee due on 1 July. Members shall remain financial until 31 August in the next financial year.
- from 1 September in any year, members who do not renew their membership by paying the annual fee are deemed to be unfinancial and cannot vote at any meeting or in any ballot held by BHPC;
- 5.7 status as a financial member can be regained by paying the full annual fee within the current membership year;
- on 1 July of any year, after 12 months of non-payment of membership fees, any unfinancial members shall have their membership cancelled and will need to re-apply to re-join BHPC;
- the liability of the member of BHPC towards the payment of the debts and liabilities of the BHPC or the costs, charges and expenses of winding up BHPC, shall be lifted to the amount, if any, unpaid by the member in respect of membership fees of BHPC.

6.0 Termination of Membership

Membership of BHPC may terminated by

- 6.1 a member providing written advice of their resignation to the Secretary;
- 6.2 cancellation of membership due to non-payment of membership fees;
- 6.3 expulsion from BHPC under s.9.1 below;
- 6.4 the death of a member.

7.0 Disputes and Mediation

- 7.1 disputes involving BHPC members, or BHPC, shall be attempted to be resolved in a fair and timely manner in accordance with any relevant 'dispute resolution' or conflict mediation procedures adopted under s.3.5.g above;
- 7.2 members of BHPC shall exercise their best endeavours to afford natural justice, mediate, reconcile and resolve any disputes;
- 7.3 members of BHPC shall not comment publicly upon, and will maintain the confidentiality within BHPC in regard to, any dispute between members of BHPC, between BHPC and any of its members, or between BHPC and another conservation group;
- 7.4 members of BHPC shall not pursue disputes with other persons or groups on behalf of the BHPC, except with the support & agreement of BHPC;
- 7.5 disputes between BHPC with other persons or organisations shall be considered at a general meeting and addressed in the first instance through correspondence;
- 7.6 where action this is not possible or appropriate, or does not resolve the dispute, the matter shall be placed on the agenda of the next BHPC meeting.

8.0 Officers

- 8.1 the Officers of BHPC shall be Secretary, Treasurer, Convenor, and Public Officer;
- 8.2 the Officers, except for the Public Officer, shall be elected annually at the AGM in accordance with any standing order adopted under s.3.5 above;
- 8.3 the Public Officer shall be elected at the inaugaral general meeting and shall be re-elected upon the position becoming vacant in accordance with the Act;
- 8.4 no person may serve more than 2 consecutive years in any office;
- 8.5 an Officer's position may be declared vacant by carrying a resolution to that effect by:
 - a) consensus decision at any general meeting, or
 - failing consensus, by decision taken by 75% of the financial members present at the next general meeting;

9.0 The Secretary

The Secretary shall be responsible for

- 9.1 maintaining an up-to-date register of members of BHPC;
- 9.2 the preparation of minutes of general meetings and AGMs;
- 9.3 the preparation of agendas, notices and business papers for meetings of BHPC;
- 9.4 receiving and reporting to the next general meeting on mail or other correspondence addressed to BHPC and on any other business carried out on behalf of BHPC since the last meeting;
- 9.5 maintaining up-to-date copies of BHPC's Constitution, 'standing orders' and policies;
- 9.6 ensuring BHPC acts in accordance with the requirements of the various NSW and Commonwealth laws;
- 9.7 giving notice of and calling an unscheduled general meeting where a written request for such a meeting, signed by 5 financial members has been received by the Secretary;
- 9.8 preparing formal advice of appointment of delegates to the North Coast Environment Council Inc.;
- 9.9 acting as spokesperson for BHPC generally;

10.0 The Treasurer

The Treasurer shall be responsible for:

- 10.1 maintaining an 'administrative' account at a financial institution on behalf of BHPC;
- 10.2 maintaining a 'fundraising' account at a financial institution on behalf of BHPC;
- 10.3 providing a financial report to each general meeting and an Annual Financial Statement to the AGM, on all financial business carried out on behalf of BHPC;
- 10.4 submitting all accounts due to a general meeting for approval for payment;
- 10.5 paying all accounts owed by BHPC;
- 10.6 collecting and appropriately depositing in its accounts all monies due to and /or recieved by BHPC;
- 10.7 ensuring that the adequate records, via books and accounts, are kept showing the financial affairs of BHPC, including full details of all receipts and expenditures of BHPC;

11.0 The Convenor

The Convenor shall be responsible for:

- 11.1 the election of a facilitator at the beginning of each meeting;
- 11.2 preparing, in consultation with the Secretary, Treasurer and any committees appointed under s.4.4 above, a written Annual Report which includes an Annual Financial Statement;
- 11.3 liaison with other member groups of North Coast Environment Council Inc.;

12.0 The Public Officer

- 12.1 The Public officer shall be elected at the first general meeting of BHPC and shall remain in office until they die, resign or??
- 12.2 The Public Officer shall ensure that the officers of BHPC discharge their duties to BHPC and fulfill their legal requirements under the Association Incorporation Act 1984;
- 12.3 the Public Officer shall keep in his or her custody or under his or her control, all records, books and other documents relating to BHPC;

13.0 Casual Vacancies

- 13.1 A casual vacancy occurs when an officer of the BHPC
 - a) dies
 - b) ceases to be a member of BHPC:
 - c) becomes an insolvent under administration within the meaning of the Companies NSW Code;
 - d) provides a written resignation letter to the Secretary, or in the event of the Secretary's resignation, the Convenor;
 - e) is removed from office by a motion under s. above;
 - f) becomes of unsound mind or a person whose person or estate is liable to be dealt with under the relating to mental health; or
 - g) is absent, without consent of BHPC, from all meetings of BHPC for a period of 6 months.
- 13.2 A casual vacancy will be filled at the next general meeting by the Convenor, or in the absence of the Convenor, by the Secretary, calling for nominations for the vacant position;
- 13.3 A nomination may be made verbally or in writing and requires a proposer and seconder for the nominee.
- 13.4 Where only one nomination is recieved to fill casual vacancy, the Convenor or Secretary shall declare the nominee elected;
- 13.5 Where more than one candidate nominates for a vacant position, the Convenor, or Secretary, shall conduct a secret ballot to elect a person to fill the vacancy;

14.0 The Common Seal

- 14.1 The common seal of BHPC shall be kept in the custody of the Public Officer.
- 14.2 The common seal shall not be affixed to any instrument except by the authority of the BHPC;
- 14.3 the affixing of the common seal shall be attested to by the signatures of two officers of BHPC;

15.0 Inspection of Books etc

- 15.1 The records, books, files and other documents of the BHPC shall be open to inspection, free of charge, by a BHPC member at any reasonable hour, subject to 2 hours notice of the inspection being given to the relevant officer.
- 15.2 The officers shall ensure that all BHPC documents, files and other records relevant to a general meetings business are present at and available to members during the AGM and all general meetings of BHPC;

16.0 Finance

- 16.1 the finances of BHPC shall be accounted for through the creation and maintenance of a separate account at an appropriate financial institution;
- 16.2 the signatories to BHPC account shall be the Treasurer and one other officer;
- 16.3 funds recieved from any source for the benefit of BHPC shall be immediately referred to the Treasurer or Secretary, for the issuing of a receipt and the banking of the funds;
- 16.4 the financial records of BHPC shall be audited annually and an annual financial statement presented to the AGM;
- 16.5 the expenditure of BHPC funds, to pay a bill or incur expenses, shall be consistent with the Objectives of BHPC and shall require a relevant resolution to be agreed at a general meeting;
- the Treasurer shall be responsible for properly operating BHPC's financial accounts and in accordance with any relevant 'standing order' adopted under s.3.5;

17.0 Conduct of Meetings and Decision Making

- 17.1 a minimum of 6 general meetings of BHPC shall be held in any year; each to be held in a separate month;
- 17.2 additional general meetings may be held from time to time as decided by the general meeting;
- 17.3 the Secretary shall call a general meeting after receiving a written request for such a meeting signed by 5 financial members, following the giving of 7 days written notice of the meeting to all members;
- 17.4 a quorum for a general meeting shall be 5 financial members or where membership of BHPC exceeds 50, 10 financial members;
- 17.5 every general meeting the Convenor shall call for volunteers and if necessary elect a facilitator and minutes taker for that meeting as its first item of business;
- 17.6 minutes of the meetings of BHPC shall include records of those present, apologies, corrections to previous minutes, proposals carried by consensus and such other notes as the meeting seems fit to include from time to time;
- 17.7 BHPC shall conduct their meetings on a consensus basis and in accordance with a 'consensus meeting procedure' prepared and adopted under s.4.5a above;
- 17.8 meetings of duly appointed committees of BHPC shall conduct their meetings in a manner consistent with procedures for general meetings;
- 17.9 each general meeting or committee meeting shall decide the time, place and date of the next meeting or meetings;

18.0 Annual General Meeting

- 18.1 the first general meeting in September each year shall be the Annual General Meeting (AGM);
- 18.2 the date, time and place of the AGM shall be set at a general meeting held in July or August;
- 18.3 Notice of, and a draft Agenda for, the AGM shall be provided in writing to all members by the Secretary at least 14 days prior to the proposed date of the AGM;
- 18.4 a quorum for the AGM shall be 10 financial members or where membership of BHPC exceeds 50, 25% of financial members;
- 18.5 the Convenor shall assist the AGM to elect a facilitator and minutes taker for that meeting as the first item of business;
- 18.6 minutes of the meetings of BHPC AGM shall include records of those present, apologies, corrections to previous minutes, proposals carried by consensus and such other notes as the AGM sees fit to include from time to time;
- 18.7 the AGM shall be conducted on a consensus basis and in accordance with a 'consensus meeting procedure' prepared and adopted under s.4.5a above;
- 18.8 the Agenda of the AGM shall include:
 - a) the election of Officers;
 - b) the presentation of the Annual Report and Annual Financial Statement;
 - c) consideration of any proposed amendments to this Constitution;
 - d) other general business;

19.0 Delegation of Powers

- 19.1 BHPC may, by written notice, delegate to one or more sub-committees the exercise of such functions or powers of BHPC as may be specified in the the written notice, other than:
 - a) this power of delegation:
 - b) a function which is a duty imposed on BHPC by the Act or any other law.

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- 19.2 A function, the exercise of which has been delegated to a sub-committee, may while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation;
- 19.3 a delegation under this section may be made subject to such conditions or limitations as to the exercise of any function or power, as may be specified in the written notice of delegation;
- 19.4 notwithstanding any delegation, the BHPC may contine to exercise any power or function otherwise duly delegated;
- any act or thing done, or sufferred to be done by a sub-committee, acting under the exercise of its delegated power, shall have the same force and effect as it would have had if it had been done or suffered by the BHPC as a whole;
- 19.6 any written notice of delegation may be revoked, in whole or part.

20.0 Accountability Of Members

- 20.1 Where a member of BHPC
 - a) is concerned that another member has failed to act in accordance with this Constitution, any 'standing orders' made under s4.5 above, the issue will be considered at a general meeting and an opportunity will be afforded to the member to respond to the concerns;
 - having responded to the concerns at a general meeting without resolving the concerns which have arisen, agrees to do so, the matter may be referred for action under a 'standing order' made under s.3.5;
 - fails to satisfy the concerns of those members present, and the general meeting decides the circumstances warrant it, the member will be issued with a verbal warning by the facilitator of that meeting and advised of courses of action which could repair the situation;
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 - a) the Secretary shall advise the member in writing of the alleged offence, stating courses of action which the member could take to repair the situation, and shall request a written response from the member within a specified period;
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PLEASE note any suggested amendments on this draft and forward your comments to JR Corkill @ Big Scrub EC, 149 Keen Street, Lismore. 2480. or fax them on 066 224 737.

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OPEN MANAGEMENT AND COLLECTIVES

Whilst the wording of the Act does not encour age an open or collective management structure there is no reason why an Association's rules cannot provide for those forms of decision making. As an Association's rules must include a section dealing with 'The Committee or other body having the management of the incorporated association, the following examples are provided as a guide to the type of provisions which could be used in that section. These examples will not fit into the rules in Appendix without some modification of those rules. Care should be taken to avoid inconsistencies and omissions if one of the examples below is used in conjunction with other rules. As the legal implications of these structures are in some cases unclear, it would be wise to seek legal advice before finalising the set of rules.

Open Management

- a) The Association shall have its affairs con trolled and managed by the members in general meetings.
- b) The Association shall hold general meetings called Management Meetings at least once each month.
- c) Notice of Management Meetings shall be given by a notice prominently displayed at the Association's premises at least 7 days before the meeting.
- d) The Association shall have the following office bearers who shall be elected at each Annual General Meeting of the Association a President, Vice President, Secretary and Treasurer.
- e) Any casual vacancy occurring among the office bearers may be filled by election at the next Management Meeting.
- f) Office bearers shall hold office from the date of their election until the next Annual General Meeting whereupon all office bearers shall be eligible for re-election.
- g) The quorum for Management Meetings shall be three members and two office bearers.
- h) Questions arising at any Management Meeting shall be decided by the majority of votes of those present. In the case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- i) Office bearers shall cease to hold office upon resignation in writing; removal at any general meeting of the Association; or absence from three successive Management

The Management Meeting may appoint sub-committees for such purposes and sub-ject to such controls as decided upon by the Management Meeting.

Collective Management

- a) The Association shall have its affairs controlled and managed by a Council which operates according to principles of collectivity.
- b) The Council shall consist of at least 25% of the Association who are appointed at the Annual General Meeting.
- Council to other organisations and the community the following office bearers shall be appointed as members of the Council at the Annual General Meeting a co-ordinator and a financial person.
 - i) The Association shall have power at a general meeting to fill any casual vacancy occurring in the Council or office bearers and to remove any person from such position.
 - The Council shall meet to manage the after fairs of the Association at least once in each month and the quorum necessary for the Council to make decisions shall be five.
- Ouestions arising at any meeting of the Council shall be determined by a consensus of opinion. The opinion of each member of the Council shall be equal in value and shall be considered by all other members. No decision shall be recorded unless a majority of members present agree to a decision being accepted.
- by a notice prominently displayed at the Association's premises at least seven days before the meeting.
- h) Members of the Council and office bearers shall hold their positions from the date of appointment until the next Annual General Meeting.
- Members of Council and office bearers shall cease to hold their position if they submit a written resignation; they are removed by a general meeting, or they are absent from three successive Council meetings without approval by the Council.
 - Notwithstanding the provisions in these rules regarding voting at meetings it shall be open for the Association to find a consensus of opinion for making decisions. If a consensus of opinion cannot be gained after adequate discussion voting provisions shall apply

PART 1 PRELIMINARY

INTERPRETATION

 (1) In these rules, except in so far as the context or subject matter otherwise indicates or requires -

"associate member" means a member of the association referred to in rule 9.

"ordinary member" means a member of the association who is not an office-bearer of the association, as referred to in rule 13(2);

"secretary" means -

- (a) the person holding office under these rules as secretary of the association; or
- (b) where no such person holds that office the public officer of the association;

"special general meeting" means a general meeting of the association other an annual general meeting;

"the Act" means the Associations Incorporation Act, . 1984;

"the Regulation" means the Associations Incorporation Regulation, 1985.

- (2) In these rules -
 - (a) a reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART II MEMBERSHIP

MEMBERSHIP QUALIFICATIONS

- A person is qualified to be a member of the association if, but only if -
 - (a) the person is a person referred to in section 15(1)(a), (b) or (c) of the Act and has not ceased to be a member of the association at any

time after incorporation of the association under the Act: or

- (b) the person who is a natural person who -
 - (i) has been nominated for membership of the association as provided by rule 3; and
 - (ii) has been approved for membership of the association by the association at a management meeting.

NOMINATION FOR MEMBERSHIP

- 3. (1) A nomination of a person for membership of the association -
 - (a) shall be made by two members of the association in writing in the form set out in Appendix 1 to these rules;
 - (b) shall be lodged with the secretary of the association; and
 - (c) shall only be in respect of a person who is known by the association members as having been an associate member of the Byron Environment Centre for a period of not less than two months from the date of nomination.
 - (2) As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to the association at a management meeting which shall determine whether to approve or to reject the nomination.
 - (3) Where the association determines to approve a nomination for membership, the secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under these rules by a member as entrance fee and annual subscription.
 - (4) The secretary shall, on payment by the nominee of the amounts referred to in clause (3) within the period referred to in that clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the association.

CESSATION OF MEMBERSHIP

- As person ceases to be a member of the association if the person -
 - (a) dies;

- (b) resigns that membership;
- (c) is expelled from the association; or
- (d) fails to pay the requisite subscription or other fees due to the association for a period of three months after written notification that membership from the association shall lapse after the expiration of three months.

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- A right, privilege or obligation which a person has by reason of being a member of the association -
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the person's membership.

RESIGNATION OF MEMBERSHIP

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
 - (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving notice (being not less than I month or not less than such other period as the Association may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
 - (3) Where a member of the association ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

REGISTER OF MEMBERS

- 7. (1) The public officer of the association shall establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
 - (2) The register of members shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

FEES. SUBSCRIPTIONS, ETC

8. (1) A member and an associate member of the association hall, upon admission to membership, pay to the association a fee of \$5 in the case of an unemployed person or pensioner or \$10 in the case of an employed person or a family, or where some other amount is determined by the association at its Annual General Meeting, that other amount.

ASSOCIATE MEMBERSHIP

- (1) A nomination for associate membership of the association -
 - (a) shall be made by one member of the association in the form set out in Appendix 2 to these Rules; and
 - (b) shall be lodged with the secretary of the association.
 - (2) As soon as practicable after receiving a nomination for associate membership, the secretary shall refer the nomination to the association at a management meeting which shall determine whether to approve or to reject the nomination.
 - (3) Where the association determines to approve a nomination for associate membership, the secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under these rules by an associate member as entrance fee and annual subscription.
 - (4) The secretary shall, on payment by the nominee of the amounts referred to in clause (3) within the period referred to in that clause, enter the nominee's name in the register of associate members and, upon the name being so entered, the nominee becomes an associate member of the association.
 - (5) An associate member of the association shall not have the right to vote at any general meeting of the association.
 - (6) An associate member shall not have the right to inspect the books and records of the association.

MEMBERS' LIABILITIES

10. The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the cost, charges and expenses of the winding up of the association is limited to the amount, if

any, unpaid by the member in respect of membership of the association as required by rule $8\,.$

DISCIPLINING OF MEMBERS

- 11. (1) Where the association is of the opinion that a member of the association -
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the aims and objectives of the association.

the association may, by resolution -

- (c) expel the member from the association; or
- (d) suspend the member from membership of the association for a specified period.
- (2) A resolution of the Association under clause (1) is of no effect unless the Association, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3), confirms the resolution in accordance with this rule.
- (3) Where the association passes a resolution under clause (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member-
 - (a) setting out the resolution of the association and the grounds on which it is based;
 - (b) stating that the member may address the Association at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:-
 - (i) attend and speak at that meeting;
 - (ii) submit to the Association at or prior to that date of that meeting written representations relating to the resolution.
- (4) At a meeting of the committee held as referred to in clause (3), the committee shall ~

- (b) give due consideration to any written representations submitted to the Association by the member at or prior to the meeting; and •
- (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Association confirms a resolution under clause (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule II.
- (6) A resolution confirmed by the Association under clause (4) does not take effect -
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to rule 11(4).

RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 12. (1) A member may appeal to the association in general meeting against a resolution of the Association which is confirmed under rule 10(4), within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.
 - (2) Upon receipt of a notice from a member under clause (1), the secretary shall notify the Association which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice.
 - (3) At a general meeting of the association convened under clause (2).
 - (a) no buşiness other than the question of the appeal shall be transacted;
 - (b) the Association and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
 - (4) If at the general meeting the association passes a

special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART III THE ASSOCIATION

OPEN MANAGEMENT

- 13. (a) The Association shall have its affairs controlled and managed by the members in general meetings.
 - (b) The Association shall hold general meetings called Management Meetings at least once each month.
 - (c) Notice of Management Meetings shall be given by a notice prominently displayed at the Association's premises at least seven days before the meeting.
 - (d) The Association shall have the following office bearers who shall be elected at each Annual General Meeting of the Association - a President, Vice President, Secretary and Treasurer.
 - (e) Any casual vacancy occurring among the office bearers may be filled by election at the next Management Meeting.
 - (f) Office bearers shall hold office from the date of their election until the next Annual General Meeting whereupon all office bearers shall be eligible for re-election.
 - (g) The quorum for Management Meetings shall be three members and two office bearers.
 - (h) Questions arising at any meeting of the Association shall be determined by a consensus of opinion. The opinion of each member of the Association shall be equal in value and shall be considered by all other members.
 - (i) Office bearers shall cease to hold office upon resignation in writing; removal at any general meeting of the Association; or absence from three successive Management Meetings without approval by the Association.
 - (j) The Management Meeting may appoint committees for such purposes and subject to such controls as decided upon by the Management Meeting.

SECRETARY

- 14. (1) The secretary of the associations shall, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
 - (2) It is the duty of the secretary to keep minutes of -

- (a) all appointments of office-bearers and members of the Association;
- (b) the names of members of the Association present at a management meeting or a general meeting; and
- (c) all proceedings at management meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting and by the chairperson of the next succeeding meeting.

TREASURER

- 15. It is the duty of the treasurer of the association to ensure that -
 - (a) all money due to the association is collected and received and that all payments authorised by the association are made; and
 - (b) correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association.

CASUAL VACANCIES

- 16. For the purposes of these rules, a casual vacancy in the office of office bearer of the Association occurs if the member -
 - (a) dies;
 - (b) ceases to be a member of the association;
 - (c) becomes insolvent under administration within the meaning of the Companies (New South Wales) Code;
 - (d) resigns office by notice in writing given to the secretary;
 - (e) is removed from office under rule 17;
 - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (g) is absent without the consent of the Association from all meetings of the Association held during a period of 6 months.

REMOVAL OF OFFICE BEARER

(2) Where an officer bearer to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if they are not entitled to require that the representations be read out at the meeting at which the resolution is considered.

DÉLEGATION BY ASSOCIATION TO COMMITTEE

- 18. (1) The association may, by instrument in writing, delegate to one or more committees (consisting of such member or members of the association as the Association thinks fit) the exercise of such of the functions of the Association as are specified in the instrument, other than
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Association by the Act or by any other law.
 - (2) A function the exercise of which has been delegated to a committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
 - (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
 - (4) Notwithstanding any delegation under this rule, the Association may continue to exercise any function delegated.
 - (5) Any act or thing done or suffered by a committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Association.
 - (6) The Association may, by instrument in writing, revoke wholly or in part any delegation under this rule.
 - (7) A committee may meet and adjourn as it thinks

proper.

VOTING AND DECISIONS

- 19. (1) Questions arising at a meeting of the Association or any committee appointed by the Association shall be determined by consensus. If a consensus of opinion can not be gained after adequate discussion voting provisions shall apply after ten minutes silent meditation. In the event of a deadlock there shall be ten further minutes of meditation and if the question can not be resolved it shall be adjourned to the next meeting. At the next meeting the same procedure shall be followed provided however that in the event that a consensus of opinion can not be gained the question shall be decided by a vote where a three-quarters majority is required.
 - (2) Each members present at a meeting of the Association or of any committee appointed by the Association (including the person presiding at the meeting) is entitled to one vote.
 - (3) The Association may act notwithstanding any vacancy in the positions of office bearers on the Association.
 - (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Association or by a committee appointed by the Association, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Association or committee.

PART IV GENERAL MEETINGS

ANNUAL GENERAL MEETINGS - HOLDING OF

- 20. (1) With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of six months after the expiration of each financial year of the association, convene and annual general meetings of its members.
 - (2) The association shall hold its first annual general meeting -
 - (a) within the period of 18 months after is incorporation under the Act; and
 - (b) within the period of two months after the expiration of the first financial year of the association.

(3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- 21. (1) The annual general meeting of the association shall, subject to the Act and to rule 22, be convened on such date at such place and time as the Association thinks fits.
 - (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the Association reports upon the activities of the association during the last preceding financial year;
 - (c) to elect office bearers of the association and ordinary members of the Association; and
 - (d) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act.
 - (3) An annual general meeting shall be specified as such in the notice convening it.

SPECIAL GENERAL MEETINGS - CALLING OF

- 22. (1) The Association may, whenever it thinks fit, convene a special general meeting of the association.
 - (2) The Association shall, on the requisition in writing of not less than twenty five percent of the total number of members, convene a special general meeting of the association.
 - (3) A requisition of members for a special general meeting -
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisitions.
 - (c) shall be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members

making the requisition.

- (4) If the Association fails to convene a special general meeting to be held within three months after the date on which a requisition of twenty five percent of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than six months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Association and any member who thereby incurs reasonable expense is entitled to be reimbursed by the association for any expense so incurred.

NOTICE

- 23. (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least fourteen days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
 - (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least twenty one days before the date fixed for the holding of the general meeting, cause notice ot be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
 - (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 23(2).
 - (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

PROCEDURE

4. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

- (2) Fifteen members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisitions of members shall be dissolved and in any other case shall stand adjourned to the same day in the following weeks at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the proposed meeting shall be cancelled and an entry to this effect shall be noted by the secretary.

PRESIDING MEMBER

- 25. (1) The convener or, in the convener's absence, the assistant-convener, shall preside as chairperson at each general meeting of the association.
 - (2) If the convener and the assistant-convener are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

ADJOURNMENT

- 26. (1) The chairperson of a general meeting which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but not business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
 - (2) Where a general meeting is adjourned for fourteen days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
 - (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

MAKING OF DECISIONS

- 27. (1) At question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a two-thirds majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution.
 - (2) At a general meting of the association, a poll may be demanded by the chairperson or by not less than three members present in person or by proxy at the meeting.
 - (3) Where a poll is demanded at a general meeting, the poll shall be taken -
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

SPECIAL RESOLUTION

28. A resolution of the association is a special resolution if it is passed by a majority of which comprises not less than three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than twenty one days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

VOTING

- 29. (1) Upon any question arising at a general meeting of the association a member has one vote only.
 - (2) All votes shall be given personally or by proxy but no member may hold more than one proxy.
 - (3) A member of proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

APPOINTMENT OF PROXIES

- 30. (1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
 - (2) The notice appointing the proxy shall be in the form set out in Appendix 2 to these rules.

PART V MISCELLANEOUS

INSURANCE

- 31. (1) The association shall effect and maintain insurance pursuant to section 44 of the Act.
 - (2) In addition to the insurance required under clause (1), the association may effect and maintain other insurance.

FUNDS SOURCE

- 32. (1) The funds of the association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the Association determines.
 - (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
 - (3) The association shall, as soon as practicable after receiving any money, if requested issue an appropriate receipt.

FUNDS - MANAGEMENT

- 33. (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the Association determines.
 - (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Association or employees of the association, being members or employees authorised to do so by the Association.

ALTERATION OF OBJECTS AND RULES

34. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association at the Annual General Meeting.

COMMON SEAL

- 35. $^{1}(1)$ The common seal of the association shall be kept in the custody of the public officer.
 - (2) The common seal shall not be affixed to any instrument except by the authority of the Association and the affixing of the common seal shall be attested by the signatures either of two members of the Association or of one member of the Association and of the public officer or secretary.

CUSTODY OF BOOKS, ETC.

36. Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.

INSPECTION OF BOOKS, ETC.

37. The records, books and other documents of the association shall be open to inspection, free of charge, by a member of the association at any reasonable hour.

SERVICE OF NOTICES -

- 38. (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
 - (2) Where a document is sent to a person by properly addressing, preparing and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

SURPLUS PROPERTY

- 39. (1) At the first general meeting of the association, the association shall pass a special resolution nominating an incorporated association as the association in which is to vest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation o the incorporation of the association.
 - (2) The incorporated association so nominated shall be one which fulfills the requirements specified in section 53(2) (a)-(c) of the Act.

PART VI ADDITIONAL RULES APPLICABLE TO CHARITIES

APPLICATION OF PART

40. This Part applies where the association is registered under or is exempted from registration by or under the Charitable Collections Act, 1934.

PAYMENT, ETC., OF OFFICE BEARERS AND MEMBERS

- 41. A member of the Association shall not be appointed to any salaried office of the association or any office of the association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the association to any member of the Association except -
 - (a) repayment of out-of-pocket expenses;
 - (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the association's bankers for money lent to the association; and
 - (c) reasonable and proper rent for premises let to the association.

VACATION OF OFFICE

- 42. Without limiting the operation of rule 17, the office of a member of the Association shall become vacant if -
 - (a) the member holds an office of profit in the association;
 - (b) the member is directly or indirectly interested in any contract or proposed contract with the association.

SURPLUS PROPERTY

- 43. (1) At the first general meeting of the association, the association shall, notwithstanding rule 41, pass a special resolution nominating a charity registered under the Charitable Collections Act, 1934, or exempted from registration by or under that Act, in which is to vest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the association.
 - (2) The charity so nominated shall be one which fulfills the requirements specified in section 53(2) (a)-(c) of the Act.

NOTIFICATION OF PROPOSED ALTERATION OF RULES

44. A proposed alteration of the rules or of the statement of objects of the association shall be notified to the Minister administering the Charitable Collections Act, 1934, in the manner required by the regulations under that ${\tt Act.}$

COMPLIANCE WITH CHARITABLE COLLECTIONS ACT, 1934

45. The association shall comply with such of the provisions of the Charitable Collections Act, 1934 and the regulations thereunder as are applicable to it.

Broken Head Protection Committee Inc

A local member group of the North Coast Environment Council Inc. P O Box ??? Byron Bay NSW 2481. Ph (066) 877 ???

CONSTITUTION

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Draft 1 as @ 23/4/1996

1.0 Name

- 1.1 The name of the group shall be the Broken Head Protection Committee Inc. hereafter also referred to as BHPC;
- 1.2 The area of immediate interest to the BHPC, shall be known as the Broken Head area, and shall be defined as the land bounded:
 - a) to the north: by the Byron Bangalow road and a line extending eastwards from its intersection with the Byron Lennox road;
 - b) to the west: by the Pacific Highway;
 - c) to the south: by Ross Lane; and
 - d) to the east: to the extent of state coastal waters (3 nautical miles),
- 1.3 Areas within this of special concern to the BHPC shall be
 - a) the Broken Head Nature Reseve, (hereafter referred to as the Reserve) and
 - b) Taylor's Lake (hereafter referred to as the Lake);

2.0 Aims & Objectives

- 2.1 BHPC endorses the National Strategy for Ecologically Sustainable Development and aims to achieve ecological sustainability through the appropriate management of Broken Head Nature Reserve (the Reserve) and adjacent lands;
- 2.2 BHPC aims to ensure the preservation and long-term survival of a diverse range of native species and natural eco-systems within the Broken Head area;
- 2.3 BHPC aims to ensure that members of the public and adjacent land holders have adequate input into the management of the Reserve;
- 2.4 BHPC aims to encourage local landholders to manage their land on an ecologically sustainable basis, to both protect and enhance the natural and cultural heritage values of the Reserve, the Lake and nearby lands;
- 2.5 BHPC aims to recognise and respect the rights and responsibilities of aboriginal people in management of traditional areas and to co-operate with indiginenous people in land management in the Broken Head area, as appropriate;
- 2.6 The objectives of BHPC shall be:
 - a) to act as the public advocate and community conscience for the protection of bio-diversity and achievement of ecologically sustainable management in the Broken Head area;
 - b) to seek the preparation, adoption and implementation of an appropriate Plans of Management for Broken Hd NR and the Taylors Lake system;
 - c) to seek the preparation and adoption of Conservation Agreements, under the National Parks and Wildlife Act 1967, and the implementation of appropriate plans of management for private lands in the Broken Head area;
 - d) to publicly comment upon development proposals in the Broken Head area, Byron Shire, the north coast and NSW generally;
 - e) participate in public decision making processes related to land management policies for public and private land in the Broken Head area, Byron Shire, the north coast and NSW generally;
 - to take appropriate action to encourage and ensure the protection and conservation of the natural and cultural heritage values of the Reserve, the Lake, and private land in the Broken Head area;
 - affiliate and associate with other community based non-government organisations (NGOs) or business or government enterprises which share similar aims and objectives.

3.0 Powers

The Broken Head Protection Committee Inc. shall be empowered to:

- 3.1 publicly promote its Aims & Objectives;
- 3.2 liaise with native titleholders and aboriginal people and organisations generally to seek better understanding of indigenous natural resource management;
- 3.3 speak publicly, issue news releases and comment to media;
- 3.4 develop and implement community information and education campaigns;
- 3.5 enter into contracts and agreements to further its Objectives;
- 3.6 raise and expend funds in pursuit of its Objectives or policies;
- 3.7 appoint, via the usual decision making processes, committees to carry on the work of BHPC between general meetings;
- 3.7 formally delegate authority to appropriate members of BHPC to exercise the powers of the Committee as specified in the written authority;
- 3.8 employ staff and engage consultants, where appropriate, to puruse approved programs consistent with BHPC objectives;
- 3.9 make and adopt 'standing orders' for
 - a) the conduct of its meetings;
 - b) the election of Officers and filling of casual vacancies;
 - c) preparation and issue of media releases;
 - d) the publication of its Newsletter;
 - e) approving expenditure and paying of accounts up to \$50.00;
 - f) the drafting, consideration and adoption of relevant policies;
 - g) resolution of disputes and mediation of conflict;
 - h) any other purpose which will further its Objectives;

4.0 Members

- 4.1 Membership of BHPC is open to people who:
 - a) endorse this Constitution and the principles of ecologically sustainable development (ESD);
 - b) concerned about and committed to conservation of the natural heritage values of Broken Head Nature Reserve & adjacent areas, and in Byron Shire generally;
 - c) apply for membership, pay the membership and any application fee prescribed by BHPC, and are approved as a member by BHPC at a general meeting by consensus or 75% of financial members present at that meeting;
- any financial member of BHPC may vote in any ballot, or at the next meeting of BHPC after their application for membership has been accepted;
- 4.3 any member may nominate for election at the AGM to any office within BHPC;

5.0 Membership fees

- 5.1 the annual membership fee, and any membership application fee, shall be set at the AGM;
- 5.2 applicants for membership must pay the annual membership fee;
- 5.3 upon payment of membership fees the Secretary shall enter the name, address and any phone number of the new member in the register of members maintained by the Secretary;

Broken Head Protection Committee Inc. CONSTITUTION [draft 1 as @ 23/4/'96]

- 5.4 the membership year shall commence on 1 July each year. New members who join after 1 January may pay half the annual fee;
- 5.5 membership is renewable annually by paying the membership fee due on 1 July. Members shall remain financial until 31 August in the next financial year.
- 5.6 from 1 September in any year, members who do not renew their membership by paying the annual fee are deemed to be unfinancial and cannot vote at any meeting or in any ballot held by BHPC;
- 5.7 status as a financial member can be regained by paying the full annual fee within the current membership year;
- on 1 July of any year, after 12 months of non-payment of membership fees, any unfinancial members shall have their membership cancelled and will need to re-apply to re-join BHPC;
- the liability of the member of BHPC towards the payment of the debts and liabilities of the BHPC or the costs, charges and expenses of winding up BHPC, shall be lifted to the amount, if any, unpaid by the member in respect of membership fees of BHPC.

6.0 Termination of Membership

Membership of BHPC may terminated by

- 6.1 a member providing written advice of their resignation to the Secretary;
- 6.2 cancellation of membership due to non-payment of membership fees;
- 6.3 expulsion from BHPC under s.9.1 below;
- 6.4 the death of a member.

7.0 Disputes and Mediation

- 7.1 disputes involving BHPC members, or BHPC, shall be attempted to be resolved in a fair and timely manner in accordance with any relevant 'dispute resolution' or conflict mediation procedures adopted under s.3.5.g above;
- 7.2 members of BHPC shall exercise their best endeavours to afford natural justice, mediate, reconcile and resolve any disputes;
- 7.3 members of BHPC shall not comment publicly upon, and will maintain the confidentiality within BHPC in regard to, any dispute between members of BHPC, between BHPC and any of its members, or between BHPC and another conservation group;
- 7.4 members of BHPC shall not pursue disputes with other persons or groups on behalf of the BHPC, except with the support & agreement of BHPC;
- 7.5 disputes between BHPC with other persons or organisations shall be considered at a general meeting and addressed in the first instance through correspondence;
- 7.6 where action this is not possible or appropriate, or does not resolve the dispute, the matter shall be placed on the agenda of the next BHPC meeting.

8.0 Officers

- 8.1 the Officers of BHPC shall be Secretary, Treasurer, Convenor, and Public Officer;
- 8.2 the Officers, except for the Public Officer, shall be elected annually at the AGM in accordance with any standing order adopted under s.3.5 above;
- 8.3 the Public Officer shall be elected at the inaugaral general meeting and shall be re-elected upon the position becoming vacant in accordance with the Act;
- 8.4 no person may serve more than 2 consecutive years in any office;
- 8.5 an Officer's position may be declared vacant by carrying a resolution to that effect by:
 - a) consensus decision at any general meeting, or
 - b) failing consensus, by decision taken by 75% of the financial members present at the next general meeting;

9.0 The Secretary

The Secretary shall be responsible for

- 9.1 maintaining an up-to-date register of members of BHPC;
- 9.2 the preparation of minutes of general meetings and AGMs;
- 9.3 the preparation of agendas, notices and business papers for meetings of BHPC;
- 9.4 receiving and reporting to the next general meeting on mail or other correspondence addressed to BHPC and on any other business carried out on behalf of BHPC since the last meeting;
- 9.5 maintaining up-to-date copies of BHPC's Constitution, 'standing orders' and policies;
- 9.6 ensuring BHPC acts in accordance with the requirements of the various NSW and Commonwealth laws;
- 9.7 giving notice of and calling an unscheduled general meeting where a written request for such a meeting, signed by 5 financial members has been received by the Secretary;
- 9.8 preparing formal advice of appointment of delegates to the North Coast Environment Council Inc.;
- 9.9 acting as spokesperson for BHPC generally;

10.0 The Treasurer

The Treasurer shall be responsible for:

- 10.1 maintaining an 'administrative' account at a financial institution on behalf of BHPC;
- 10.2 maintaining a 'fundraising' account at a financial institution on behalf of BHPC;
- 10.3 providing a financial report to each general meeting and an Annual Financial Statement to the AGM, on all financial business carried out on behalf of BHPC;
- 10.4 submitting all accounts due to a general meeting for approval for payment;
- 10.5 paying all accounts owed by BHPC;
- 10.6 collecting and appropriately depositing in its accounts all monies due to and /or recieved by BHPC;
- 10.7 ensuring that the adequate records, via books and accounts, are kept showing the financial affairs of BHPC, including full details of all receipts and expenditures of BHPC;

11.0 The Convenor

The Convenor shall be responsible for:

- 11.1 the election of a facilitator at the beginning of each meeting;
- 11.2 preparing, in consultation with the Secretary, Treasurer and any committees appointed under s.4.4 above, a written Annual Report which includes an Annual Financial Statement;
- 11.3 liaison with other member groups of North Coast Environment Council Inc.;

12.0 The Public Officer

- 12.1 The Public officer shall be elected at the first general meeting of BHPC and shall remain in office until they die, resign or??
- 12.2 The Public Officer shall ensure that the officers of BHPC discharge their duties to BHPC and fulfill their legal requirements under the Association Incorporation Act 1984;
- 12.3 the Public Officer shall keep in his or her custody or under his or her control, all records, books and other documents relating to BHPC;

13.0 Casual Vacancies

- 13.1 A casual vacancy occurs when an officer of the BHPC
 - a) dies
 - b) ceases to be a member of BHPC;
 - becomes an insolvent under administration within the meaning of the Companies NSW Code;
 - d) provides a written resignation letter to the Secretary, or in the event of the Secretary's resignation, the Convenor;
 - e) is removed from office by a motion under s. above;
 - f) becomes of unsound mind or a person whose person or estate is liable to be dealt with under the relating to mental health; or
 - g) is absent, without consent of BHPC, from all meetings of BHPC for a period of 6 months.
- 13.2 A casual vacancy will be filled at the next general meeting by the Convenor, or in the absence of the Convenor, by the Secretary, calling for nominations for the vacant position;
- 13.3 A nomination may be made verbally or in writing and requires a proposer and seconder for the nominee.
- 13.4 Where only one nomination is recieved to fill casual vacancy, the Convenor or Secretary shall declare the nominee elected;
- 13.5 Where more than one candidate nominates for a vacant position, the Convenor, or Secretary, shall conduct a secret ballot to elect a person to fill the vacancy;

14.0 The Common Seal

- 14.1 The common seal of BHPC shall be kept in the custody of the Public Officer.
- 14.2 The common seal shall not be affixed to any instrument except by the authority of the BHPC;
- 14.3 the affixing of the common seal shall be attested to by the signatures of two officers of BHPC;

15.0 Inspection of Books etc

- 15.1 The records, books, files and other documents of the BHPC shall be open to inspection, free of charge, by a BHPC member at any reasonable hour, subject to 2 hours notice of the inspection being given to the relevant officer.
- 15.2 The officers shall ensure that all BHPC documents, files and other records relevant to a general meetings business are present at and available to members during the AGM and all general meetings of BHPC;

16.0 Finance

- 16.1 the finances of BHPC shall be accounted for through the creation and maintenance of a separate account at an appropriate financial institution;
- 16.2 the signatories to BHPC account shall be the Treasurer and one other officer;
- 16.3 funds recieved from any source for the benefit of BHPC shall be immediately referred to the Treasurer or Secretary, for the issuing of a receipt and the banking of the funds;
- 16.4 the financial records of BHPC shall be audited annually and an annual finanancial statement presented to the AGM;
- 16.5 the expenditure of BHPC funds, to pay a bill or incur expenses, shall be consistent with the Objectives of BHPC and shall require a relevant resolution to be agreed at a general meeting;
- 16.6 the Treasurer shall be responsible for properly operating BHPC's financial accounts and in accordance with any relevant 'standing order' adopted under s.3.5;

Conduct of Meetings and Decision Making

- 17.1 a minimum of 6 general meetings of BHPC shall be held in any year; each to be held in a separate month;
- 17.2 additional general meetings may be held from time to time as decided by the general meeting;
- the Secretary shall call a general meeting after receiving a written request for such a meeting 17.3 signed by 5 financial members, following the giving of 7 days written notice of the meeting to all members:
- 17.4 a quorum for a general meeting shall be 5 financial members or where membership of BHPC exceeds 50, 10 financial members:
- 17.5 every general meeting the Convenor shall call for volunteers and if necessary elect a facilitator and minutes taker for that meeting as its first item of business;
- minutes of the meetings of BHPC shall include records of those present, apologies, 17.6 corrections to previous minutes, proposals carried by consensus and such other notes as the meeting seems fit to include from time to time;
- 17.7 BHPC shall conduct their meetings on a consensus basis and in accordance with a 'consensus meeting procedure' prepared and adopted under s.4.5a above;
- 17.8 meetings of duly appointed committees of BHPC shall conduct their meetings in a manner consistent with procedures for general meetings;
- 17.9 each general meeting or committee meeting shall decide the time, place and date of the next meeting or meetings;

Annual General Meeting

- 18.1 the first general meeting in September each year shall be the Annual General Meeting (AGM);
- 18.2 the date, time and place of the AGM shall be set at a general meeting held in July or
- 18.3 Notice of, and a draft Agenda for, the AGM shall be provided in writing to all members by the Secretary at least 14 days prior to the proposed date of the AGM;
- a quorum for the AGM shall be 10 financial members or where membership of BHPC 18.4 exceeds 50, 25% of financial members;
- the Convenor shall assist the AGM to elect a facilitator and minutes taker for that meeting 18.5 as the first item of business;
- 18.6 minutes of the meetings of BHPC AGM shall include records of those present, apologies, corrections to previous minutes, proposals carried by consensus and such other notes as the AGM sees fit to include from time to time;
- the AGM shall be conducted on a consensus basis and in accordance with a 'consensus 18.7 meeting procedure' prepared and adopted under s.4.5a above;
- the Agenda of the AGM shall include: 18.8
 - the election of Officers: a)
 - the presentation of the Annual Report and Annual Financial Statement;
 - consideration of any proposed amendments to this Constitution;
 - d) other general business;

19.0 **Delegation of Powers**

- 19.1 BHPC may, by written notice, delegate to one or more sub-committees the exercise of such functions or powers of BHPC as may be specified in the the written notice, other than:
 - a) this power of delegation;
 - a function which is a duty imposed on BHPC by the Act or any other law.

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- 19.2 A function, the exercise of which has been delegated to a sub-committee, may while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation;
- 19.3 a delegation under this section may be made subject to such conditions or limitations as to the exercise of any function or power, as may be specified in the written notice of delegation;
- 19.4 notwithstanding any delegation, the BHPC may contine to exercise any power or function otherwise duly delegated;
- any act or thing done, or sufferred to be done by a sub-committee, acting under the exercise of its delegated power, shall have the same force and effect as it would have had if it had been done or suffered by the BHPC as a whole;
- 19.6 any written notice of delegation may be revoked, in whole or part.

20.0 Accountability Of Members

20.1 Where a member of BHPC

- a) is concerned that another member has failed to act in accordance with this Constitution, any 'standing orders' made under s4.5 above, the issue will be considered at a general meeting and an opportunity will be afforded to the member to respond to the concerns;
- b) having responded to the concerns at a general meeting without resolving the concerns which have arisen, agrees to do so, the matter may be referred for action under a 'standing order' made under s.3.5;
- c) fails to satisfy the concerns of those members present, and the general meeting decides the circumstances warrant it, the member will be issued with a verbal warning by the facilitator of that meeting and advised of courses of action which could repair the situation;
- d) repeatedly breaches the constitution or 'standing orders' or commits acts which brings BHPC into disrepute, a general meeting may decide to initiate the procedure for expulsion of the member.
- 20.2 The procedure for expulsion of a member shall be as follows;
 - a) the Secretary shall advise the member in writing of the alleged offence, stating courses of action which the member could take to repair the situation, and shall request a written response from the member within a specified period;
 - the letter advising the member of the alleged offence and any written response provided by the member, shall be tabled at the next general meeting for further consideration and any affected members heard;
 - c) where the next general meeting, having allowed an opportunity for the offending member to repair the situation, is of the opinion that expulsion of the member is required, the meeting may expel the member by a consensus decision, or failing consensus, by a decision supported by 75% of the financial members present at the following meeting;
- 20.3 where a member has been expelled by a decision of the general meeting, the Secretary shall within 14 days of the decision, write to the offending member advising them of their expulsion from BHPC;
- 20.4 having been expelled from BHPC, a person may not apply for re-admission as a member of BHPC for a period of 12 months from the date of the general meeting which expelled them;

21.0 Policy

- 21.1 BHPC may adopt its own policies consistent with the principles of ESD;
- 21.2 'Standing orders' for preparing and adopting local policies for BHPC may be adopted under s.3.5 above;

21.3 BHPC may endorse, adopt and promote the policies of the North Coast Environment Council or the Nature Conservation Council of NSW, consistent with the principles of ESD, as their own;

22.0 Constitutional Change

- 22.1 Changes to this Constitution may be made at the Annual General Meeting of BHPC by submitting to the Secretary:
 - a) at least 21 days prior to the date of the AGM;
 - b) a written proposal which clearly states the proposed amendment, and
 - c) a written argument for the amendment no longer than one A4 page;
- 22.2 Where the Secretary, receives a proposed amendment to this Constitution, they shall:
 - a) provide a copy of the proposal and supporting argument to each member with the Notice of the AGM and the AGMs draft agenda;
 - b) include the proposal for Constitutional amendment on the draft agenda for the AGM;
- 22.3 the proposed amendment may be altered at the AGM, consistent with consensus decision-making practice, provided that such alterations do not completely refocus or substantially enlarge the scope of the original proposal;
- 22.4 to succeed, the proposed Amendment must be agreed to by consensus or, failing the obtaining of consensus, by its acceptance by 75% of the financial members present.

23.0 Dissolution and Winding Up

- 23.1 At its first general meeting, BHPC shall adopt a proposal, by carrying a formal motion, nominating an incorporated association, which meets the requirements of s. 53(2)(a)-(c), as the association in which to invest its surplus property in the event of the winding up or cancellation of the incorpation of the BHPC;
- 23.2 Proposals to dissolve and wind up BHPC may only be made at the Annual General Meeting of BHPC by submitting to the Secretary:
 - a) at least 21 days prior to the date of the AGM;
 - b) a written proposal which clearly states that BHPC be now dissolved and wound up, and
 - c) a written argument for the dissolution and winding up which is no longer than one A4 page;
- 23.3 Where the Secretary, receives a proposal to dissolve & wind up BHPC, they shall:
 - a) provide a copy of the proposal and supporting argument to each member with the Notice of the AGM and the AGMs draft agenda;
 - b) include the proposal for dissolution and winding up on the draft agenda for the AGM;
- 23.4 to succeed, the proposal to dissolve and wind up BHPC must be agreed to by consensus or, failing the obtaining of consensus, by its acceptance by 75% of the financial members present;
- 23.5 Upon the agreement of the BHPC to windup and dissolve, the officers of BHPC shall make take all necessary steps to windup all accounts and forward any remaining funds to the association name pursuant to section ?? above.

....ends.

PLEASE note any suggested amendments on this draft and forward your comments to JR Corkill @ Big Scrub EC, 149 Keen Street, Lismore. 2480. or fax them on 066 224 737.

re: BMPC Castitution

1.0 NAME

The name of the organization shall be "THE BIG SCRUB ENVIRONMENT CENTRE Inc", hereafter referred to as BSEC or simply, "The Centre".

2.0 AIM AND OBJECTIVES

"The Centre" shall aim to promote the conservation, protection and betterment of the environment along sound ecological principles and guidelines.

The aims of "The Centre" shall be served by:

- 2.1 Acting as an environmental voice, public advocate and community conscience, by adopting policies and undertaking action to support the good health of the global environment, including public statements, press releases and submissions to promote "The Centre's" functions, services and policies.
- 2.2 Participating in, initiating and supporting non-violent campaigns of local, state, national and global significance for the environment.
- 2.3 Promoting objective environmental planning and rational landuse allocation.
- 2.4 Supporting development policies which allow the sustainable use of natural resources.
- 2.5 Developing environmental education programmes for use in schools, other public organizations and the community in general.
- 2.6 Maintaining and developing the use of a suitably indexed source of information on environmental matters, including printed material, video and audio tapes, to be housed in the John Mackay Memorial Library in "The Centre's" premises.
- 2.7 Providing office space and facilities for organizations engaged in activities which support "The Centre's" aim.
- 2.8 Affiliating with other groups and organizations whose aims and objectives are consistent with those of The Big Scrub Environment Centre Inc.

3.0 MEMBERSHIP

3.1 Qualifications

- a Membership shall be open to all individuals and organizations who accept the aim, objectives and rules of "The Centre".
- b An unincorporated organization is not capable of becoming a member of "The Centre", but it may nominate individuals to be members to represent it.
- c Individuals and organizations wishing to become members of "The Centre" shall apply to the Management Committee.

COME TO THE NEXT NEFA MEETING! 8th - 9th October, 1994 at Toonumbah (via Kyogle)

The next scheduled North East Forest Alliance meeting will be held at Che Guava community, Toonumbah, near Kyogle.

Ph: (066) 333 292

It has been a long time since we've had a full NEFA meeting on the Far North Coast and we feel that we've lost contact with a lot of people particularly in the Byron, Nimbin, Lismore, Grafton area as a result. With an important state election looming, it is hoped that this meeting can attract a large number of our supporters.

We now have details of all logging planned for the Far North Coast for 1995, your favourite spot is probably on there so come along and be informed.

Even if you are too busy to take on specific jobs for NEFA we would like to see you just so we can exchange information, strengthen our local network and hopefully have some fun doing it.

Toonumbah is only 70 km from Lismore, so please make the effort.

See you there!

How to get there: At the intersection at the bottom of the main street of Kyogle there is a Mobil petrol station, turn sharp left from outside the Mobil and head out under the railway bridge, past the bowls club, over the bridge and then follow the green arrows to the meeting.

TOONUMBAH FOREST FESTIVAL 14th-16th OCTOBER

Fun! Music! Workshops! Lush forests and people! On the weekend following the NEFA meeting a forest festival will be held on our newly aquired 600 acre property adjacent to the largest area of lowland subtropical rainforest in NSW. There is plenty of camping space available next to the creek and if you wish to stay for the whole week and help set up the festival you're more than welcome and you'll get in for free. If you need more info about the festival contact your local Environment Centre.

APPENDIX 3

SIMPLIFIED MODEL RULES

. NAME

2. OBJECT**I**ves

The objects of the Association shall be:-

MEMBERSHIP

- a) Subject to these rules the members of the Association shall be comprised of the members of the Association immediately prior to incorporation together with such other people and organisations as the Committee admits to membership.
- Membership is open to all individuals and organisations who accept the objects and rules of the Association.
 An unincorporated association is not capable of being a member of the Association.
- c) Individuals and organisations wishing to become members of the Association shall apply to the Committee for membership.
- d) The Committee shall determine whether or not to accept an application for membership. The Committee is not required to supply reasons for accepting or rejecting an application for membership.
- e) : Members shall pay such fees as are determined by the Association at a general meeting.
- f) A register of members shall be kept by the Association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- g) Membership shall cease upon resignation, expulsion, or failure to pay outstanding membership fees within 3 months of the due date.
- h) Membership fees shall fall due on the first day of each financial year of the Association. The financial year of the Association shall run from 1st January to 31st December or such other period as is determined by the Committee.

4. MEMBERS LIABILITY

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The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

5. DISCIPLINING OF MEMBERS

The procedure for disciplining members shall be determined by the Committee. Any member who wishes to appeal against a decision expelling them from membership (or otherwise disciplining them) may do so at the next general meeting of the Association.

6. MANAGEMENT - BY COMMITTEE

- a) The Association shall have its affairs controlled and managed by the office bearers and other members known as the Committee.
- b) The Committee shall consist of a President, Vice President, Secretary and Treasurer and up to five other members.
- c) The office bearers and other members of the Committee shall be elected at each annual general meeting. Any casual vacancy occurring in the Committee may be filled by a member appointed by the Committee.
- d) Each member of the Committee shall hold office from the date of their election or appointment until the next annual general meeting.
- e) Retiring Committee members are eligible for re-election.
- f) The Committee shall meet as often as necessary to conduct the business of the Association and not less than once in each month.
- g) The quorum for meetings of the Committee shall be one half the number of Committee members elected at the previous annual general meeting.
- h) Notice of Committee meetings shall be given at the previous Committee meeting or by such other means as the Committee may decide upon.
- i) A member of the Committee shall cease to hold office upon resignation in writing; removal as a member of the Association; or absence from three successive Committee meetings without approval by the Committee.
- j) The Committee may function validly provided its number is not reduced below the quorum.

k) Questions arising at any meeting of the Committee shall be decided by the majority of votes of those present. In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.

7. GENERAL MEETINGS

er 20

- a) An annual general meeting of the Association shall be held each year within 6 months from the end of the financial year of the Association (except the first annual general meeting which shall be held within 2 months from the end of the first financial year and within 18 months of incorporation).
- b) The Committee may, whenever it thinks fit, convene a special general meeting of the Association. A special general meeting must be convened by the Committee within 3 months of receiving a written request to do so from at least five percent of the membership of the Association.
- c) At least 14 days notice of all general meetings shall be given to members. In the case of general meetings where a special resolution is to be proposed, notice of the meeting shall be given to members at least 21 days before the meeting.
- d) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting. In the case of the annual general meeting the following business shall be transacted whether specified or not:
 - confirmation of the minutes of the last annual general meeting and any recent special general meeting;
 - ii) receipt of the Committee's report upon the activities of the Association in the last financial year;
 - iii) election of office bearers and other members of the Committee;
 - iv) receipt and consideration of the statement which is required to be submitted to members by section 26(6) of the Associations Incorporation Act.
- The quorum for a general meeting shall be five members present in person.
- f) Voting at general meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a 3/4 majority is required.
- g) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.

- h) In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote.
- A member who wishes to appoint another member as proxy must notify the Association in writing at least 24 hours before the time of the meeting.
- j) Nominations of candidates for election as office bearers or other Committee members may be made at the annual general meeting or in such other ways as may be determined by the Association at a general meeting.

8. OFFICE BEARERS

- a) The President or, in the President's absence, the Vice-President, shall act as chairperson at each general meeting and Committee meeting of the Association.
- b) If the President and Vice-President are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson.
- c) The Secretary shall keep records of the business of the Association including the rules, register of members, minutes of all general and Committee meetings and a file of correspondence.
- d) The Treasurer shall ensure that all money received by the Association is paid into an account in the Association's name. Payments shall be made through a petty cash system or by cheque signed by 2 signatories authorised by the Committee.

 Major or unusual expenditures shall be authorized in advance by the Committee or a general meeting.
- e) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.

9. SPECIAL RESOLUTIONS

- a) A special resolution must be passed by a general meeting of the Association to effect the following changes
 - a change of the Association's name;
 - ii) a change of the Association's rules;
 - iii) a change of the Association's objects;
 - iv) an amalgamation with another incorporated Association;
 - to voluntarily wind up the Association and distribute its property;
 - vi) to apply for registration as a Company.

- b) A special resolution shall be passed in the following manner:
 - a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
 - ii) the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting;
 - iii) a quorum must be present at the meeting;
 - iv) at least 3/4 of those present in person or by proxy must vote in favour of the resolution;
 - v) in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Corporate Affairs Commission for permission to pass the resolution in some other way.

10. PUBLIC OFFICER

- a) The Committee shall ensure that a person is appointed as Public Officer.
- b) The first Public Officer shall be the person who completed the application for incorporation for the Association.
- c) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- d) The Public Officer shall be deemed to have vacated his position in the following circumstances:
 - i) death
 - ii) resignation
 - iii) removal by the Committee or a general meeting
 - iv) bankruptcy or financial insolvency
 - v) mental illness
 - vi) residency outside New South Wales
- e) When a vacancy occurs in the position of Public Officer the Committee shall within 14 days notify the Corporate Affairs Commission by the prescribed form and appoint a new Public Officer.
- f) The Public Officer may be an office bearer, committee member, or any other person regarded as suitable for the position by the Committee.

11. MISCELLANEOUS

- a) The Association shall effect and maintain insurance as required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the Association.
- b) The funds of the Association shall be derived from the fees of members, donations, grants and such other sources approved by the Association.
- c) The Common Seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witnessed by the signatures of 2 members of the Committee.
- d) The Association may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Association should be wound up.

CONSTITUTION

A committee of concerned citizens has been formed to be known as BROKEN HEAD PROTECTION COMMITTEE.

Objectives

Globally - to ensure the preservation of a diverse range of natural ecosystems and the promotion of their sound management.

Locally - to oversee human development of the Broken Head area and land in Byron and Ballina Shires, northern N.S.W.

- the Committee shall endevour to ensure that developments proposed will not lead to the degradation of the Broken Head Nature Reserve or other areas of conservation value.

- the Committee shall provide the community with information on matters relating to development of the area and at all times promote community involvement in the planning process.

Membership

Shall be open to all persons who support the Committee's objectives and who shall pay any subscription fee set by members at a general meeting.

The Committee shall hold an annual general meeting (hereafter called an AGM) no later than June 30 each year and at least one other general meeting.

Annual Report

An annual report of the affairs of the Committee shall be presented to the AGM, discussed and adopted by the Committee.

Executive

The executive of the Committee shall be elected at the AGM and consist of a President and 5 other members. The executive shall serve for one year and elect from their number a vice President, Secretary and Treasurer. The executive are bound to carry out business in accordance with the Committee's objectives and the decisions made by its members at general meetings. The executive shall report to members on the Committee's business at general meetings and the AGM.

Finances

The Committee's funds will only be used for the administration of the Committee's objectives. Funds will be deposited in an account with a local financial institution.

The Committee's accounts shall be kept by the Treasurer, who shall make a report on financial matters at general and AGM's, and when requested at a meeting to do so, shall produce a balance sheet at the following meeting.

This constitution may be amended at a special general meeting called for the purpose, of which Committee members have received 14 days notice.