

Peron Naturaliste
Partnership Incorporated

Constitution

22 February 2019

1.0 Name of Association

- 1.1 The name of the Association is Peron Naturaliste Partnership Incorporated (herein referred to as the PNP)

2.0 Definitions

- 2.1. In these rules, unless the contrary intention appears;

"annual general meeting" is the meeting convened under Rule 15.1(a);

"Board meeting" means a meeting referred to in Rule 14.01;

"Board member" means person referred to in Rule 10.0

"convene" means to call together for a formal meeting;

"department" means the government department with responsibility for administering the *Associations Incorporation Act (2015)*;

"financial year" means a period not exceeding 15 months fixed by the Board, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

"general meeting" means a meeting to which all members are entitled to receive notice of and to attend;

"member" means member of the Association;

"ordinary resolution" means resolution other than a special resolution;

"poll" means voting conducted in written form (as opposed to a show of hands);

"special general meeting" means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section's 51 and 52 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"the Act" means the *Associations Incorporation Act 2015*;

"the Association" means the Association referred to in Rule 1.0;

"the Board" means the Board of Management of the Association referred to in Rule 10.0;

"the Chairperson" means;

- a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with Rule 11.0; or
- b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in Rule 10.1(a) or, if that person is unable to perform his or her functions, the Vice Chairperson;

"the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;

"the Secretariat" means the office (host local government and PNP staff) responsible for the secretarial, clerical, financial and administrative affairs of the Association referred to in Rule 12.0; and

"the Vice-Chairperson" means the Vice-Chairperson referred to in Rule 10.1 (b).

3.0 Vision and Objectives of Association

3.1. Vision Statement

The vision of the PNP is to empower a resilient regional community to reduce risks and optimise opportunities presented by climate change.

3.2. Objectives

The PNP believes a collaborative approach will facilitate and promote the following objectives. The primary objective is to provide a regional mechanism to facilitate effective and timely adaptation responses to climate change. Specific objectives to achieve the vision and overall objective are to;

- a) demonstrate regional leadership to support effective advocacy at all levels of government;
- b) facilitate access to data and information relevant to the Peron Naturaliste coastal including estuarine areas;
- c) to adopt a regional approach to the preparation of applications for grants and other submissions to support timely adaptation responses to climate change;
- d) to promote consistent information to coastal communities and decision-makers about vulnerability and risk and adaptation strategies;
- e) to share local knowledge and experience to support and inform effective, innovative adaptation responses;
- f) to collaborate over the management implications of the risk to life and property caused by climate change; and
- g) to identify and address current and potential coastal including estuarine hazards through research and project development.

3.3 The property and income of the PNP shall be applied solely towards the promotion of the vision and objectives of the PNP and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those vision and objectives.

4.0 Powers of Association

- 4.1 The powers conferred on the PNP are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the PNP may do all things necessary or convenient for carrying out its objectives and purposes, and in particular, may;
- a) acquire, hold, deal with, and dispose of any real or personal property;
 - b) open and operate bank accounts;
 - c) invest its money;
 - i. in any security in which trust monies may lawfully be invested;
or
 - ii. in any other manner authorised by the rules of the PNP;
 - d) borrow money upon such terms and conditions as the PNP thinks fit;
 - e) give such security for the discharge of liabilities incurred by the PNP as the PNP thinks fit;
 - f) appoint agents to transact any business of the PNP on its behalf;
 - g) enter into any other contract it considers necessary or desirable; and
 - h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the PNP.
- 4.2 The above shall not affect the right of an individual local government acting in its own right on these matters. The control, regulation, maintenance and management of the exercise of these powers is vested in the meetings of the delegates in accordance with this Constitution

5.0 Qualifications for Membership of Association

- 5.1. Membership of the PNP is open to those local governments adjacent to marine and estuarine environments and their associated waterways in the region from Cape Peron to Cape Naturaliste who seek to accept membership in accordance with the terms of this Constitution.
- 5.2. Membership at the date of adoption of this Constitution comprises the following local governments of:
- Bunbury
 - Busselton
 - Capel
 - Dardanup
 - Harvey
 - Mandurah
 - Murray
 - Rockingham
 - Waroona

- 5.3. One of these Member local governments, with their concurrence, shall be nominated at an Annual General Meeting or Special Meeting to be the host local government for a two (2) year term for the primary purpose of employing staff. If no member local government is nominated then the Chairperson's local government will become the host local government.
- 5.4. Notwithstanding Rule 5.3, the Inaugural host local government as from the inauguration of the PNP shall be the City of Mandurah.

6.0 Representation by Member Local Governments

- 6.1 A member local government will be represented on the PNP Board by one delegate appointed from time to time by that member local government; such delegates shall be the Mayor / President or delegated councillor or Chief Executive Officer or delegated Officer as determined by the individual Council.
- 6.2 The office of a delegate shall become vacant if;
- a) the delegate resigns by letter addressed to the Council which appointed him/her;
 - b) the delegate is replaced by his/her Council at any time; and
 - c) the delegate ceases to remain an elected member or officer of that Council.
- 6.3 Where the office of a delegate becomes vacant, the local government concerned may appoint another delegate.
- 6.4 Where a delegate of a local government is unable to attend a meeting of the PNP, the local government may be represented by another person appointed for the purpose of being an alternative delegate (a proxy). Such alternate delegate may, during the absence of a delegate of his/her local government act in his/her place and be subject to vacation of office in the same way as a delegate.
- 6.5 Where a delegate has missed 3 meetings without notification, the PNP shall write to the member local government seeking an alternative delegate.

7.0 Register of members of Association

- 7.1 The Secretariat, on behalf of the PNP, must comply with Part 4 Division 5 of the Act by keeping and maintaining in an up to date condition a register of the members of the PNP and their postal or residential addresses and, upon the request of a member of the PNP, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 7.2 The register must be so kept and maintained at the Secretariat's (host local government) administration offices.
- 7.3 The Secretariat must cause the name of a person who dies or who ceases to be a member under Rule 8.0 to be deleted from the register of members referred to in Rule 7.1.

8.0 Termination of membership of the Association

- 8.1 Membership of the PNP may be terminated upon;

- a) receipt by the Chairperson of a notice in writing from a member local government of their resignation from the PNP. The member local government remains liable to pay to the PNP the amount of any financial contribution due and payable by that local government to the PNP but unpaid at the date of termination; or
- b) non-payment by the member local government of their membership fee within three months of the date fixed by the Board for financial contributions to be paid, unless the Board decides otherwise; or
- c) expulsion of a member in accordance with Rule 9.0.

9.0. Suspension or expulsion of members of Association

9.1. If the Board considers that a member local government should be suspended or expelled from membership of the PNP because their conduct is detrimental to the interests of the PNP, the Board must communicate, either orally or in writing, to the member local government;

- a) notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
- b) particulars of that conduct,

not less than 30 days before the date of the Board meeting referred to in Rule 9.1 (a).

9.2. At the Board meeting referred to in a notice communicated under Rule 9.1, the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that member from membership of the PNP and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

9.3. Subject to Rule 9.5, a member local government has their membership suspended or ceases to be a member local government 14 days after the day on which the decision to suspend or expel a member local government is communicated to him or her under Rule 9.2.

9.4. A member local government who is suspended or expelled under Rule 9.2 must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Chairperson of his or her intention to do so within the period of 14 days referred to in Rule 9.3.

9.5. When notice is given under Rule 9.4;

- (a) the PNP in a general meeting, must either confirm or set aside the decision of the Board to suspend or expel the member local government, after having afforded the member local government who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the PNP in the general meeting; and
- (b) the member local government who gave that notice is not suspended or does not cease to be a member local government unless and until the decision of the Board to suspend or expel him or her is confirmed under this rule.

10.0. Board of Governors

- 10.1. Subject to Rule 9.0, the affairs of the PNP will be managed by a Board of Governors (Board) consisting of;
- (a) a Chairperson;
 - (b) a Vice-Chairperson;
 - (c) the delegate of the host local government, if not the Chairperson or Vice Chairperson; and
 - (d) no fewer than six (6) other persons,
- all of whom must be delegates of members of the PNP.
- 10.2 The Chairperson and Vice-Chairperson must be elected at the annual general meeting.
- 10.3 The Chairperson and Vice-Chairperson shall be elected from among the member local governments for a two year term at the annual general meeting. An election shall also be held for any casual vacancy occurring among the officials and any official so elected shall hold office until the next annual general meeting.
- 10.4 The Secretariat comprises of the host local government and PNP staff. The host local government is nominated in accordance with Rule 5.3 or Rule 5.4.
- 10.5 The Board may delegate, in writing, to one to more committees (consisting of such member or members of the PNP as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than;
- a) the power of delegation; and
 - b) a function which is a duty imposed on the Board by the Act or any other law.
- 10.6 Any delegation under Rule 10.5 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.
- 10.7 The Board may, in writing, revoke wholly or in part any delegation under Rule 10.5.
- 10.8 Staff seconded from a member local government are ineligible to be delegates serving on the Board, but may with the permission of the Board attend at meetings of the Board and must comply with any directions given to them by the Board.

11.0. Chairperson and Vice-Chairperson

- 11.1. Subject to this rule, the Chairperson must preside at all general meetings and Board meetings.
- 11.2. In the event of the absence from a general meeting of;
- (a) the Chairperson, the Vice-Chairperson; or
 - (b) both the Chairperson and the Vice-Chairperson,
- a member elected by the other members present at the general meeting, must preside at the general meeting.
- 11.3. In the event of the absence from a Board meeting of;
- (a) the Chairperson, the Vice-Chairperson; or
 - (b) both the Chairperson and the Vice-Chairperson,

a Board member elected by the other Board members present at the Board meeting, must preside at the Board meeting.

12.0. Secretariat

12.1. The Secretariat must;

- a) co-ordinate the correspondence of the PNP;
- b) keep full and correct minutes of the proceedings of the Board and of the PNP;
- c) comply on behalf of the PNP with;
 - i. Part 4 Division 5 of the Act with respect to the register of members of the PNP, as referred to in Rule 7.0;
 - ii. Part 3 Division 3 of the Act by keeping and maintaining in an up to date condition the rules of the PNP and, upon the request of a member of the PNP, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - iii. Part 4 Division 6 of the Act by maintaining a record of;
 - A. the names and residential or postal addresses of the persons who hold the offices of the PNP provided for by these rules, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the PNP under Rule 22.0; and
 - B. the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the PNP, and the Secretariat must, upon the request of a member of the PNP, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the PNP, including those referred to in paragraph (c);
- e) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the PNP and must issue receipts for those moneys in the name of the PNP;
- f) pay all moneys referred to in paragraph (e) into such account or accounts of the PNP as the PNP may from time to time direct;
- g) make payments from the funds of the PNP with the authority of a general meeting or of the PNP; and
- h) comply on behalf of the PNP with Part 5 of the Act with respect to the accounting records of the PNP by;
 - i. keeping such accounting records as correctly record and explain the financial transactions and financial position of the PNP;

- ii. keeping its accounting records in such manner as will enable true and fair accounts of the PNP to be prepared from time to time;
 - iii. keeping its accounting records in such manner as will enable true and fair accounts of the PNP to be conveniently and properly reviewed; and
 - iv. submitting to members at each annual general meeting of the PNP accounts of the PNP showing the financial position of the PNP at the end of the immediately preceding financial year.
- i) whenever directed to do so by the Chairperson, submit to the PNP a report, balance sheet or financial statement in accordance with that direction; and
 - j) perform such other duties as are imposed by these rules on the Secretariat.

13.0. Casual vacancies in membership of Board

- 13.1. A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member;
- (a) dies;
 - (b) resigns by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Board;
 - (c) is convicted of an offence under the Act;
 - (d) is permanently incapacitated by mental or physical ill-health;
 - (e) ceases to be a member of the PNP; or
 - (f) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Board member.

14.0. Proceedings of the Board

- 14.1. The Board must meet together for the dispatch of business not less than three (3) times in each year and the Chairperson, or at least half the members of the Board, may at any time convene a meeting of the Board.
- 14.2. Each Board member has a deliberative vote.
- 14.3. A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board meeting will have a casting vote in addition to his or her deliberative vote.
- 14.4. Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the Board meeting.
- 14.5. As required under sections 21 and 22 of the Act, a Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the PNP is established), must;
- a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
 - b) not take part in any deliberations or decision of the Board with respect to that contract.

- 14.6. Rule 14.5 (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board is an employee of the PNP.
- 14.7. The Secretariat must cause every disclosure made under Rule 14.5 (a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

15.0. Meetings

15.1. Annual Meetings

- a) The Annual General Meeting (AGM) shall be held prior to the end of December in each year.
- b) The annual report and financial statements or financial reports for the preceding Financial Year shall be submitted to members at the AGM
- c) The order of business for an AGM shall be:
 - i. Welcome
 - ii. Apologies
 - iii. Minutes of last AGM
 - iv. Minutes of any Special General Meetings since the last AGM
 - v. Matters arising from the minutes
 - vi. Chairperson's Report
 - vii. Financial Report for the preceding Financial Year
 - viii. Matters arising from the Financial Report
 - ix. Announcement of Members to the board
 - x. Special Business about which advice was included in the notice of meeting
 - xi. General Business

15.2. Special General Meetings

- a) Special General Meetings of the PNP may be called if at least 20% of the Board members give a request to the Chairperson indicating the matter to be decided or by the Chairperson on his own initiative.
- b) In either case, the Chairperson shall arrange for a Special General Meeting to be held within thirty (30) days of receipt of the request by giving appropriate notice to members as prescribed in Rule 17.
- c) The provisions of Rule 15.1 shall be applied with suitable modification to the Special General Meeting, provided that no matter other than that described in the request may be dealt with.
- d) A special resolution may be moved either at a special general meeting or at an annual general meeting; however the Secretariat must give to all members not less than 21 days' notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in Rule 17, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

16.0. Meeting Place & Frequency

- 16.1. The Chairperson shall, by notice to the Board, advise the location and time of meetings of the Board, and;
- a) meetings of the Board shall not be fewer than three per annum, at intervals to be determined by the members of the Board; and
 - b) meetings can be attended by any Board member using tele-conference or video-conference facilities.

17.0. Notice of Meeting

- 17.1. Notice of the AGM or any Special General Meeting shall be advised in writing to members, not more than thirty five (35) days nor less than twenty (20) days prior to the meeting. Any other meetings can be advertised at the Board's discretion.
- 17.2. That notice must specify:
- a) When and where the general meeting concerned is to be held; and
 - b) Particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

18.0. Quorum at Meetings

- 18.1. At all Board meetings, a simple majority of board members present in person or by remote means and eligible to vote shall constitute a quorum and if within 30 minutes of the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to the following meeting.
- 18.2. At a general meeting five members present in person constitute a quorum.
- 18.3. If within 30 minutes after the time specified for the holding of a general meeting in a notice given under Rule 17;
- a) as a result of a request or notice referred to in Rule 15.2 a quorum is not present, the general meeting lapses; or
 - b) otherwise than as a result of a request, notice or action referred to in paragraph a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 18.4. If within 30 minutes of the time appointed by Rule 18.3 b) for the resumption of an adjourned meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present
- 18.5. The Chairperson may, with the consent of a general meeting at which a quorum is present, and must if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- 18.6. There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 18.7. When a general meeting is adjourned for a period of 30 days or more the Chairperson must give notice under Rule 15.0 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 18.8. At a general meeting;
- a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to Rule 18.10; and

- b) a special resolution put to the vote will be decided in accordance with section 24 of the *Associations Incorporation Act 1987*, and, if a poll is demanded, in accordance with Rules 18.10 and 18.12.

- 18.9. A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of the fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with Rule 18.10
- 18.10. At a general meeting a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- 18.11. If a poll is demanded and taken under Rule 18.10 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 18.12. A poll demanded under Rule 18.10 must be taken immediately on that demand being made.

19.0. Chairperson of Meetings

- 19.1. The Chairperson or in his/her absence, the Vice-Chairperson shall preside at every Board, Special General Meeting and Annual General Meeting and in the absence of the Chairperson and Vice-Chairperson, those present shall elect one of their number to be Chairperson for that meeting.

20.0. Voting

- 20.1. Resolutions must be carried by a majority of the members present at any meeting. In the case of equality of votes, the Chairperson shall have the casting vote.
- 20.2. Except as otherwise provided for in these Rules, voting on any matter before the meeting shall be by show of hands by those entitled to vote, with the matter being determined by a simple majority. The Chairperson shall declare the result.
- 20.3. In the event of at least five (5) attending members disagreeing with the declaration of the Chairperson, the matter shall be decided by a poll
- 20.4. No member shall be entitled to vote, whether by show of hands, ballot or poll, unless that member is financial.
- 20.5. Persons not being members and non-financial members may be invited to attend a meeting at the discretion of the Chairperson, to speak on any matter before the meeting but have no vote determining a matter.

21.0. Minutes

- 21.1. The Chairperson must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered and available within 30 days after the holding of each meeting, as the case requires, in a minute book kept for that purpose.
- 21.2. The Chairperson must ensure that the minutes taken of a general meeting or Board meeting under Rule 21.1 are checked and signed as correct by the Chairperson of the general meeting or Board meeting to which those meetings relate or by the Chairperson of the next succeeding general meeting or Board meeting, as the case requires.

- 21.3. When meetings have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that;
- a) the general meeting or Board meeting to which they relate (in this sub-rule called “the meeting”) was duly convened and held;
 - b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - c) all appointments or elections purporting to have been made at the meeting have been validly made.

22.0. Common seal of Association

- 22.1. The PNP must have a common seal on which its corporate name appears in legible characters.
- 22.2. The common seal of the PNP must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book referred to in Rule 21.0.
- 22.3. The affixing of the common seal of the PNP must be witnessed by the Chairperson and a person from the Secretariat.
- 22.4. The common seal of the PNP must be kept in the custody of the Secretariat or of such other person as the Board from time to time decides.

23.0. Inspection of records, etc. of Association

- 23.1. A member may at any reasonable time inspect without charge the books, documents, records and securities of the PNP.

24.0. Disputes and mediation

- 24.1. The grievance procedure set out in this rule applies to disputes under these rules between;
- a) a member and another member; or
 - b) a member and the PNP; or
 - c) if the PNP provides services to non-members, those non-members who receive services from the PNP, and the PNP.
- 24.2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 24.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 24.4. The mediator must be;
- a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement;
 - i. in the case of a dispute between a member and another member, a person appointed by the Board of the PNP;

- ii. in the case of a dispute between a member or relevant non-member (as defined by Rule 24.1(c)) and the PNP, a person who is a mediator appointed to, or employed with, a not for profit organisation designated by the Board.

- 24.5. A member of the PNP can be a mediator.
- 24.6. The mediator cannot be a member who is a party to the dispute.
- 24.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 24.8. The mediator, in conducting the mediation, must;
 - a) give the parties to the mediation process every opportunity to be heard;
 - b) allow due consideration by all parties of any written statement submitted by any party; and
 - c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 24.9. The mediator must not determine the dispute.
- 24.10. The mediation must be confidential and without prejudice.
- 24.11. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

25.0. Conflict of Interest

- 25.1. A member or employee of PNP who has a direct or indirect pecuniary or non-pecuniary interest in a contract, proposed contract or other matter before the PNP shall, as soon as he or she becomes aware of the interest, disclose the nature and extent of the interest to the Board.
- 25.2. To the extent they are known, interests of member's or employee's immediate family should also be disclosed.
- 25.3. When a member or employee discloses a pecuniary interest he or she may neither participate in discussions nor take any part in the decision making process in respect to that matter.
- 25.4. Rule 14.4 does not apply in respect to a pecuniary or non-pecuniary interest that exists only by virtue of the fact that the member or employee belongs to a class of person for whose benefit the PNP was established.
- 25.5. All declarations are to be recorded in the meeting minutes of the PNP.
- 25.6. The Board shall abide by sections 20, 21 and 22 of the Act.

26.0. Service of Notices

- 26.1. For the purposes of this constitution, a notice may be served by or on behalf of the PNP upon any member either personally, by facsimile, email or pre-paid courier or by sending it by pre-paid post to the member at the member's address shown in the register of members or records of the PNP.
- 26.2. When a document is sent to a member by properly addressed and pre-paid post or courier delivery, the document shall, unless the contrary is proved, be deemed for the purposes of this constitution to have been served on the member at the time at which the document would have been delivered in the ordinary course of post or courier delivery.

27.0. Changes to the Constitution

- 27.1. The PNP may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in Part 3 Division 2 of the Act, which is as follows;
- a) subject to Rule 27.1(d) and 27.1(e), the PNP may alter its rules by special resolution but not otherwise;
 - b) within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the PNP), the PNP must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the rules of the PNP as so altered conform to the requirements of this Act;
 - c) an alteration of the rules of the PNP does not take effect until Rule 27.1(b) is complied with;
 - d) an alteration of the rules of the PNP having effect to change the name of the PNP does not take effect until Rules 27.1(a) to 27.1(c) are complied with and the approval of the Commissioner is given to the change of name; and
 - e) an alteration of the rules of the PNP having effect to alter the objects or purposes of the PNP does not take effect until Rules 27.1(a) to 27.1(c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- 27.2. These rules bind every member and the PNP to the same extent as if every member and the PNP had signed and sealed these rules and agreed to be bound by all their provisions.

28.0. Finance

- 28.1. The PNP, shall before the end of each financial year prepare estimates for the following financial year showing;
- a) the amount of proposed expenditure by the PNP;
 - b) the amount in hand available for such expenditures;
 - c) any additional amount required to be raised to meet such expenditure; and
 - d) proposed sources of funding for matters itemised in Rule 28.1(c).
- 28.2. The estimates shall be referred to each Member Local government for consideration at their Ordinary Meeting. The expenditure shall be contained within the approved budget of the PNP, or in accordance with supplementary votes for funds approved by Member Local governments.
- 28.3. The financial contribution by each Member Local government towards costs of the PNP shall be apportioned on the following basis;
- a) an annual membership fee used for Officer wages and administration costs calculated on the average of the coastline length and rates revenue for each Member Local government shall be determined annually at the

Annual General Meeting. (The rates revenue used for such calculation shall be based upon rates revenue figures in the Western Australian Local Government Authority (WALGA) directory of the preceding year);

- b) should a Member Local government not be able to pay its annual membership fee (as calculated in Rule 28.3(a)), then an alternative annual financial contribution may be considered by the Board, providing that this does not impact the operations and objectives of the PNP; and
 - c) a further supplementary contribution used for project funding may be sought, calculated on the average of the coastline length and rates revenue for each Member Local government, shall be determined annually at the Annual General Meeting. (The rates revenue used for such calculation shall be based upon rates revenue figures in the Western Australian Local Government Authority (WALGA) directory of the preceding year).
- 28.4. The PNP shall pay all monies received by it into a trust fund maintained by the nominated Host Local government or a bank account in the name of the PNP and shall use such monies for the purpose of and subject to the terms of this Constitution.
- 28.5. All funds shall be operated upon in such manner and by such persons, as the Board shall from time to time determine by resolution.
- 28.6. A financial update shall be submitted to the PNP so designated to each meeting of the PNP.
- 28.7. The PNP shall at the Annual General Meeting appoint a bookkeeper who shall annually undertake the bookkeeping duties of the PNP.
- 28.8. For each financial year, the Board must ensure that the requirements imposed on the PNP under Part 5 of the Act relating to the financial statements or financial report of the PNP are met.
- 28.9 Without limiting Rule 28.8, those requirements include;
- a. if the PNP is a tier 1 association, the preparation of the financial statements;
 - b. if the PNP is a tier 2 association or tier 3 association, the preparation of the financial report;
 - c. if required, the review or auditing of the financial statements or financial report, as applicable;
 - d. the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - e. if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

29.0. Winding Up/Dissolution of the Association

- 29.1. The PNP will be dissolved by a special resolution passed at a meeting convened for that purpose.
- 29.2. The mover or the Chair shall give not less than 28 days' notice of motion of such dissolution to each member.
- 29.3. If upon the winding up or dissolution of the PNP there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its

individual members, and which association shall be determined by resolution of the members.

- 29.4. In the event of the winding up or dissolution of the PNP, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.