



# EASTERN RIVERINA NOXIOUS WEEDS ADVISORY GROUP



## CONSTITUTION

- Adopted: Annual General Meeting held at Lockhart, 29th October 2002
- Amended: Annual General Meeting held at Culcairn, 28th October 2003
- Amended: Annual General Meeting held at Wagga Wagga, 3rd November 2004
- Amended: Annual General Meeting held at Wagga Wagga, 11th October 2010
- Amended: Annual General Meeting held at Albury, 13th October 2011
- Amended: Annual General Meeting held at Albury, 16<sup>th</sup> October 2014

# CONSTITUTION FOR THE EASTERN RIVERINA NOXIOUS WEEDS ADVISORY GROUP

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# CONSTITUTION FOR THE EASTERN RIVERINA NOXIOUS WEEDS ADVISORY GROUP

## 1. PRELIMINARY

### 1.1. Citation

This constitution may be cited as the Constitution of the EASTERN RIVERINA NOXIOUS WEEDS ADVISORY GROUP.

### 1.2. Definitions

In this constitution:

- 1.2.1. **Amendment**, in relation to the original motion, means a motion moving an amendment to that motion.
- 1.2.2. **Committee**, means the body known as the EASTERN RIVERINA NOXIOUS WEEDS ADVISORY GROUP (ERNWAG)
- 1.2.3. **Executive**, means the elected executive sub-Committee members of the Committee consisting of the chairperson, two deputy chairpersons, secretary/treasurer and two other members.
- 1.2.4. **Lead Agency**, means the appointed lead agency of the Weeds Action Program submission as agreed in the current signed MoU.
- 1.2.5. **The Act**, means the Noxious Weeds Act 1993.
- 1.2.6. **The Constitution**, means the constitution of the EASTERN RIVERINA NOXIOUS WEEDS ADVISORY GROUP.
- 1.2.7. **Region**, means the area bounded by the areas of Local Government member organisations, as outlined in the By-laws.

## 2. AIMS OF ERNWAG

### 2.1. Aims

The aims of the Committee are:

- 2.1.1. To promote awareness of noxious and environmental weeds within the community to assist with the identification of emerging weed problems;
- 2.1.2. To promote a strategic and coordinated approach to regional weed management;
- 2.1.3. To recommend weed policy, planning, declaration, control and promotion to member organisations;
- 2.1.4. To encourage all members and other stakeholders to work together in an efficient and coordinated manner pertaining to resource sharing, weed policy, declaration and control;

- 2.1.5. To advise the State Government on weed matters relating to declarations, policy and planning for the region;
- 2.1.6. To provide a forum for the discussion and debate of regional weed issues;
- 2.1.7. To coordinate development and implementation of regional weed management strategies and plans, including mapping and publicity initiatives;
- 2.1.8. To coordinate reporting on regional funding submissions.

### **3. MEMBERSHIP**

#### **3.1. Composition of Membership**

- 3.1.1. A member is a person, nominated by a member organisation of the Committee, as outlined in By-law 1.
- 3.1.2. All members of the Committee must be a member of an organisation that is a financial member of the Committee.
- 3.1.3. The annual membership fee for all classes of membership shall be determined at the Annual General Meeting (AGM) in each year.
- 3.1.4. Funds arising from the collection of membership fees are only to be used to further the aims of the Committee.
- 3.1.5. All acts or decisions done or made by any meeting of the Committee or any member thereof shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such a member or all or any members of the Committee, be as valid and effective as if they had all been appointed, unless it is proved that the appointment was made in fraud or bad faith.

#### **3.2. Members' Liabilities**

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

#### **3.3. Resignation from Membership**

- 3.3.1. Any member may resign from the Committee and such resignation must be in writing and forwarded to the secretary of the Committee.
- 3.3.2. A member resigning from the Committee for any reason whatsoever shall not be entitled to the return of membership subscription or any portion thereof.

### **3.4. Conduct Unbecoming**

- 3.4.1. The Committee may expel from the Committee any member whose conduct is, in the opinion of the Committee, discreditable or injurious to the character or interests of the Committee.
- 3.4.2. Before any member is expelled or otherwise punished or penalised their conduct shall be looked into by the Committee and the member shall be given the opportunity to defend themselves and to justify or explain their conduct. Provided that a quorum is established and the majority of the Committee present when the matter is looked into is of the opinion that the member has been guilty of such conduct or action as foresaid, then the Committee may expel or suspend membership or otherwise punish or penalise the member.

## **4. MEETINGS**

### **4.1. Frequency of Meetings**

Minimum of two meetings held per annum. Date to be decided by Committee at the end of each meeting or notified to Committee members no later than two months prior to the next meeting.

### **4.2. Apologies for Non-Attendance**

Apologies must be communicated to the secretary prior to or when called at the meeting.

### **4.3. Chairperson**

The Chairperson of the Committee shall chair all general meetings. Should the Chairperson not be present then one of the deputy chairpersons shall be requested to chair, and if there is no deputy chairperson present the members shall elect a member to take the chair.

### **4.4. Chairperson to have Precedence**

When the Chairperson rises or speaks during a meeting of the Committee, any member speaking or seeking to speak must be silent to enable the Chairperson to be heard without interruption.

### **4.5. Chairperson's Duty With Respect to Motions**

It is the duty of the Chairperson at a meeting of the Committee to receive and put to the meeting any motion that is brought before the meeting.

### **4.6. Motions to be Seconded**

A motion or an amendment cannot be debated unless or until it has been seconded. However, the mover of a motion may be allowed by the Chairperson to speak to the motion before calling for the motion to be seconded.

### **4.7. How Subsequent Amendments may be Moved**

- 4.7.1. If an amendment has been accepted or rejected, a further amendment can be moved to the motion in its original or amended form, but no more than one motion and one proposed amendment can be before the Committee at one time.
- 4.7.2. It is permissible during the debate on an amendment for a further amendment to be foreshadowed. However, any such foreshadowed amendment shall not be moved and debated until the amendment is dealt with.

#### **4.8. Motions Put Without Debate**

Provided there is no objection from any member, any motion before the Committee may be put to the vote without discussion or debate.

#### **4.9. Quorum**

- 4.9.1. The Quorum for a general meeting shall be 40% current members whose member organisation is a financial member, present in person.
- 4.9.2. If at any general meeting there is no quorum within thirty (30) minutes of the time appointed, the meeting shall lapse unless a majority of the members present decide to adjourn the meeting for a period not exceeding fourteen (14) days. If there is no quorum within thirty (30) minutes after the time appointed for such adjourned meeting then the meeting shall lapse altogether.

#### **4.10. Voting at Committee Meetings**

- 4.10.1. Each financial organisation is entitled to one vote.
- 4.10.2. However, the Chairperson has, in the event of an equality of votes, a second or casting vote.
- 4.10.3. Only members present in person shall be entitled to vote.
- 4.10.4. A secret ballot may be held at the request of a member.

#### **4.11. Decisions of the Committee**

A decision supported by the majority of the votes at a meeting of the Committee at which a quorum is present is a decision of the Committee.

#### **4.12. Minutes**

The secretary must ensure that full and accurate minutes are kept of proceedings of all meetings of the Committee.

#### **4.13. Agendas**

- 4.13.1. The secretary shall circulate an agenda to all member organisations and/or their designated Delegates, at least fourteen (14) days prior to the meeting date. All items and reports for

consideration at the meeting must be in the hands of the secretary twenty-one (21) days prior to the meeting date.

- 4.13.2. Items received by the secretary after the period specified in 4.13.1, may only be considered at the meeting after a resolution, so resolving, and passed by majority of votes at the meeting.

#### **4.14. Invitations**

- 4.14.1. The committee or any member of the Committee may invite any person to attend a meeting, provided the permission of the Chairperson is first obtained.
- 4.14.2. Any bona fide visitor or observer shall, with the permission of the Chairperson, be entitled to express an opinion, debate and tender advice, but shall be precluded from moving, seconding or casting a vote on a motion.

### **5. ANNUAL GENERAL MEETING**

#### **5.1. Annual General Meetings - holding of**

- 5.1.1. With the exception of the first AGM of the Committee, the Committee must at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Committee, convene an AGM of its members.
- 5.1.2. The Committee must hold its first AGM:
- Within the period of eighteen (18 months) after its incorporation under the Act; and
  - Within the period of six (6) months after the expiration of the first financial year of the Committee.

#### **5.2. Annual General Meeting - Calling of and Business at**

- 5.2.1. The AGM of the Committee is, subject to the Associations Incorporation Act and to Rule 23, to be convened on such date and at such place and time as the Committee thinks fit.
- 5.2.2. Addition to any other business which may be transacted at an annual general meeting, the business of an AGM is to include the following:
- To confirm the minutes of the last preceding AGM and of any special general meeting held since that meeting;
  - To receive from the Committee reports on the activities of the Committee during the last preceding financial year;
  - To elect office bearers of the Committee and members of the Executive.
- 5.2.3. An AGM must be specified as such in the notice convening it.
- 5.2.4. The annual report and audited balance sheet or financial statement shall be submitted to members at the AGM.

### **5.3. Special Meetings**

A special meeting shall be called at the request of the majority of the Executive or at the written request of no less than four financial members. The meeting will be held within thirty days of the request and all members will be notified in writing more than seven days before the meeting.

### **5.4. Notice of Meetings**

5.4.1. All notices of Committee meetings, other than special meetings and sub-Committee meetings, shall be forwarded to the members of the Committee at least fourteen (14) days before the date of such meeting.

5.4.2. The accidental omission to give any member, or the non-receipt by any member of any notice required by this constitution, shall not invalidate or effect any proceedings at such meeting.

### **5.5. Quorum**

5.5.1. The Quorum for an annual general meeting shall be 50%+1 current members whose member organisation is a financial member, present in person.

5.5.2. If at any annual general meeting there is no quorum within thirty (30) minutes of the time appointed, the meeting shall lapse unless a majority of the members present decide to adjourn the meeting for a period not exceeding fourteen (14) days. If there is no quorum within thirty (30) minutes after the time appointed for such adjourned meeting then the meeting shall lapse altogether.

## **6. SUB-COMMITTEES**

The Committee shall have the power to delegate any of its powers to a sub-Committee to deal with any particular matter/s and upon such terms as the Committee may think fit. The Chairperson and the secretary shall be ex-officio members of all sub-Committees.

## **7. EXECUTIVE**

### **7.1. Election of Executive**

7.1.1. The election of officers of the executive for the ensuing twelve (12) months shall take place at the AGM together with any other business mentioned in the notice paper convening the meeting.

7.1.2. Nominations for each candidate for election as office bearer or Committee member shall be proposed and seconded respectively by two members at the AGM and accepted by the nominee. Contested positions shall be subject to ballot at the AGM of the members present and voting thereon.

7.1.3. No person shall be eligible for election unless a financial member.



- 7.1.4. No ballot shall be required when the number of candidates nominated for each office does not exceed the number of vacancies and they shall be declared duly elected.
- 7.1.5. A person may be nominated or nominate for a Committee position in their absence at such meeting providing a letter of consent is submitted by the nominee prior to the start of the meeting.
- 7.1.6. Should any vacancy occur, in the Executive of the Committee other than in the course of the elections, the Committee shall fill such vacancy from the financial members of the Committee for the unexpired portion of the term.

## **7.2. Business of the Executive**

- 7.2.1. The business and affairs of the Committee shall be under the management and control of the executive, provided however, that except in the case of extreme urgency the executive shall not take any action contrary to decisions made at a general meeting.
- 7.2.2. The executive may, subject to the decisions made at general meetings, exercise all the powers of the Committee and do all such acts and things as may be done by the Committee.
- 7.2.3. The secretary shall carry out all their duties under the direction of the Committee and keep a true record of all meetings, attend to correspondence, issue notices for meetings and carry out such duties as the Committee may from time to time direct. The administrative council shall receive all moneys payable to the Committee and give receipts for it. All moneys so received shall be paid into the banking account of the Committee. The administrative council shall present at each general meeting a balance of the finances of the Committee and shall keep proper books of account of all moneys received and disbursed and generally perform all such duties as are directed by the Committee from time to time.
- 7.2.4. Unless otherwise determined the members of the executive for the time being shall be deemed trustees of the Committee, to hold any property real and personal belonging to the Committee.

## **8. PROJECT COORDINATION TEAM**

### **8.1. Composition of Project Coordination Team**

- 8.1.1. The Project Coordination Team shall consist of the Eastern Riverina Noxious Weeds Advisory Group Chairperson, Western Riverina Noxious Weeds Advisory Group Chairperson, the Regional Project Officer, and a representative from the Lead Agency.

### **8.2. Duties of Project Coordination Team**

- 8.2.1. The Project Coordination Team will have the authority to make day to day decisions on the implementation of activities associated with the project as detailed in the agreed submission

8.2.2. The role of the Project Coordination Team includes providing strategic direction for the project and monitoring the progress against the submission and its associated budget.

8.2.3. Project Coordination Team representatives will participate in regular meetings.

## **9. FINANCE**

### **9.1. Financial Year**

The financial year shall be from 1 July to 30 June.

### **9.2. Financial Transactions**

9.2.1. All moneys of the committee shall be paid into the account of the Committee at such banks as the Committee may from time to time direct.

9.2.2. No cheque (other than for administrative purposes under Clause 7.2.3) shall be signed or money withdrawn unless such withdrawal has been approved by the Chairperson and the secretary. Dual signatures are required and will be reported to the next meeting.

### **9.3. Accounting**

The books and accounts of the Committee shall be audited annually and a fully documented statement presented at the AGM.

### **9.4. Use of Property, Assets and Income**

The property assets and income of the Committee, wherever derived, shall be applied towards the promotion of the aims of the Committee, and no portion thereof shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise by way of profit to members generally of the Committee. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Committee or any member in return for services actually rendered, nor prevent the payment of interest on money borrowed from any member of the Committee. Should the Committee for any reason whatsoever cease to function, any member or person holding any Committee moneys or property shall forthwith pay the same to the Committee.

## **10. CONSTITUTION**

### **10.1. By-Laws**

10.1.1. The AGM may make by-laws necessary for proper administration of the Committee. Any by-law so made shall not be repealed, added to or amended unless and until:

- Notice of intention to propose such repeal, addition or amendment is first given in writing by a member of the Committee to the secretary no later than thirty (30) days prior to the date of such AGM and included in the agenda for such meeting.

- Such repeal, addition or amendment is proposed at such AGM and is approved by not less than two-thirds of the members of the Committee present in person at such meeting and voting thereon.

## **10.2. Alterations to the Constitution**

10.2.1. This shall be the only constitution of the Eastern Riverina Noxious Weeds Advisory Group and shall come into force forthwith and shall not be altered, varied, added to or repealed unless 50%+1 of financial members present at an AGM specifically convened for that purpose are in favour of such alteration, variation, addition or repeal.

10.2.2. Any meeting that is convened for the purpose of altering, adding to or varying or rescinding any part thereof of this constitution must give all members a minimum of fourteen (14) days notice of the meeting.

## **BY LAW 1: COMPOSITION OF THE COMMITTEE**

### **Composition of the Committee**

The following organisations shall be invited to become financial members of the Committee, and should they accept the invitation, and become a financial member, they may nominate Delegates to Committee, as outlined by this By-Law.

- 1) Local Government Councils – Albury, Coolamon, Cootamundra, Corowa, Greater Hume, Gundagai, Junee, Lockhart, Narrandera, Tumbarumba, Tumut, Urana, Wagga Wagga. Councillor (one delegate from each Council), noxious weed personnel (one delegate from each council) and staff representative one delegate from each Council)
- 2) Local Land Services – Murray (one delegate) and Riverina (one delegate).
- 3) NSW DPI – one delegate, being the Invasive Species Officer or their delegate
- 4) OEH – Parks and Wildlife Group – one delegate
- 5) NSW DPI – Crown Lands – one delegate
- 6) Roads and Maritime Services – one delegate
- 7) Australian Rail Track Corporation – one delegate
- 8) NSW DPI – Forestry Corporation – one delegate
- 9) OEH – Environment Protection and Regulation Group – one delegate
- 10) Landcare – one delegate
- 11) Local Aboriginal Land Councils – one delegate

- 12) NSW Farmers – one delegate
- 13) Nursery and Garden Industry Association – one delegate
- 14) Representative Local Environmental Groups – one delegate
- 15) Telstra – one delegate
- 16) Essential Energy – one delegate
- 17) State water – one delegate
- 18) Rural Fire Services – one delegate

### **Observers**

Persons who do not meet any of the above criteria for membership, may attend meetings but may not participate in debate, nor shall they vote at meetings. Observers may, on a resolution of 50%+1 of the members present at the meeting, address the meeting, and must abide by any rulings of the Chairperson.

### **BY LAW 2: ANNUAL MEMBERSHIP FEES**

Membership fees shall be set, by resolution of the meeting, at each annual general meeting, for the ensuing twelve (12) months. The fees shall apply from the date of the AGM, or from 1 October each year, whichever is the earliest.

The Committee has sole discretion to exempt organisations from membership fees.

A member organisation that was financial in the previous year shall be deemed to be financial at any meeting held within forty five (45) days of the setting of annual membership fees, or 1 October in any year, even if the annual membership fee has not been paid by the date of the meeting.

A member organisation that was financial in the previous year shall cease to be a financial member if their annual fee is not received by the Committee within forty five (45) days of the setting of annual membership fees, or 1 October in any year, whichever comes first. Under these circumstances, all membership entitlements will cease.

New member organisations which join the Committee later than three (3) months after the date of the last AGM, shall pay a pro rata membership fee based on the number of months or part thereof remaining to the ensuing 1 October.

### **Non Voting Organisations**

No membership fee shall apply to non-voting organisations, but a fee to cover printing and postage may be levied at the discretion of the executive.