



# Murray Darling Association Inc.

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T (03) 5480 3805  
ABN: 64 636 490 493

463 High Street  
P.O. Box 1268  
Echuca, Vic 3564

3<sup>rd</sup> Floor, 553 Kiewa Street  
P.O. Box 359  
Albury, NSW 2640

## Ordinary Meeting of the Board Time and Date Location

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### AGENDA - MEETING No. 363

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#### 1. ATTENDANCE

- 1.1 Present
- 1.2 Apologies
- 1.3 Declaration of Interests and Conflicts

#### 2. PREVIOUS MINUTES

- 2.1 Meeting held November 25th 2016, Albury, Skype

#### 3. BUSINESS ARISING

- 3.1 Region Meeting Schedules
- 3.2 Finance Matters
  - 3.2.1 Subcommittee Terms of Reference
  - 3.2.2 Appointment of Sub-Committee
  - 3.2.3 Statement of Financial Principles
  - 3.2.4 Status of Water Rights

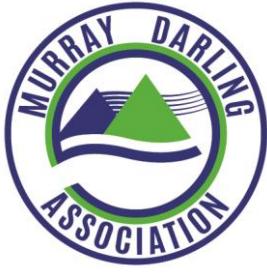
#### 4. REPORTS

- 4.1 Region Reports
- 4.2 Chief Executive Officer's report
- 4.3 Finance Report
- 4.4 Correspondence

#### 5. GENERAL BUSINESS

- 5.1 Adoption of the 2017 Workplan
- 5.2 Election of
  - a) President
  - b) Vice President; and
  - c) Treasurer (as provided in clause 8(3))

#### 6. CLOSE



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**Ordinary Meeting of the Board  
1.30pm, 25<sup>th</sup> November 2016  
Location: Skype from Albury**

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## MINUTES – BOARD MEETING No. 362

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### 1. ATTENDANCE

#### 1.1 Present

Region 1	Cr David Thurley	Albury City Council
Region 4	Mr Peter Kozlowski	Wentworth Shire Council
Region 6	Cr Barry Featherston	Alexandrina Council
Region 7	Cr Peter Jamieson	City of Port Adelaide Enfield
Region 8	Mayor Denis Clark	Northern Regions Council
Region 9	Mayor Paul Maytom	Leeton Shire Council
MDA	Emma Bradbury	CEO

David extended a warm welcome to Denis Clark, interim chair of Region 8 to his first meeting of the board and thanked him and the Northern Regions Council for stepping into the role.

#### 1.2 Apologies

Region 2	Vacant	
Region 3	Mayor Leigh Byron	Balranald Shire Council
Region 5	Mr Russell Peate	Mid-Murray Council
Region 10	Vacant	
Region 11	Vacant	
Region 12	Vacant	

**Motion: That the apologies be accepted  
P Maytom/B Featherston**

**Carried**

#### 1.3 Declaration of Interests and Conflicts

Nil

### 2. PREVIOUS MINUTES

2.1 Meeting held 26/09/2016 10.00am via skype

**Motion: That the minutes be accepted as an accurate record of that meeting.  
B Featherston/P Maytom**

**Carried**

### 3. BUSINESS ARISING

#### 3.1 Northern Basin trip

Noted that Emma will travel to Toowoomba 28/11/2016 – return Brisbane 02/12/2016 for meetings and engagement with South West Qld LGA – Member councils incl Bulloo Shire, Quilpie Shire, Murwah Shire, Paroo Shire, Maranoa Regional Council, and Balonne Shire. Further meeting with Namoi Councils Joint Organization - Member Councils: Gwydir Shire, Gunnedah Shire, Liverpool Plains Shire, Moree Plains Shire, Narrabri Shire, Tamworth Regional, Walcha Council, and associate member: Uralla Shire Council.

Also meeting with Goodiwindi Shire Council, Southern Downs Regional Council, QMDC and SEGRA. Meetings to re-engage Northern Basin, and seek member feedback on the recommendations for amendments to the plan following the release of the Northern Basin review. Emma to report outcomes to the Board on return.

#### 3.2 Ratification of decisions by electronic/telephone communications

Several resolutions were made by the board during September/October using electronic and telephone communications. These resolutions should be ratified.

##### 3.2.1 Final draft of Constitution prior to AGM

Motion: That the board approve the final draft of the Constitution to be put to the membership at the 2016 AGM, subject to several minor grammatical changes as noted by R6.  
This motion passed by electronic and phone communication.

##### 3.2.2 Receival of Annual Report

Motion: That the board receive the Annual Report  
This motion passed by electronic and phone communication.

##### 3.2.3 Approval of the Annual Financial Statement

Motion: That the board approve the 2016/17 Annual Financial Statement  
This motion passed by electronic and phone communication.

**Motion: That the board ratify the motions noted.**  
**P Jamieson/B Featherston**

**Carried**

#### 3.3 Funding engagement for BPISIAF project.

Update provided on the progress of this project. Now seeking funding and awaiting the release of the 2016 Census data.

### 3.4 Application for re-registration of Charitable Status for the Foundation

Notice has been received by the registrar of the ACNC that they may refuse our application for renewal based on their assessment that the Applicant is a government entity. This assessment is based on the information contained in our application, the requirements of the relevant legislation and the information available to the assessment team, including the Constitution of the MDA.

Section 5(d) of the Charities Act 2013 (Cth) (Charities Act) states that an entity that is a government entity is not a charity.

Some discussion around the steps taken to date to re-establish the committee of the Foundation. It was noted that all attempts have been unsuccessful. Peter was keen to ensure that the path remained open to reapply if any when the Foundation is re-established.

**Motion: That the MDA**

- a) **withdraw its application for charitable status, reserving the right to re-submit when the Foundation resumes charitable activities, and**
- b) **put out a further call for the re-establishment of a Foundation Committee.**

**P Maytom/D Clark**

**Carried**

## 4. REPORTS

4.1 Regions Reports and updates

4.2

Region 1 AGM held earlier today. David re-elected to chair unopposed, and a committee elected. Dates set for Region 1's meetings for the year ahead.

Region 2 Des Bilske's retirement noted. Discussions ongoing with potential replacement lead council.

Region 3 Next meeting to be held in Loddon Shire, Monday 23 Jan. Mayor Neil Beaty/CEO Phil Pinyon.

Region 4

Region 5 Plans for AGM commencing, with the appointment of East Coast Conferences to coordinate.

Region 6

Region 7

Region 8 New chair, Mayor Denis Clark, Northern Regions Council. Inaugural meeting pending.

Region 9 Region 9's AGM held 23/11/16. Mayor Paul Maytom re-elected, providing consistency and continuity in a time of great change. Committee also elected. Dates set for Region 9's meetings for the year ahead.

Region 10, 11, 12. Meetings continuing to engage chairing councils.

4.2.1 Region Meeting schedules

Request for all regions to set the schedule for their meetings for the year ahead at their next region meeting.

4.2.2 Region AGMs

Note for all regions to ensure that they schedule their AGM's as required to ensure compliance with the constitution.

#### 4.2.3 Council/officer roles and involvement

##### 4.2.3.1 Issues papers

Process for the development, communication and distribution of regional issues needs to be structured and consistent if the MDA is to continue to develop credible and effective advocacy process. Local knowledge and information on local issues needs to be written at the local level, and to a standard that enables effective advocacy. Use of issues papers, developed with councilors and officers and to progress issues at regional level is encouraged.

##### 4.2.3.2 Secretariat

The councils of region chairs commit to provide sufficient secretariat support to facilitate the quarterly region meetings. It would be valuable for the MDA executive/admin to have a clear understanding of the contact points for each of these.

Next meeting of the board be a face to face event, with a board workshop built in to consider the development of some consistent key administrative and communications processes.

**Motion: That the CEO prepare a meeting/workshop program for a date in Feb/March to be held in Adelaide and to align with the next meeting of the Board.**

**D Thurley/B Featherston**

**Carried**

#### 4.3 Chief Executive Officer's report

Tabled

05/10/16	Murray Darling Basin Forum – LGA SA, Adelaide (skype)
18/10/16	Conclusion of 4 year term, Councillor w Campaspe Shire
19/10/16	Meeting, Barry Hart, Board Member MDBA
24-24/10/16	National Conference and AGM, Dubbo
14/11/16	GMID Water Summit, Tatura
15/11/16	Host MC 2016 Women in Water event, Deniliquin
19/11/16	Ballarat Council – prelim meeting and request for presentation
22/11/16	Goulburn-Murray Water Strategic Advisory Cmty meeting, Tatura
23/11/16	Region 9 AGM, Leeton
25/11/16	Region 1 AGM, Albury

#### 4.4 Finance Report

Peter Jamieson expressed concern for the current financial circumstances of the MDA and was particularly anxious about the finance report, specifically where it is noted that

*At the time of writing, we anticipate that we will be able to meet our known commitments to 30 June 2017; this assumption includes receiving some advance payments against 2017/18 membership subscriptions – as occurred during June 2016.*

Expressed his concern that he does not have a clear picture of the finances, noting also that the board should be provided with a current budget forecast and a comparison of budget to actual expenditure YTD, and that this information be included in the monthly reports to the Board. (This information is contained in the Summary Business Overview, distributed with meeting papers.)

Emma suggested that at the next (face to face) Board meeting in Adelaide, time should be provided in the program for the board to review the financial reports to develop a shared understanding of the current financial position and priorities of the association, and to review the budget.

It was also noted that the establishment of a finance subcommittee (see item 5.3) will further support an appropriate means to address concerns raised.

**Motion: That the reports be accepted.**

**D Thurley/P Kozlowski**

**Carried**

## **5. GENERAL BUSINESS**

### **5.1 MDA Brand – Local government LGA**

Emma noted that following the adoption of the new constitution, increasing emphasis is being made of our position as a local government peak body, and our communication strategy is reflecting this.

### **5.2 Renewal of premises lease**

Premises lease renewal is due. Parks Victoria have invited us to exercise our second 2 year option, and have quite generously offered to waive the CPI increase, holding the price at the current level for the term of the second option.

**Motion: That the board authorize the CEO to exercise the second option on the current lease.**

**D Clark/P Maytom**

**Carried**

### **5.3 Finance committee**

Emma suggested that a finance subcommittee be established to provide advice to the board that may assist in meeting current obligations and future objectives.

**Motion: That Terms of Reference be drafted and distributed to the board for further consideration.**

**P Maytom/P Jamieson**

**Carried**

### **5.4 2017 National Conference and AGM Committee**

Emma advised that East Coast Conferences has been engaged to assist with the preparation of the 2017 National Conference and AGM to be held in Renmark, SA. Suggested that a committee be delegated to meet regularly to contribute to the planning. Barry and David nominated to contribute. Recommend a delegate from R9 also, to facilitate better planning for 2018.

## **6. NEXT MEETING**

### **6.1 Date and location – board meeting and workshop**

Tentatively set for March in Adelaide. Emma to prepare a program and distribute to Board for review.

## **7. CLOSE**

**2.30pm**



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## Ordinary Meeting of the Board

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### Finance Report – MEETING 363

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#### Objective

To inform the Board of the financial affairs of the Association to enable the Board to meet its governance obligations in managing the Association.

#### Recommendation

That the Board receive the Finance Report.

#### Financial Report

The Financial Report for the period 1 July 2016 to 31 December 2016 comprising the following reports

**Cash Flow projections to 30 June 2017**

**Balance Sheet as at 31 December 2016**

**Profit & Loss Account for the six months to 31 December 2016**

**Aged receivables as at 31 December 2016**

**Bank register** showing all deposits and withdrawals for all bank accounts

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#### Introduction

This finance report is intended to be a refresh of the format for these reports from now on. My perception is that such a refresh is required for the following reasons:

- Not all Directors may understand the full implications of the financial statements and it is therefore important that finance reports are clear about the organisation's financial performance and position; even more so given the typical 'tightness' of its finances. That clarity may not have been sufficiently explicit in previous reports;
- Given the Finance Officer is a Certified Practising Accountant, there may be a tendency to take reports at face value, rather than question or comment on the figures if they are not fully understood;
- It has been commented that the inclusion of early membership receipts, in June figures, could mask a potential deficit in the underlying profit figures for the year. This is a valid comment and the budget and forecast reports have now been adjusted to remove references to such income; and
- A finance subcommittee will be formed shortly to consider ways in which the organisation's finances might be put on a more solid footing. The updating of the budget and forecast will enable that subcommittee to consider more clearly the task ahead.

## Cash Flow Forecast

I normally consider this report as being the most important of the finance reports. This is because it compares year-to-date performance with budget, but also looks ahead to the potential position at 30 June regardless of budget. Therefore, it provides an early financial indicator of how the year will unfold.

### The 2016/17 budget

The overview structure of the 2016/17 budget is as follows:

Total opening bank balances of \$53,592. (This figure excludes some \$36,000 of membership income received in June 30, at which time the actual bank balances totaled \$89,602).

From this opening figure must be deducted liabilities that were payable as at June 30. These amounted to \$42,832; therefore the association's real free-cash position on 1 July was \$10,760. (The largest single liability was rent payable of \$30,000).

The budget planned for an operating cash surplus of \$24,964, and car repayments of \$4,100.

To state this information in a schedule:

<b>Actual bank balances at 30 June 2016, per Annual Report</b>	<b>\$89,602</b>
Less 2016/17 membership income received prior to 30 June 2016	(36,010)
Less accrued liabilities as at 30 June 2016	(42,832)
<b>Resulting, underlying, free-cash position as at 30 June 2016</b>	<b>\$10,760</b>
Add budget operating surplus for 2016/17	24,964
Less car payments for 2016/17	(4,100)
<b>Budget bank balances as at 30 June 2017</b>	<b>\$31,624</b>

**It should be noted that the conference contributes \$18,000 - \$20,000 to the operating surplus figure of \$24,964. Therefore, the underlying position is that, without the conference contribution, the association just about meets its operational expenses – there is very little give in the system.**

There are, therefore, two stories to the planned financial performance during 2016/17, as follows:

The bank balances at 30 June 2017 will be lower than the balances at 30 June 2016. However, it is important to appreciate that the opening figure of \$89,602 was inflated by early membership income and unpaid accrued liabilities. If we receive early membership income in June 2017 (not included in the above figures) then the final bank balances will be higher than those planned, but still lower than at June 2016; and

We are planning for a surplus in 2016/17, albeit the conference will contribute most of this surplus. That is, we expect the **underlying** cash position should improve during 2016/17.

### 2016/17 actual performance

As at 30 December, the operating surplus of \$142,530 was slightly higher than budget surplus of \$135,045. As we are due to write-off some debtors (noted below), it can be said that year-to-date profit is about budget.



**Please note: our membership income is largely received during July, August and September each year. After December we receive very little income, so any surplus at 31 December will be depleted by 30 June as operational expenses are paid during each succeeding month.**

Gross income was less than budget, but expenses were also less than budget.

At this stage, we expect to meet budget operating surplus and closing cash position. We update our cash flow forecast each month to account for current or expected financial conditions.

#### **The underlying cash position for 2017/18**

So, what is the current outlook for 2017/18, given that the Chief Executive Officer's salary was increased during 2016/17 and a full year's expense for that increased item is not reflected in the current year's figures?

Excluding conference costs, the association's underlying cash expenses would be about \$230,000.

Assuming no changes to our current position, membership income would be about \$200,000.

Therefore, excluding any conference surplus, we need to address an underlying cash deficit of about \$30,000, plus build in some additional surplus to meet unforeseen contingencies.

### **Balance Sheet, 31 December 2016**

#### **Current Assets**

At 31 December, total cash in cheque and deposit accounts was \$173,830.43. Of this amount, \$166,787.61 was attributable to the Association, and \$7,042.82 was attributable to the Foundation. As little to no further income will be received between now and June 30, these funds must carry the Association through to the next membership receipt round, between June and September 2017.

In addition, some \$166,600 of New South Wales, South Australian and Victorian water rights value is still held by the Association and Foundation.

In addition, debtors were \$22,133.84 as per the attached report. The total of \$6,845.00 outstanding in the 90-day column substantially refers to unpaid individual memberships and one unpaid council membership. As these monies are now considered to be uncollectable, they will be written off in the January financials. Please note that none of this value has been taken up in our cash flow forecast. Payments have since been received from MDBA and Rotary Club of Wentworth.

#### **Current Liabilities**

All Australian Taxation Office liabilities are up to date to 31 December.

Sundry Creditors were \$31,199.56. The bulk of this value, \$30,000, is an accrual for rent payable to Parks Victoria (PV) for the Echuca office. We had not received an invoice from PV during the two years of the initial rental period, but accrued the rent due in our financial statements, including the finance report at the AGM. We have now been contacted by Parks Victoria and will be paying this accrued rent between January and June 2017.

You will also note remaining Foundation debenture loans of \$3,500. Two of these loans were paid out in 2016 and 2017 from Foundation funds. At the time of writing we have also just paid out a further \$2,000 to refund monies to a debenture holder.

#### **Profit & Loss Account**

The attached Profit & Loss Account provides the details of income and expenditure for the six months to 31 December 2016, the outcome being a profit of \$139,240.33 for that period.

*Prepared by Peter Gray*

*Approved by Emma Bradbury*

We have just agreed with Parks Victoria to extend our Echuca lease for a further two years at no increased rental, being \$15,000 per annum.

Income and expenses to date are best viewed in context through the Cash Flow Forecast, noted above, but two items of note are conference gross income of \$33,181 and conference expenses of \$14,638, providing a net contribution of \$18,500 to our finances.

**Peter Gray**  
Finance Manager

**MURRAY DARLING ASSOCIATION**  
**Summary Business Overview**  
**Six months to 31 December 2016**

	Actual YTD	Budget YTD	Variances YTD	Forecast Year	Budget Year	Variances YTD
<b>Income</b>	249,399	262,400	(13,001)	252,899	262,400	(9,501)
Less						
General Expenses	42,710	53,700	10,990	78,373	88,900	10,527
Payroll Expenses	59,453	68,705	9,252	133,834	143,086	9,252
Depreciation Expenses	3,290	2,850	(440)	6,581	5,740	(841)
Motor Vehicle Expenses	2,295	1,950	(345)	3,045	2,450	(595)
Insurance Expenses	2,411	3,000	589	2,411	3,000	589
Total Expenses	110,159	130,205	20,046	224,243	243,176	18,932
<b>Net Profit/(Loss)</b>	139,240	132,195	7,045	28,655	19,224	9,431
Add back depreciation	3,290	2,850	440	6,581	5,740	841
<b>Net Operating Surplus/(Deficit)</b>	142,530	135,045	7,485	35,236	24,964	10,272
<b>Capital Movements</b>						
Debtors	(21,923)	0	(21,923)	(5,634)	0	(5,634)
Assets purchased	(1,694)		(1,694)	(1,694)	0	(1,694)
Assorted creditors	4,324	(42,832)	47,156	(36,364)	(42,832)	6,467
Debenture Loan Repayment	(1,000)			(1,000)		
X-Trail Payments	(1,999)	(2,040)	41	(4,059)	(4,100)	41
<b>Net Cash Flow</b>	120,238	90,173	31,065	(13,515)	(21,967)	9,452
Opening Cash Balances	53,592	53,592		53,592	53,592	
<b>Closing Cash Balances</b>	173,830	143,765	31,065	40,076	31,624	9,452

**Balance Sheet**

As of December 2016

## Assets

## Current Assets

## Bank Accounts Assoc

ANZ Business Extra ...6893	\$124,619.99	
LGFA 01 Account	\$41,967.62	
Petty Cash/Cash On Hand	\$200.00	

Total Bank Accounts Assoc		\$166,787.61
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## Bank Accounts Foundation

ANZ MDF Gift #9052	\$4,560.57	
ANZ MDF Ops #7503	\$3.69	
LGFA 01 Environmental Found	\$2,478.56	

Total Bank Accounts Foundation		\$7,042.82
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Total Current Assets		\$173,830.43
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## Other Current Assets

## Trade Debtors

High Security Water Shares MDA	\$112,600.00	
High Security Water Shares MDF	\$54,000.00	

Total Other Current Assets		\$188,733.84
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## Non-Current Assets

## Art Work at Valuation

		\$5,000.00
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## Office Equipment

Office Equipment At Cost	\$7,621.73	
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Accum. Depr. Office Equipment	-\$5,556.11	
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Total Office Equipment		\$2,065.62
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## Computers

Computers At Cost	\$1,693.65	
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Total Computers		\$1,693.65
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## Motor Vehicles

Motor Vehicles At Cost	\$34,718.18	
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Accum. Depr. Motor Vehicles	-\$15,257.76	
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Total Motor Vehicles		\$19,460.42
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## Low Value Pool

Low Value Pool At Cost	\$1,760.91	
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Accum. Depr. Low Value Pool	-\$830.90	
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Total Low Value Pool		\$930.01
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Total Non-Current Assets		\$29,149.70
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Total Assets		\$391,713.97
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## Liabilities

## Current Liabilities

## Credit Cards

ANZ MDA Visa Credit Card	\$1,833.67	
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Total Credit Cards		\$1,833.67
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## GST Liabilities

GST Collected	\$5,904.85	
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GST Paid	-\$6,907.27	
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Total GST Liabilities		-\$1,002.42
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## Payroll Liabilities

PAYG Withholding Payable	\$5,282.00	
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Annual Leave Benefit	\$4,197.50	
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This report includes Year-End Adjustments.

**Balance Sheet**

As of December 2016

Superannuation payable	\$2,803.76	
<b>Total Payroll Liabilities</b>		<b>\$12,283.26</b>
<b>Other Current Liabilities</b>		
Trade Creditors	\$1,731.74	
Hire Purchase Liability	\$7,996.56	
Less Unexpired Hire Purchase	-\$763.90	
Sundry Creditors	\$31,199.56	
<b>Total Other Current Liabilities</b>		<b>\$40,163.96</b>
<b>Total Current Liabilities</b>		<b>\$53,278.47</b>
<b>Non-Current Liabilities</b>		
Debenture Loan	\$3,500.00	
<b>Total Non-Current Liabilities</b>		<b>\$3,500.00</b>
<b>Total Liabilities</b>		<b>\$56,778.47</b>
<b>Net Assets</b>		<b>\$334,935.50</b>
<b>Equity</b>		
Retained Earnings	-\$290,093.26	
Current Year Surplus/Deficit	\$139,240.33	
Foundation Opening Balance	\$211,409.09	
Asset Revaluation Reserve	\$22,550.00	
Historical Balancing	\$251,829.34	
<b>Total Equity</b>		<b>\$334,935.50</b>

This report includes Year-End Adjustments.

**Receivables Reconciliation [Summary]**

As of 31/12/2016

Name	Total Due	0 - 30	31 - 60	61 - 90	90+
Ashwin, Barry	\$82.50	\$0.00	\$0.00	\$0.00	\$82.50
Balonne Shire Council	\$649.00	\$649.00	\$0.00	\$0.00	\$0.00
Burge, Louise	\$82.50	\$0.00	\$0.00	\$0.00	\$82.50
City of Playford	\$620.00	\$620.00	\$0.00	\$0.00	\$0.00
Griffith City Council	-\$100.00	\$0.00	\$0.00	\$0.00	-\$100.00
Gunnedah Shire Council	\$1,659.08	\$1,659.08	\$0.00	\$0.00	\$0.00
Jacob OAM, Darryl	\$82.50	\$0.00	\$0.00	\$0.00	\$82.50
Keenan, Keiren	\$82.50	\$0.00	\$0.00	\$0.00	\$82.50
Liverpool Plains Shire Council	\$1,028.50	\$1,028.50	\$0.00	\$0.00	\$0.00
Murray Darling Basin Authority	\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
Narrabri Shire Council	\$1,777.19	\$1,777.19	\$0.00	\$0.00	\$0.00
Rotary Club of Wentworth	\$310.00	\$0.00	\$310.00	\$0.00	\$0.00
Tamworth Regional Council	\$3,000.00	\$3,000.00	\$0.00	\$0.00	\$0.00
Uralla Shire Council	\$829.68	\$829.68	\$0.00	\$0.00	\$0.00
Walcha Council	\$415.39	\$415.39	\$0.00	\$0.00	\$0.00
Walsh MP, Peter	\$82.50	\$0.00	\$0.00	\$0.00	\$82.50
Wentworth Shire Council	-\$150.00	\$0.00	\$0.00	\$0.00	-\$150.00
Western Downs Regional Council	\$6,600.00	\$0.00	\$0.00	\$0.00	\$6,600.00
Zobec, John	\$82.50	\$0.00	\$0.00	\$0.00	\$82.50
Total:	\$22,133.84	\$9,978.84	\$310.00	\$5,000.00	\$6,845.00
Ageing Percent:		45.1%	1.4%	22.6%	30.9%
Receivables Account:	\$22,133.84				
Out of Balance Amount:	\$0.00				

**Profit & Loss Statement**

July 2016 To December 2016

<b>Income</b>		
Income - Memberships		\$204,091.89
Income - Projects		\$3,122.73
Conference Attendances		\$33,181.44
Donation/Gift Income		\$12.00
Income From Fundraising Events		\$4,545.45
Late Fees Collected		\$4.55
Freight Income		\$104.09
<b>Total Income</b>		<b>\$245,062.15</b>
<b>Total Cost Of Sales</b>		<b>\$0.00</b>
<b>Gross Profit</b>		<b>\$245,062.15</b>
<b>Expenses</b>		
<b>General Expenses</b>		
Accounting/Bookkeeping Fees	\$684.55	
Advertising & Marketing	\$4,240.81	
Bank Fees	\$213.50	
Conference Expenses	\$14,638.39	
Fuel Expenses	\$1,672.05	
Travel & Accom. Expenses	\$3,834.62	
Professional Fees	\$1,900.00	
Licences and Subscriptions	\$187.00	
Printing	\$813.00	
Computer Expenses	\$1,755.18	
Premises Rent - Albury	\$706.00	
Premises Rent - Echuca	\$7,500.00	
Water Expenses	\$717.20	
Stationery	\$353.55	
Telephone Expenses	\$2,312.32	
Postage	\$681.11	
<b>Total General Expenses</b>		<b>\$42,209.28</b>
<b>Payroll Expenses</b>		
Wages & Salaries Expenses	\$53,385.26	
Work Cover Premiums	\$67.68	
Uniforms	\$286.37	
Staff Training Expenses	\$500.00	
Staff Amenities	\$7.16	
<b>Total Payroll Expenses</b>		<b>\$54,246.47</b>
<b>Superannuation</b>		
		\$5,206.21
<b>Depreciation Expenses</b>		
Office Equipment Depreciation	\$510.24	
Motor Vehicle Depreciation	\$2,780.16	
<b>Total Depreciation Expenses</b>		<b>\$3,290.40</b>
<b>Motor Vehicle Expenses</b>		
Motor Vehicle Registration	\$642.93	
Motor Vehicle Insurance	\$804.04	
Motor Vehicle Maintenance	\$848.38	
<b>Total Motor Vehicle Expenses</b>		<b>\$2,295.35</b>
<b>Insurance Expenses</b>		
Business Insurance	\$934.23	
Pro Indemnity Insurance	\$817.77	

This report includes Year-End Adjustments.

**Profit & Loss Statement**

July 2016 To December 2016

Public Liability Insurance	\$658.51	
Total Insurance Expenses		\$2,410.51
Total Expenses		\$109,658.22
Operating Profit		\$135,403.93
Other Income		
Interest Income	\$184.77	
Other Income	\$4,152.10	
Total Other Income		\$4,336.87
Other Expenses		
Other Expense	\$500.47	
Total Other Expenses		\$500.47
Net Profit/(Loss)		\$139,240.33

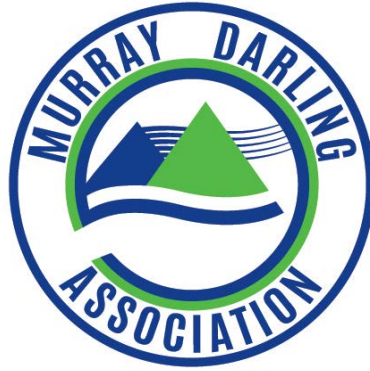
This report includes Year-End Adjustments.



**Bank Register**

December 2016

ID No.	Src	Date	Memo/Payee	Deposit	Withdrawal	Balance
<b>1-1110</b>			<b>ANZ Business Extra ...6893</b>			
DD	CD	1/12/2016	Merchant card fee		\$29.00	\$136,434.46
GJ000296	GJ	5/12/2016	X-Trail Finance		\$339.14	\$136,095.32
EFT	CD	5/12/2016	Gallagher Bassett		\$153.67	\$135,941.65
EFT	CD	5/12/2016	Langley's Coaches		\$990.00	\$134,951.65
1016	CD	8/12/2016	Telstra Corporation Limited		\$445.32	\$134,506.33
EFT	CD	8/12/2016	Dubbo Regional Council		\$415.20	\$134,091.13
EFT	CD	8/12/2016	Australia Post		\$520.60	\$133,570.53
EFT	CD	8/12/2016	Transfer to Credit Card		\$2,500.00	\$131,070.53
EFT	CD	8/12/2016	Refund of overpayment t		\$626.20	\$130,444.33
EP000107	CD	12/12/2016	Electronic Payment		\$3,524.42	\$126,919.91
CR000756	CR	12/12/2016	Payment; Bennett, Jack	\$82.50		\$127,002.41
CR000757	CR	12/12/2016	Payment; National Irrigat	\$450.00		\$127,452.41
CR000758	CR	21/12/2016	City of Playford	\$500.00		\$127,952.41
CR000760	CR	22/12/2016	Rural City of Murray Bridg	\$500.00		\$128,452.41
EP000108	CD	26/12/2016	Electronic Payment		\$3,280.83	\$125,171.58
EFT	CD	29/12/2016			\$551.59	\$124,619.99
				\$1,532.50	\$13,375.97	



# Chief Executive Officer's Board Report 363 Feb 2017

Prepared by: Emma Bradbury

Chief Executive Officer  
Murray Darling Association  
463 High Street  
Echuca Vic 3564

Phone: (03) 5480 3805  
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Website: [www.mda.asn.au](http://www.mda.asn.au)

## 1. Diary

25/11/16	MDA Board Meeting 362	Albury
28/11/16	Meeting – QMDC CEO and other	Toowoomba
29/11/2016	Meeting – Toowoomba Regional Council Mayor Cr Paul Antonio and CEO Brian Pidgeon	Toowoomba
29/11/2016	Meeting – CEO Southern Downs Regional Council	Warwick
30/11/2016	Meeting – CEO and Deputy Mayor	Goondiwindi
1/12/2016	Presentation – Namoi Councils Joint Organization (8 councils)	Tamworth
1/12/2016	Presentation – Western District Regional Councils Annual Conference (12 councils and community)	St George, Balonne Shire
2/12/2016	Meeting Simon Zanetta, Snr Advisor on Water to QLD Water Minister Dr Anthony Lyneham	Brisbane
14/12/2016	2017 National Conference Planning Meeting	Skype
15/12/2016	Meeting – Deputy Prime Minister Joyce	Sydney
22/12/2016	Meeting – The Hon Bob Katter	Charters Towers
6/01/2017	Meeting – MDBA REO Merrill Boyd	Echuca
11/01/2017	Meeting – Campaspe Shire CEO & Chair of Murray River Group	Echuca
17/01/2017	Meeting – Murray Rivers Council General Manager and Administrator	Moama
19/01/2017	Meeting – AICD to discuss sponsorship and collaboration (governance and strategy)	Melbourne
20/01/2017	Hosted event tennis – McArthur Group (2017 sponsorship)	Melbourne
20/01/2017	Meeting – MAV CEO and President	Melbourne
23/01/2017	Wangaratta Council	Wangaratta
25/01/2017	Meeting – Balonne Shire Council Mayor and CEO	Goondiwindi
	Presentation – Council Workshop – Goondiwindi RC	Goondiwindi
	Meeting – MDBA Northern Basin Director	Toowoomba
01/02/2017	Rod Shaw, Director of Southern Water Infrastructure Section Water Division, Department of Agriculture and Water Resources	Echuca
02/02/2017	MDBA Community Information Session	Moama
07/02/2017	Presentation - Gannawarra Shire Council	Kerang

## 2. Strategy

### Memberships

Engagement – there has been a vigorous round of engagements with member and prospective member councils, as well as external stakeholders. Strong support being received via state LGAs, new and prospective member councils as well as regional groupings of councils.

### Withdrawals

While we have experienced solid growth in new memberships, with interest from non-member councils continuing to grow, there is also an increasing trend of withdrawals across several regions, with councils no longer just continuing membership year on year. With council budgets tightening in a very material sense, councils are reviewing their membership spends across a range of organizations and if they are not seeing value or involvement, or alignment to their Council Plans, they are withdrawing memberships. The MDA Strategic Plan and our advocacy priorities now demonstrate a strong alignment with the objectives of all Basin councils, but without effective communication and engagement, it will be increasingly difficult to retain existing memberships. Chairs and their councils need to actively consider their regional engagement strategies. (see also Finance notes below).

### Joint Organisations and Groups of Councils

Increasing trend in Joint Organizations and Groups of Councils interested in joining as groups. Proposal for a JO has been to offer membership to all councils in a JO, with a 20% discount applied. Discuss.

### Finance

MDA continues to operate on a budget that, while balanced is far too lean to continue deliver on purpose at the rate and caliber commensurate with stakeholder expectations and opportunity. Importance of establishing a finance committee cannot be overstated.

Project opportunity with AICD may provide an additional revenue stream. Proposal pending.

New requirements under the Constitution

### Advocacy Priorities

- MDA has written to all Basin Water Ministers requesting support for local government, via the MDA, to be formally recognized and included in the Basin Plan decision making processes, and an opportunity to meet to discuss this, and how the MDA and our member councils can better work with our state and federal government on the continuing implementation of the Basin Plan.

We have put the case that as the third level of government in Australia, and the one most directly connected to community, local government has a valuable contribution to make in the processes, community consultation, and the formulation of decisions made and taken in the continuing implementation of the Basin Plan.

Response to date has been positive.

- MDA has drafted a response and partnered with a number of member councils across the northern Basin in the preparation of a

response/submission to the proposed Basin Plan amendments. Submissions close 10/02/2017.

- MDA played an active role in seeking to mitigate adverse impact on local government and communities from the division between the states and the Federal Govt following the meeting of the Ministerial Council of Basin Governments in Adelaide in Nov 2016.

### **MDA Regional Boundary Review**

Water resource plans (WRPs) set out how water resources will be managed. They are developed by the Basin states, or in certain circumstances by the Authority, for approval by the Commonwealth Water Minister.

A water resource plan area is a geographical area, of which there are 14 for surface water, 16 for groundwater and an additional six for surface water and groundwater combined. As far as possible, the boundaries match those of existing state water management areas.

Consider the merits of MDA regional alignments taking WRPs as well as LGA boundaries into consideration. Standing agenda item for all 2017 region meetings.

### **3. Conference 2017**

Sponsorship prospects

Australian Tax Office  
McArthur Group  
Australian Institute of Company Directors

### **4. Projects**

Social and Economic Impacts Evaluation Framework – funding still not yet secured to commence this project. Meetings in Canberra in March with a number of interested departmental stakeholders. Letters will go out to funding partners in the coming weeks.

Australian Institute of Company Directors – Following positive meetings in Melbourne, we are currently awaiting a project proposal from AICD.

### **5. Staff Matters**

MDA is committed to nurturing new talent and skills. We have recently joined the Schools Friendly Businesses consortium in Campaspe, and have taken on a School Based Apprentice/Trainee, Annette Waters. Annette is a student at Rochester College, and has demonstrated an active engagement in civic affairs and local government over several years.

### **6. Regions**

**Meetings calendar 2017** – It is the ideas generated and the minutes/resolutions of the region meetings that provide the *imprimatur* for the MDA to carry forward our advocacy priorities and deliver on our purpose. Region meetings must be well run and attended, with chairs and committees ensuring that member councils are aware of and engaged in the meetings.

Meeting schedules should be published on the MDA website. Any region that has not provided its 2017 meeting schedule to the MDA for publication on the website should do so immediately.

Region 12 – The MDA welcomes Balonne Shire Council Mayor Richard Marsh and CEO Matthew Magin to the role of Chair of Region 12. We look forward to their valuable contribution and detailed knowledge of Northern Basin issues.

**7. In brief – updates**

2017 National Conference and AGM Committee – tentative date set for 11-13 October. This event will be held in Renmark.SA. East Coast Conferences has been engaged and a committee formed to organist the conference, with a number of high caliber sponsors already having requested an opportunity to sponsor and present. Senator the Hon Anne Ruston, Assistant Minister for Agriculture and Water Resources and has accepted the MDA's invitation to open the conference.

Premises lease – 463-465 High Street Echuca lease with Parks Victoria renewed for a further 2 years. The co-location of these two organizations in Echuca-Moama is extremely favorable to the MDA, both financially and in providing an exceptionally high quality workplace and positive team environment.

Emma Bradbury  
Chief Executive Officer





## INCOMING CORRESPONDENCE REGISTER

Doc No	Date of Receipt	Mail Format	Document subject or title	Date of creation	Author/Sender
1	3/01/2017	Post	Cheque 558 \$310.00	8/12/2016	Rotary Club of Wentworth
2	3/01/2017	Post	MDA position statement to MDAPS receipt	8/12/2016	Minister for Water and the River Murray, SA
3	3/01/2017	Post	Region 10 Chair invitation declined	16/12/2016	Narromine Shire Council, Cr David Collins (Dep Mayor)
4	3/01/2017	Post	MDA position statement to MDAPS receipt	21/12/2016	Tony Pasin MP, Federal Member for Barker
5	3/01/2017	Post	Graduate of the Aust Inst of Co Directors-Emma Bradbury	9/12/2016	Aust Inst of Co Directors
6	3/01/2017	Post	Declining membership offer	21/12/2016	Tamworth Regional Council
7	3/01/2017	Post	Declining membership offer	16/12/2016	Narrabri Shire Council
8	3/01/2017	Post	RTS		Wentworth Shire Council
9	3/01/2017	Post	RTS		Campbelltown City Council
10	11/01/2017	Post	Tennis Ticket		McArthur Management System
11	11/01/2017	Post	Invoice	1/01/2017	Parks Victoria
12	11/01/2017	Post	Invoice	3/01/2017	Aust Post
13	11/01/2017	Post	Interest Statement	31/12/2016	IGFA
14	11/01/2017	Post	Invoice	6/01/2017	Mallee Family Care
15	11/01/2017	Post	Merchant Statement	30/12/2017	ANZ
16	11/01/2017	Post	ANZ Business One	3/01/2017	ANZ
17	11/01/2017	Post	Invoice	24/12/2016	Sharp Finance
18	17/01/2017	Post	Electronic Purchasing ordering and Invoicing	15/12/2016	Southern Mallee District Council
19	17/01/2017	Post	2 year lease renewal	11/01/2017	Parks Victoria
20	17/01/2017	Post	Redemption-Debenture deposit-MDA	10/01/2017	Brina J. Grogan O.A.M.
21	17/01/2017	Post	Invoice	16/12/2016	Task Force
22	18/01/2017	Post	Pricing Statement	12/01/2017	Aust Post
23	1/02/2017	Post	Business Premium Saver Statement	13/01/2017	ANZ
24	1/02/2017	Post	Pricing Statement	17/01/2017	Aust Post



25	1/02/2017	Post	Pricing Statement	19/01/2017	Aust Post
26	1/02/2017	Post	Invoice	15/01/2017	Telstra
27	1/02/2017	Post	Water Transferring Allocations	26/01/2017	Ruralco
28	1/02/2017	Post	Invoice	26/02/2017	Water NSW
29	1/02/2017	Post	MDA Membership decline	24/01/2017	Quilpie Shire
30	8/02/2017	Post	Invoice	31/01/2017	Sunrise Mapping & Research
31	8/02/2017	Post	Invoice	9/01/2017	NSW Irrigators Council
32	8/02/2017	Post	Statement	2/02/2017	ANZ
33	8/02/2017	Post	Magazine	1/02/2017	AICD
34	8/02/2017	Post	Welcome Letter-School Friendly Business	31/01/2017	CCLLEN
35	8/02/2017	Post	Order form	1/02/2017	National Pen
36	9/02/2017	Post	Invoice	3/02/2017	Aust Post
37	9/02/2017	Post	Invoice	4/02/2017	Gallagher Bassett Services Wo Comp
38	9/02/2017	Post	Invoice	2/02/2017	Leeton Shire Council



## OUTGOING CORRESPONDENCE REGISTER

Date Sent	Mail Format	Name of Individual or Organisation	Topic
11/01/2017	Post	David Thurley	Strategic Plans and Annual Reports
17/01/2017	Post	Jason Russell, CEO Campaspe Shire	WRI Project Proposal
19/01/2017	Post	Cr Martin Haese, Adelaide City Council	Delegate Welcome
19/01/2017	Post	Mr Makr Goldstein, Adelaide City Council	Delegate Welcome
19/01/2017	Post	Mr Paul Web, City of Burnside	Delegate Welcome
19/01/2017	Post	Cr David Parkin, City of Burnside	Delegate Welcome
19/01/2017	Post	Cr Julie Barrie, Coorong District Council	Delegate Welcome
19/01/2017	Post	Cr Ron Mildren, Wodonga City Council	Delegate Welcome
19/01/2017	Post	Cr Tony Quinn, Greater Hume Shire	Delegate Welcome
19/01/2017	Post	Cr Terry Weston, Greater Hume Shire	Delegate Welcome
19/01/2017	Post	Mr Mark Verbaken, Wodonga City Council	Delegate Welcome
19/01/2017	Post	Mr Alan Tonkin, Snowy Valley Regional Council	Delegate Welcome
19/01/2017	Post	Mr Mike Eden, Federation Council	Delegate Welcome
2/02/2017	Post	Mr Jon Mc Linden, Swan Hill Rural Council	Delegate Welcome
2/02/2017	Post	Cr Les Mc Phee, Swan Hill Rural Council	Delegate Welcome
2/02/2017	Post	Cr Neil Beattie, Loddon Shire	Delegate Welcome
2/02/2017	Post	Mr Phil Pinyon, Loddon Shire	Delegate Welcome
2/02/2017	Post	Cr Oscar Aetssen, Gannawarra Shire	Delegate Welcome
2/02/2017	Post	Cr Dennis Patterson, Greater Shepparton	Delegate Welcome
2/02/2017	Post	Mrs Ruth McRae, Murrumbidgee Council	Delegate Welcome
2/02/2017	Post	Mr Terry Hogan, Murrumbidgee Council	Delegate Welcome
2/02/2017	Post	Ms Margaret Stork, Murray River Council	Delegate Welcome
2/02/2017	Post	Cr Ross Bodey, Berrigan Shire Council	Delegate Welcome
2/02/2017	Post	Cr Colin Jones, Berrigan Shire Council	Delegate Welcome
9/02/2017	Post	Cr Barry Featherston Alexandrina Council	Delegate Welcome Copies R6
9/02/2017	Post	Mr Robert Harkness Tatiara District Council	Delegate Welcome
9/02/2017	Post	Cr Graham Excell Tatiara District Council	Delegate Welcome

9/02/2017	Post	Mr Simon Bradley Rural City of Murray Bridge	Delegate Welcome
9/02/2017	Post	Cr Julie Barrie, Coorong District Council	Delegete Welcome
9/02/2017	Post	Cr Kevin Myers-Region 5 Chair, Mid Murray Council	Delegate Welcome Copies R5
9/02/2017	Post	Cr Neil Martinson Renmark Paringa Council	Delegate Welcome
9/02/2017	Post	Cr Kevin Myers, Mid Murray Council	Delegate Welcome
9/02/2017	Post	Cr Mark Ward, District Council of Loxton	Delegate Welcome
9/02/2017	Post	Cr Kevin Burdett District Council of Karoonda East Murray	Delegate Welcome
9/02/2017	Post	Cr Andrew Kassebaum Berri Barmera Council	Delegate Welcome
9/02/2017	Post	Cr Jane McAllister Wentworth Shire Council	Delegate Welcome
9/02/2017	Post	Cr Anthony Corillo Mildura Rural Cith Council	Delegate Welcome
9/02/2017	Post	Mr Greg Wright Central Darling Shire Council	Delegate Welcome
9/02/2017	Post	Mr Brian Grogan	Correspondance acknowledgement
9/02/2017	Post	ATO	PAYG Annette Waters

**From:** Registration  
**To:** [Emma Bradbury](#)  
**Subject:** Notification Of Decision- Murray Darling Association Incorporated [DLM=SENSITIVE]  
**Date:** Thursday, 15 December 2016 3:05:47 PM  
**Attachments:** [image001.png](#)  
[Decision\\_MurrayDarlingAssociation.pdf](#)  
[Letter\\_MurrayDarlingAssociationInc.pdf](#)

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Dear Ms Bradbury,

Please find attached a copy of the ACNC's decision with respect to Murray Darling Association Incorporated's application for registration as a charity.

Regards

**Robin Wilkinson**

Senior Analyst | Registration | Australian Charities and Not-for-profits Commission  
T **03 8601 9535** | F 1300 232 569 | E [registration@acnc.gov.au](mailto:registration@acnc.gov.au) | W [www.acnc.gov.au](http://www.acnc.gov.au)  
'Please consider the environment before printing this email'



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# Reasons for decision to refuse to register Murray Darling Association Incorporated (ABN 64 636 490 493) as a charity and as a particular subtype

## **Summary of decision**

1. The Australian Charities and Not-for-profits Commission (ACNC) Assistant Commissioner has made a decision that Murray Darling Association Incorporated (the Applicant) (ABN 64 636 490 493) is not entitled to be registered as a charity under s.25-5(1) of the *Australian Charities and Not-for-profits Commission Act 2012* (ACNC Act).
2. In summary, the Applicant has been refused registration as a charity because it does not meet the definition of charity as it is a government entity.
3. This decision has been made by a person authorised to do so on behalf of the Assistant Commissioner. The Assistant Commissioner is exercising powers that have been legally delegated to him by the Commissioner.
4. This document sets out the facts of the application relevant to our decision, the legal requirements for registration and our analysis of how the facts apply to the legal requirements.

## **The facts**

5. The Applicant is an incorporated association.
6. The Applicant has had an Australian Business Number (ABN) of 64 636 490 493 from 1 November 1999.
7. The Applicant applied to the ACNC for registration as a charity on 12 October 2016.
8. The Applicant applied for registration as a charity with the following subtypes listed in the table at s. 25-5(5) of the ACNC Act:
  - entity with a purpose of advancing social or public welfare
  - entity with a purpose of advancing the natural environment
  - entity with another purpose beneficial to the general public and analogous to the other charitable purposes.
9. The Applicant's constitution sets out its objects at clause 2.0 and clause 3.0:

### **2.0 ORIGIN AND PURPOSE**

- 2.1 The Association was formed by Local Government and recognises its special relationship with Local Government. The continuing support of Local Government is central to achieving the objectives of the Association.
- 2.2 The Association recognises the Murray-Darling Basin as its



focus and seeks to ensure that the environmental integrity of the Basin is conserved and protected while sustainable development is encouraged.

- 2.3 The Association believes that Local Government has a major role in natural resource management and the Association will assist local government irrespective of political boundaries.
- 2.4. The Association is a focus for community participation in the Basin and will provide information, facilitate debate and seek to influence the policies of governments.

### **3.0 OBJECTIVES**

- 3.1 The objectives of the Association are:
  - 3.1.1 To promote the right balance between consumptive use and water for the environment.
  - 3.1.2 To promote sustainable development.
  - 3.1.3 To recognise the social values of the Basin and ensure they are maintained.
  - 3.1.4 To engage in partnerships with bodies who undertake relevant research projects.
  - 3.1.5 To support educational initiatives that promotes and develops the Basin.

- 3.2 To maintain and develop good relations with governments the Association will:

Co-operate with and assist the Commonwealth Government and Governments of the Australian Capital Territory, New South Wales, Queensland, South Australia and Victoria in any action, which will, in the Association's opinion, advance the development of the Murray-Darling Basin.

10. The Applicant's constitution sets out its not-for-profit and winding up (dissolution) provisions in Clauses 3(2) and 26.
11. The ACNC reviewed the application, accompanying material, and the following additional information was also considered:
  - details of the Applicant's website [www.mda.asn.au](http://www.mda.asn.au), accessed on 2 November 2016
  - copy of the Applicant's 2015 Annual Report.



12. The Applicant was notified by email on 23 November 2016 (sent at 11:48 am) that its application may be refused because the Applicant was a government entity and therefore not eligible for registration as a charity.
13. The Applicant did not respond to the ACNC's email.

## **Analysis of relevant law and facts**

### ***Entitlement to registration as a type of charity***

14. In order to be entitled to registration as a charity, the Applicant must meet the requirements in Division 25 of the ACNC Act<sup>1</sup>.
15. We have determined that the Applicant is not entitled to registration as a charity as it has not satisfied the requirements of Division 25.
16. Our analysis is detailed below and sets out the specific provision which the Applicant has not satisfied.
17. It should be noted that, apart from the conditions discussed below, it is accepted that the Applicant has satisfied all other requirements for registration as a charity under Division 25.

### **Applicant has not satisfied the definition of charity**

18. An entity must meet the description of a type of entity as set out in the table in s.25-5(5), column 1 of the ACNC Act. The relevant description refers to a **charity**, which is defined in s.5<sup>2</sup> of the *Charities Act 2013*.

### ***Individual, political party or government entity***

19. Section 5(d) of the *Charities Act 2013* (Cth) (Charities Act) states that charity means an entity that is not an individual, a political party or a **government entity**.
20. 'Government entity' is defined in section 4 of the Charities Act as:
  - (a) a government entity (within the meaning of the *A New Tax System (Australian Business Number) Act 1999*) [That is, Commonwealth entities]; or
  - (b) an entity:
    - (i) **established under a law by a State or Territory; and**
    - (ii) **of a kind prescribed under subsection (2) [that is, prescribed by the Legislative Instrument];** or
  - (c) A foreign government agency (within the meaning of the *Income Tax Assessment Act 1997*) [emphasis added].
21. Section 3(d) of the *Charities (Definition of Government Entity) Instrument 2013* (the Instrument) prescribes a government entity as:

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<sup>1</sup> Refer to Appendix A

<sup>2</sup> Refer to Appendix B



- (d) an entity that, in pursuing its objectives, is *not* independent of the Crown (in any of its capacities), having regard to:
- (i) **the degree of control the Crown can exercise over the entity's governance and operations; and**
  - (ii) **whether the entity was established with the objective of fulfilling a function or responsibility of the Crown (in any of its capacities); and**
  - (iii) any other relevant matter (emphasis added).
22. We consider that the Applicant is a government entity under s.4(b) of the Charities Act.
23. Clauses 2.1 and 2.3 of the Applicant's constitution states:
- 2.1 The Association was formed by Local Government and recognises its special relationship with Local Government. The continuing support of Local Government is central to achieving the objectives of the Association.
  - 2.3 The Association believes that Local Government has a major role in natural resource management and the Association will assist local government irrespective of political boundaries.
24. Additionally, clause 3.2 states:
- 3.2 To maintain and develop good relations with governments the Association will:
    - 3.2.1 Co-operate with and assist the Commonwealth Government and Governments of the Australian Capital Territory, New South Wales, Queensland, South Australia and Victoria in any action, which will, in the Association's opinion, advance the development of the Murray-Darling Basin.
25. Section 3.1 of Appendix A of the *Commissioner's Interpretation Statement: Meaning of 'Government Entity'*<sup>3</sup> (CIS) defines local governments as 'local governing bodies', government entities that are established under and exercise their powers by State Law. The CIS also states that an entity that has a sufficient connection with a State or Territory may itself be classified as 'the State' or 'the Territory'<sup>4</sup>. This means that local governing bodies can themselves be considered extensions of State government.
26. As the Applicant was established under the *Associations Incorporation Act (NSW)* (i.e established under state law) and we consider local governments to be extensions of the States, it therefore meets the definition of government entity, as set out in s.4(b)(i) of the Charities Act.

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<sup>3</sup> CIS 2016/01

<sup>4</sup> At cl. 4.13





27. Moreover, we note the Applicant was established so that local governments in the Murray Darling region could undertake projects relating to environmental matters across the region with greater ease. This suggests that the Applicant has the purpose of acting as a vehicle for local government entities.
28. We also note that clause 6 of the Applicant's constitution establishes that local government councils and local government based organisations in each region, receive between three and five representatives each on each Regional Council, with the ability to appoint more, in addition to having the ability to appoint a delegate and additional representatives to the General Council.
29. This structure provides for local government to have a greater say in the Applicant's operations and enables government to have control of the organisation.
30. We consider that local governments exert a significant amount of control over the Applicant, and therefore is a prescribed type of government entity as set out in s.3(d) of the Instrument.

### ***Entitlement to registration as a subtype of charity***

31. An applicant is entitled to registration as a subtype of charity if certain conditions are satisfied. These conditions are set out in s.25-5(2) of the ACNC Act and included at Appendix C.
32. The Assistant Commissioner finds that the Applicant is not entitled to registration as a charity or as any subtype of charity as the Applicant has not satisfied the definition of charity.

### ***Legal authority of the decision-maker***

33. The Commissioner is the only statutory office holder and decision-maker at the ACNC. Under section 115-55 of the ACNC Act the Commissioner has delegated all of her powers to the Assistant Commissioner, except the power to delegate.
34. The Assistant Commissioner has authorised specific officers to make some decisions on his behalf. Registration Analysts are authorised to make decisions to register or not to register a charity. Robin Wilkinson is a properly authorised Registration Analyst who has made a decision on this application on behalf of Murray Baird.

**For the above reasons the Assistant Commissioner refuses to register the Applicant as a charity.**

**Analyst: Robin Wilkinson**

**On behalf of: Murray Baird**

**Assistant Commissioner**

**Date: Day Month Year**



## **Appendix A: Entitlement to registration as a charity – relevant provisions of Division 25**

### **25-5 Entitlement to registration**

- (1) An entity is entitled to registration as a type of entity if:
  - (a) it meets the conditions in s.25-5(3); and
  - (b) it meets the description of that type of entity (charity) as set out in the table in s.25-5(5); and
  - (c) in the event that it has had its registration revoked previously, the Commissioner is satisfied that the matters which led to the revocation have been dealt with so that the registration of the entity would not conflict with the objects of the (ACNC) Act.

### **Conditions in s.25-5(3) of the ACNC Act**

The conditions set out in s.25-5(3) of the ACNC Act are as follows:

- (a) the entity is a not-for-profit entity;
- (b) the entity is in compliance with the governance standards and external conduct standards;
- (c) the entity has an ABN;
- (d) the entity is not covered by a decision in writing made by an Australian government agency (including a judicial officer) under an Australian law that provides for entities to be characterised on the basis of them engaging in, or supporting, terrorist or other criminal activities.



## Appendix B: Definition of Charity and Charitable Purpose

Section 5 of the Charities Act defines a **charity** as an entity:

- (a) that is a not-for-profit entity; and
- (b) all of the purposes of which are:
  - (i) charitable purposes that are for the public benefit; or
  - (ii) purposes that are incidental or ancillary to, and in furtherance or in aid of, purposes of the entity covered by subparagraph (i); and
- (c) none of the purposes of which are disqualifying purposes; and
- (d) that is not an individual, a political party or a government entity.

The definition of 'charity' in s.5 of the Charities Act requires that a charity must have 'charitable purposes'. Subsection 12(1) of the Charities Act defines **charitable purpose** to mean any of the following:

- (a) the purpose of advancing health;
- (b) the purpose of advancing education;
- (c) the purpose of advancing social or public welfare;
- (d) the purpose of advancing religion;
- (e) the purpose of advancing culture;
- (f) the purpose of promoting reconciliation, mutual respect and tolerance between groups of individuals that are in Australia;
- (g) the purpose of promoting or protecting human rights;
- (h) the purpose of advancing the security or safety of Australia or the Australian public;
- (i) the purpose of preventing or relieving the suffering of animals;
- (j) the purpose of advancing the natural environment;
- (k) any other purpose beneficial to the general public that may reasonably be regarded as analogous to, or within the spirit of, any of the purposes mentioned in paragraphs (a) to (j);
- (l) the purpose of promoting or opposing a change to any matter established by law, policy or practice in the Commonwealth, a State, a Territory or another country, if:
  - (i) in the case of promoting a change – the change is in furtherance or in aid of one or more of the purposes mentioned in paragraphs (a) to (k); or
  - (ii) in the case of opposing a change – the change is in opposition to, or in hindrance of, one or more of the purposes mentioned in those paragraphs.

Note 1 in the definition of 'charity' in s.5 provides that an entity's governing rules, activities and any other relevant matter must be considered when determining its purposes



## Appendix C: Entitlement to registration as a subtype of charity

Subsection 25-5(2) of the ACNC Act sets out the requirements for registration as a subtype of charity:

- (2) An entity is entitled to registration as a subtype of entity if:
  - (a) it meets the conditions in s.25-5(3); and
  - (b) it meets the description of that subtype of entity as set out in the table in s.25-5(5); and
  - (c) it is entitled to registration as the type of entity that corresponds to that subtype of entity; and
  - (d) it is registered as that type of entity.

The table in subsection 25-5(5) describes the corresponding subtype of charity:

<b>Entitlement to registration</b>		
<b>Item</b>	<b>Column 1 Type of entity</b>	<b>Column 2 Corresponding subtype of entity</b>
1	Charity	Entity with a purpose to which paragraph (a) of the definition of <i>charitable purpose</i> in subsection 12(1) of the Charities Act 2013 applies (advancing health) <sup>5</sup>
2		Entity with a purpose to which paragraph (b) of the definition of <i>charitable purpose</i> in subsection 12(1) of the Charities Act 2013 applies (advancing education) <sup>6</sup>
3		Entity with a purpose to which paragraph (c) of the definition of <i>charitable purpose</i> in subsection 12(1) of the Charities Act 2013 applies (advancing social or public welfare) <sup>7</sup>
4		Entity with a purpose to which paragraph (d) of the definition of <i>charitable purpose</i> in subsection 12(1) of the Charities Act 2013 applies (advancing religion) <sup>8</sup>
5		Entity with a purpose to which paragraph (e) of the definition of <i>charitable purpose</i> in subsection 12(1) of the Charities Act 2013 applies (advancing culture) <sup>9</sup>
6		Entity with a purpose to which paragraph (f) of the definition of <i>charitable purpose</i> in subsection 12(1) of the Charities Act 2013

<sup>5</sup> Referred to as an entity with a purpose of advancing health

<sup>6</sup> Referred to as an entity with a purpose of advancing education

<sup>7</sup> Referred to as an entity with a purpose of advancing social or public welfare

<sup>8</sup> Referred to as an entity with a purpose of advancing religion

<sup>9</sup> Referred to as an entity with a purpose of advancing culture



<b>Entitlement to registration</b>		
<b>Item</b>	<b>Column 1 Type of entity</b>	<b>Column 2 Corresponding subtype of entity</b>
		applies (promoting reconciliation, mutual respect and tolerance between groups of individuals that are in Australia) <sup>10</sup>
7		Entity with a purpose to which paragraph (g) of the definition of <i>charitable purpose</i> in subsection 12(1) of the Charities Act 2013 applies (promoting or protecting human rights) <sup>11</sup>
8		Entity with a purpose to which paragraph (h) of the definition of <i>charitable purpose</i> in subsection 12(1) of the Charities Act 2013 applies (advancing the security or safety of Australia or the Australian public) <sup>12</sup>
9		Entity with a purpose to which paragraph (i) of the definition of <i>charitable purpose</i> in subsection 12(1) of the Charities Act 2013 applies (preventing or relieving the suffering of animals) <sup>13</sup>
10		Entity with a purpose to which paragraph (j) of the definition of <i>charitable purpose</i> in subsection 12(1) of the Charities Act 2013 applies (advancing the natural environment) <sup>14</sup>
11		Entity with a purpose to which paragraph (k) of the definition of <i>charitable purpose</i> in subsection 12(1) of the Charities Act 2013 applies (purposes beneficial to the general public and analogous to the other charitable purposes) <sup>15</sup>
12		Entity with a purpose to which paragraph (l) of the definition of <i>charitable purpose</i> in subsection 12(1) of the Charities Act 2013 applies (advancing public debate) <sup>16</sup>
13		Institution whose principal activity is to promote the prevention or the control of diseases in human beings
14		Public benevolent institution

<sup>10</sup> Referred to as an entity with a purpose of promoting reconciliation, mutual respect and tolerance between groups of individuals that are in Australia

<sup>11</sup> Referred to as an entity with a purpose of promoting or protecting human rights

<sup>12</sup> Referred to as an entity with a purpose of advancing the security or the security or safety of Australia or the Australian public

<sup>13</sup> Referred to as an entity with a purpose of relieving the suffering of animals

<sup>14</sup> Referred to as an entity with a purpose of advancing the natural environment

<sup>15</sup> Referred to as an entity with another purpose beneficial to the general public and analogous to the other charitable purposes

<sup>16</sup> Referred to as an entity with a purpose of advancing public debate



*It's in the Balance*

## **Murray Darling Association Inc.**

*An incorporated association under the Associations Incorporation Act 2009 (NSW)*

# **CONSTITUTION**

**NOVEMBER 2016**

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# Constitution

## Part 1 – Preamble

### 1. *Origins and Background*

The Murray Darling Association Incorporated is the name adopted for the organisation named “Murray Valley League for Development and Conservation Incorporated” (1979) which itself derived from the “Murray Valley Development League” which was established by resolution of the Yarrawonga Conference (August 1944) and the South Australian Regions at the Murray Bridge Conference (December 1944).

### 2. *Vision*

The MDA works to achieve a healthy and environmentally balanced Basin river system that supports thriving communities, economic development and sustainable productivity.

### 3. *Purpose*

To provide effective representation of local government and communities at state and federal level in the management of Basin resources by:

- (1) providing information;
- (2) facilitating debate; and
- (3) seeking to influence government policy.

### 4. *Objectives*

The objectives of the MDA are to:

- (1) advocate on behalf of Basin communities;
- (2) use local knowledge and expertise to fully understand regional issues;
- (3) act as a two-way conduit for information and discussion between our communities and governments;
- (4) encourage and facilitate debate about relevant issues that matter for the Basin’s future;
- (5) explore options to achieve sound solutions to regional issues;
- (6) test information to ensure a sound base for those options;
- (7) be an educational resource for the Basin.

## Part 2 – Definitions

### 5. **Definitions**

(1) In this Constitution:

**Act** means the *Associations Incorporation Act 2009* (NSW).

**Basin** means the Murray-Darling Basin.

**Board** means the governing body of MDA and which is the committee for the purposes of the Act.

**Board Meeting** means a meeting of the Board of the MDA.

**CEO** means the chief executive officer of the MDA.

**Constitution** means this constitution as amended from time to time.

**Code** means a code prepared and adopted by the Board in respect of MDA processes, membership, conduct or like matters.

**Delegate** means a person who may attend, participate, represent and vote at a MDA Meeting, including:

- (i) a Member Council Delegate; or
- (ii) a Region Delegate; or
- (iii) a Life Member.

**Individual Member** means a person accepted as a Member.

**Life Member** means a Member appointed as a Life Member as described in this Constitution.

**MDA** means the association incorporated under the Act known as “Murray Darling Association Inc”.

**MDA Meeting** means a general meeting, special general meeting or the annual general meeting of the MDA.

**Member** means a financial member for the time being of the MDA and includes:

- (i) Member Council;
- (ii) Organisation Member;
- (iii) Individual Member;
- (iv) Life Member.

**Member Council** means a local government municipal entity which has satisfied and maintains the requirements for membership of the MDA.

**Organisation** means a company, corporation, association, body corporate, partnership, government or statutory authority, community service or not for profit organisation or other legal body (other than a Member Council).

**Organisation Member** means an Organisation accepted as a Member.

**Proxy** means the authority to represent, act and vote on behalf of a Delegate at a MDA Meeting or Representative at a Region Meeting.

**Region Meeting** means a meeting of Members located in a Region.

**Public Officer** means the person holding office under this Constitution as the public officer of the MDA.

**Region** means an area made up of particular local government municipalities so determined, from time to time in accordance with this Constitution.

**Region Executive** means the managing executive of the Region as detailed in this Constitution.

**Regulation** means the *Associations Incorporation Regulation 2010* (NSW).

**Representative** means a person who may attend, represent and vote on behalf of a Member Council or Member Organisation at a Region Meeting, including a Representative who is:

- (i) a Member Council Representative;
- (ii) an Organisation Representative.

**Special Resolution** means a vote of 75% of:

- (i) Delegates at a MDA Meeting; or
- (ii) Representatives and Members at a Region Meeting.

(2) In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
- (c) a reference to a person includes a natural person (individual), company, corporation, body corporate or other body (whether or not the body is incorporated);
- (d) a reference to an authority, institution, association or body ("**original entity**") that has ceased to exist, been reconstituted, renamed or replaced or whose powers or functions have been transferred to another entity, is a reference to the entity that most closely serves the purposes or objects of the original entity.

(3) The provisions of the *Interpretation Act 1987* (NSW) apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

## Part 3 – Membership Categories

### 6. *Membership categories and rights*

- (1) The table below sets out the categories which comprise the membership of MDA, together with particular qualifications and the rights associated with each category.

<b>Category</b>	<b>Category qualification</b>	<b>Category rights for Region Meeting</b>	<b>Category rights for MDA Meeting</b>
Member Council	Local government entity, located within a Region, which is a current Member.	To appoint 2 Representatives, plus an additional Representative for every 20,000 of population (or part thereof) of the municipality above the first 20,000, up to a further 3, for a maximum total of 5 Representatives.  To have its Representatives attend, participate and vote on its behalf at a Region meeting.	To appoint 1 Member Council Delegate, plus an additional Delegate for every 20,000 (or part thereof) of population of the municipality above the first 20,000, up to a further 2, for a maximum total of 3 Member Council Delegates.  To have its Delegate(s) attend, participate and vote on its behalf at a MDA Meeting.
Organisation Member	An Organisation, located within a Region, which is a current Member.	To appoint a Representative for a Region Meeting.  To have its Representative <ul style="list-style-type: none"> <li><input type="checkbox"/> attend, participate and vote on its behalf at a Region Meeting;</li> <li><input type="checkbox"/> to be eligible for election by a Region as a Region Delegate.</li> </ul>	Its Representative may attend and participate at a MDA Meeting.  If its' Representative is elected as a Region Delegate, to vote as a Region Delegate at the MDA Meeting.
Life Member	As identified in this Constitution or elected as a Life Member.	To attend, participate and vote at a Region Meeting.	To attend, participate and vote at a MDA Meeting as a Life Member.
Individual Member	A person living in a Region who is a current Member.	To attend, participate and vote at a Region Meeting.  To be eligible for election as a Region Delegate.	To attend and participate at a MDA Meeting. If elected as a Region Delegate, to vote as the Region Delegate at a MDA Meeting.

- (2) A person or legal entity is eligible to be a Member of the MDA if:
- (a) the person or legal entity meets the category and qualifications set out in the table to sub clause (1) or otherwise in the Constitution for the category of membership sought, and
  - (b) the person or legal entity applies for membership in accordance with clause 21.

- (3) A person or legal entity is a Member if:
- (a) they or it is an existing Member of the MDA at the date of adoption of this Constitution; or
  - (b) is accepted by the Board as a Member as contemplated in clause 21; and
  - (c) their or its Membership has not ended.
- (4) The Region within which the Member's rights apply is:
- (a) for a Member Council, the Region it is located in;
  - (b) for an Individual Member or a Life Member, the Region the Member resides in;
  - (c) for an Organisation Member, the Region the Organisation is located in or if in more than one region, the Organisation may select its Region.
- (5) A Member will retain all rights in relation to the relevant membership category unless or until:
- (a) a Member resigns as a Member;
  - (b) subject to clause 6(5)(c), the membership is suspended or ended at the direction of the Board;
  - (c) in the case of a Member Council such membership may only be suspended or ended by a vote at a MDA Meeting;
  - (d) in a case of an Individual Member or an Organisation Member, membership rights will be suspended at any time the Individual Member or Organisation Member's annual fee is overdue by more than 90 days;
  - (e) if elected as a councillor of a Member Council any Individual Members membership is suspended, whilst the person remains a councillor;
  - (f) if an Organisation Representative is elected as a councillor of a Member Council, then whilst that person is a councillor, the Organisation must nominate an alternative Organisation Representative, otherwise the Organisation Member's membership is suspended.
- (6) A serving councillor of a Member Council or a member of a Member organisation must not:
- (a) apply to become an Individual Member; or
  - (b) allow an Organisation to apply for membership with that councillor proposed as the Organisation Representative.
- (7) In respect of Life Members:
- (a) the current Life Members of the MDA are those set out in Schedule 1;
  - (b) the process and regulation in relation to Life Members will be subject to any Code prepared by the Board and adopted at a MDA Meeting.

## **Part 4 - The Board**

### **7. Powers of the Board**

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the MDA, the Board:

- (a) is to control and manage the affairs of the MDA, and
- (b) may exercise all such functions as may be exercised by the MDA, other than those functions that are required by this Constitution to be exercised by a MDA Meeting, and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the MDA, and
- (d) has the power to make policies or Codes for the proper conduct of the MDA which will be binding on Members to the extent not inconsistent with this Constitution.

Without limiting the above, the Board may, without the need for any further resolutions to be passed at a MDA Meeting:

- (a) provide, monitor and manage good governance processes;
- (b) carry out a direction from a MDA Meeting;
- (c) prepare, manage and monitor an annual budget;
- (d) take steps to obtain the necessary resources for the MDA to continue its role;
- (e) appoint, manage and if required dismiss any of a chief executive officer, Public Officer and auditor;
- (f) monitor and review the organisation's performance;
- (g) appoint any sub-committee to address issues and carry out activities on behalf of the Board;
- (h) appoint staff to address issues and carry out activities on behalf of the Board.

### **8. Composition of the Board**

- (1) The Board will comprise each of the chairs of the Regions of the MDA existing from time to time.
- (2) On an annual basis, at a Board Meeting, the Board will elect:
  - (a) a President;
  - (b) a Vice President; and
  - (c) a Treasurer (as provided in clause 8(3));to serve for the financial year.
- (3) The Board must appoint a Treasurer of the Board. The Treasurer:
  - (a) must have, in the reasonable opinion of the Board, appropriate qualifications in accounting or a like field or otherwise have sound financial expertise;
  - (b) may be a Board member, an Individual Member or an Organisation Representative; and
  - (c) if the Treasurer is not a Board member, the Treasurer will attend Board Meetings upon request of the Board.

## **9. Public officer**

- (1) The Public Officer of the MDA must, as soon as practicable after being appointed as Public Officer, lodge notice with the MDA of his or her address. The Public Officer may be the Chief Executive Officer.
- (2) It is the duty of the Public Officer to ensure that minutes are kept of:
  - (a) all appointments of office-bearers and Board members and its sub-committees, and
  - (b) the names of the Board members present at a Board Meeting or a MDA Meeting, and
  - (c) all proceedings at Board Meetings, sub-committee meetings and MDA Meetings.
- (3) Minutes of proceedings at a Board Meeting must be signed by the President as chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) It is the duty of the Public Officer to ensure:
  - (a) that all money due to the MDA is collected and received and that all payments authorised by the MDA are made, and
  - (b) that correct books and accounts are kept showing the financial affairs of the MDA, including full details of all receipts and expenditure connected with the activities of the MDA.

## **10. Casual vacancies**

- (1) A casual vacancy in the office of a Board member occurs if the Board member:
  - (a) dies, or
  - (b) resigns or otherwise ceases his or her position or involvement with the Member he or she was elected to represent, or
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the Public Officer, or
  - (e) becomes a mentally incapacitated person, or
  - (f) is absent without the consent of the Board from 3 consecutive meetings of the Board, or
  - (g) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months or other indictable offence, or
  - (h) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth, or
  - (i) is prohibited from being a responsible person of a registered charity under the *Australian Charities and Not-for-profits Commission Act 2012*, or
  - (j) is removed as provided in clause 11.
- (2) Upon ceasing to be a Board member the person will also cease to be a chair of the particular Region.
- (3) In the event of a vacancy occurring in the membership of the Board, the Region may appoint a new Chair to the Region to fill the vacancy and until such time the Board will continue its activities minus that Board member.

## **11. Removal of Board members**

- (1) A Board Meeting may, by an ordinary resolution, remove any Board member from that office before the ending of the person's term of office, provided:
  - (a) the Board (by its vote) forms the view (on proper and reasonable grounds) that the relevant Board member has acted in a manner which is substantially prejudicial to the interests of the MDA; or
  - (b) the Board member has committed a serious breach of any Code of conduct for Board, or MDA Members, adopted by the Board.
- (2) A Board Member who is removed under clause 11 (1) shall have the right of appeal. That appeal shall be addressed to the public officer and be acted upon as per clause 27 of this constitution.
- (3) A Board Member who is exercising their right of appeal in 11 (2) (a), shall be suspended from all Board responsibilities until the resolution of that appeal.

## **12. Board member vacancy**

- (1) Upon the occurrence of a casual vacancy under clause 10 or removal of a Board member under clause 11:
  - (a) the relevant former Board member ceases to be the chair of and (if applicable) a Region Delegate on behalf of the relevant Region;
  - (b) the resulting Region vacancy must be filled by the Region as soon as practicable;
  - (c) prior to any re-appointment the Board may continue to operate otherwise in accord with the Constitution.

## **13. Board meetings and quorum**

- (1) The Board must hold at least 8 meetings (at least 2 of which must be face to face) in each period of 12 months, at such place and time as the Board may determine.
- (2) A Board Meeting may be held with use of technology that allows a Board member using the technology and the Board members present at the meeting to clearly and simultaneously communicate with each other. A Board member in attendance using that technology will be deemed to be physically present at the meeting.
- (3) Additional (including emergency) meetings of the Board may be convened by the President (or the Vice President, in the President's absence) as considered necessary or upon the request of 3 Board members.
- (4) Written notice of a meeting of the Board must be given by the CEO or Public Officer to each member of the Board at least 14 days (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (5) Notice of a meeting given under sub clause (4) 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 Board members present at the meeting by a majority agree to consider.
- (6) The need for 14 days' notice of a Board Meeting will not apply in the case of an emergency, provided:
  - (a) 48 hours' notice will be sufficient;



- (b) such notice must be in writing and attempted orally with the first oral attempt more than 48 hours before the meeting, acknowledging subsequent oral attempts may occur within 48 hours;
  - (c) the only business that may be transacted at the emergency meeting is the item or items that constituted the emergency as disclosed in the notice;
  - (d) the emergency meeting by a vote of a majority present, must confirm that issue or issues for consideration did constitute an emergency for the meeting and any resolutions from it to be effective.
- (7) A quorum for a Board Meeting will be one more than half of the chairs then appointed by the Regions. (For example if only 10 Regions have a chair, then 6 present will be the quorum.)
  - (8) No business is to be transacted by the Board 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.
  - (9) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting will not proceed.
  - (10) At a meeting of the Board:
    - (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 Board members as may be chosen by the Board members present at the meeting is to preside;
    - (c) all voting shall be by ordinary resolution of the majority of the Board members present (there will be no proxy voting);
    - (d) if there is a tie in any vote, the chair of the Board Meeting may exercise an additional casting vote.

#### **14. *Sub-committees and delegation***

- (1) The Board may establish sub-committees consisting of such Members Organisation Nominees, Member Council Nominees or non-members of the MDA as the Board thinks fit. Each sub-committee may be a standing or ad-hoc committee reporting to or advising the Board.
- (2) The Board may, by instrument in writing, delegate to a sub-committee or Chief Executive Officer the exercise of such of the functions of the Board as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the Board by the Constitution, the Act or by any other law.
- (3) A Region Executive is a sub-committee of the Board of the MDA.
- (4) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (5) A delegation under this clause 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.

- (6) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (7) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- (8) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (9) The Board may determine a sub-committee's terms of reference, and the sub-committee must comply with any other requirements set out in its terms of reference. The terms of reference may entitle the President or the Vice-President to be an ex-officio member or observer of the sub-committee. The sub-committee may otherwise meet and adjourn as it thinks proper.

## **Part 5 - Regions**

### **15. *Role and Region composition***

- (1) The role of the Region includes:
  - (a) initiating action on Region issues within the bounds of the MDA policy and any Codes;
  - (b) encouraging support for the MDA and its policies and actions;
  - (c) initiating and facilitating discussion on Region and Basin issues;
  - (d) increasing awareness of an education in respect of the MDA and the Basin;
  - (e) recommending changes to policy to the Board or the MDA;
  - (f) encouraging financial support for the MDA;
  - (g) appointing Region Delegates to a MDA Meeting.
- (2) The Regions of the MDA shall be made up of those local government municipal areas determined and as amended from time to time, by resolution of the Board.
- (3) The details of the areas making up each Region must be maintained by the Board and made available to Members on request and published (and kept up to date) on the MDA website.
- (4) The composition of a Region and the number of Regions may be varied from time to time by the resolution of the Board, the listed Regions and their composition. Variations to the composition of the Regions may be proposed by the Regions, the Board, or the vote of a MDA Meeting.
- (5) Within each Region the Members in respect of that Region will be:
  - (a) Member Councils within the Region;
  - (b) Organisation Members located in the Region, provided if the Organisation is located in multiple Regions it must nominate one Region;
  - (c) Life Members and Individual Members, resident within that Region.

### **16. *Region Meetings***

- (1) In respect of a Region:
  - (a) a Member Council may appoint:
    - (i) 2 Member Council Representatives; plus
    - (ii) 1 or more additional Member Council Representatives, for each 20,000 of population (or part thereof) above the first 20,000;  
up to a maximum of 5 Member Council Representatives. A Member Council Representative may be a councillor or council officer of the Member Council, or another person selected and supported by the Member Council;
  - (b) an Organisation may appoint 1 Organisation Member Representative.
- (2) Region Meetings may be attended by:
  - (a) Member Council Representatives;
  - (b) Organisation Member Representatives;
  - (c) Individual Members;
  - (c) Life Members;

- (d) people from other Regions in various capacities;
  - (e) guest speakers and other invitees and subject to the management of the meeting by the Chair, may address the meeting.
- (3) Region Meetings:
- (a) must occur at least 4 times per year;
  - (b) may be called by the Region Executive, Chair of the Region Executive or not less than 2 Member Councils within the Region; and
  - (c) require written notice of not less than 14 days to all Members located within the Region.
- (4) Regions must elect annually at a Region Meeting a Region Executive made up of:
- (a) a chair; plus
  - (b) not less than 2 and not more than 5, other Region Executive Members.
- (5) The chair of the Region Executive is the chair of the Region, provided further:
- (a) the chair must demonstrate both the initial and ongoing capacity to provide secretariat support for the activities of the Region;
  - (b) when the position of the chair becomes vacant for any reason, the Region Executive may appoint a temporary chair and a new chair must be appointed at the next Region Meeting;
  - (c) the chair must ensure minutes and other necessary records of Region Executive and Region Meetings are taken, kept and provided regularly to the MDA Board.
- (6) Voting at a Region Meeting must occur as follows:
- (a) Member Council Representatives may vote through a Proxy provided:
    - (i) not less than one Member Council Representative appointed by the same Member Council, is present; and
    - (ii) the relevant proxy has been given, in writing, to that Member Council Representatives who is present;
  - (b) one vote for each Individual Member of that Region and Life Member of that Region present;
  - (c) one vote for each Organisation Member of that Region, through its Organisation Member Representative, who must be present;
  - (d) a quorum of the Region Meeting will be not less than  $\frac{1}{3}$  of Member Councils present in the Region;
  - (e) voting will be by ordinary majority;
  - (f) the chair will have an additional casting vote in the case of a tie in votes.
- (7) The Region Executive shall have responsibility to facilitate and implement the various roles of the Region and may, if it considers appropriate, seek support from Members to provide assistance including involvement through sub-committees as is thought fit.
- (8) The Region shall provide a report not less than once a year and prior to the annual general meeting of the MDA, of various business and actions dealt with by and within the Region relevant to the MDA.
- (9) Regions are encouraged to hold joint meetings with nearby Regions or Regions with common interests to discuss matters of common interest.

- (10) Each year prior to the 30th of June at a Region Meeting, the Region will elect by a vote, up to 3 Regional Delegates to attend and vote at any MDA Meeting occurring over the following 12-month period (to the next 30 June). A Region Delegate must not be a Member Council.
- (11) To be effective, details of the elected Region Delegates must be sent (together with the minutes of the relevant meeting) to the Board of the MDA, addressed to the President or the Chief Executive Officer not less than 14 days prior to the next MDA Meeting.

## Part 6 – MDA Meetings

### 17. *MDA Meetings*

- (1) In respect of a MDA Meeting:
  - (a) a Member Council may appoint:
    - (i) 1 Member Council Delegate; plus
    - (ii) 1 additional Member Council Delegate, for every 20,000 of population (or part thereof) above the first 20,000;  
up to a maximum of 3 Member Council Delegates;
  - (b) a Member Council Delegate may be a councillor or council officer of the Member Council, or another person selected and supported by the Member Council.
- (2) The MDA must hold a MDA Meeting at least once every financial year and one of those MDA Meetings must be the annual general meeting.
- (3) The annual general meeting of the MDA must be held between 1 July and 30 November in a particular year.
- (4) The time, place and arrangements for the annual general meeting of the MDA will be set by the MDA at any preceding MDA Meeting, failing which the Board will make arrangements for the annual general meeting.
- (5) The Board or not less than 4 Member Councils, may call a general meeting or a special general meeting of the MDA, by:
  - (a) written notice of the request to the Chief Executive Officer; and
  - (b) the process as set out in clause 17(6) .
- (6) Any MDA Meeting, must be as follows:
  - (a) arranged by the Board, including through the Chief Executive Officer or Public Officer;
  - (b) by sending by post or email a written notice not less than 30 days prior to the proposed MDA Meeting, to each Region chair, every Delegate of whose existence notice has been given to the MDA and each Member Council;
  - (c) by posting of the details of the proposed MDA Meeting on the MDA's website, not less than 30 days prior to the proposed MDA Meeting;
  - (d) details with notice or posting must include:
    - (i) the date, time and place of the MDA Meeting;
    - (ii) any motions proposed, including those initiated by a Region, Member Council or any other Member.
- (7) A quorum for a MDA Meeting is 30 Delegates present at the meeting.
- (8) A MDA Meeting will be presided over by either the President of the Board or such other person appointed through a vote of Delegates present at the MDA Meeting.
- (9) Only Delegates are entitled to vote on matters considered by or at a MDA Meeting or in respect of MDA matters generally.
- (10) Voting at a MDA meeting must occur as follows:
  - (a) each Delegate (that is Region Delegates, Member Council Delegates or Life Member Delegates) have a single vote;

- (b) Member Council Delegates may vote through a Proxy provided:
    - (i) not less than one Member Council Delegate appointed by the same Member Council is present; and
    - (ii) the relevant Proxy has been given in writing to that Member Council Delegate who is present;
  - (c) Region Delegates and Life Member Delegates must be present at the MDA Meeting to vote;
  - (d) a matter the subject of a vote may be passed by an ordinary majority;
  - (e) in the case of a tied vote, the Chair appointed to preside at the MDA Meeting shall have a casting vote, in addition to any vote as a Delegate.
- (11) In any case where the Board considers a matter to be determined by the MDA is to be determined through a postal vote, the following must occur:
- (a) the Board will provide not less than 30 days' written notice of such proposal;
  - (b) the notice must contain the clear and specific detail of a matter or matters for decision by a postal vote;
  - (c) the vote must call for a yes or no response and no amendment to the nature of the question or outcome which is the subject of the proposed vote may occur;
  - (d) all and only Delegates may respond to a postal vote and those Delegates must do that personally;
  - (e) in the case of a tied postal vote, the proposal or issue for determination fails.

## **Part 7 – Chief Executive Officer**

### **18. Chief Executive Officer**

- (1) The Board shall appoint a Chief Executive Officer.
- (2) The Chief Executive Officer shall be responsible to the Board for the administration and operation generally of the MDA.
- (3) The Chief Executive Officer:
  - (a) shall carry out the Board's instructions;
  - (b) shall be responsible for the appointment of staff and retention of contractors.

## **Part 8 – Financial**

### **19. Financial**

- (1) Each Member of the MDA will contribute an annual fee based on the category of membership. Such annual fee:
  - (a) as to amount; and
  - (b) amount in respect of category of Member,will be set and potentially varied, on an annual basis, by the Board.
- (2) The Board may reduce, waive or accept instalment payments or make such arrangements as it thinks fit in relation to the application and calculation of the annual fee provided any reduction or waiver must be due to financial or other hardship, evidence of which has been provided (in confidence) to the Board.
- (3) The Board may, from time to time, provide to the Regions such funds as are considered appropriate, by the Board, to undertake activities within the particular Region.

## **Part 9 – Life Members**

### **20. Life Members**

- (1) A Life Member of the MDA is:
  - (a) a person named in Schedule 1; or
  - (b) any person nominated by a Member, endorsed by the Board and elected as a Life Member at a MDA Meeting.
- (2) The Board may prepare a Code for the consideration and approval of Life Members which will apply once adopted by a resolution at a MDA Meeting.
- (3) A Life Member is automatically a Delegate for the purposes of attendance, participation and voting at a MDA Meeting, provided the Life Member's voting right may not be a subject of a proxy.



## **Part 10 – Membership Generally**

### **21. *Application for membership***

- (1) An application for membership of the MDA:
  - (a) must be made in writing in the form and in the manner determined by the Board, and
  - (b) must include an agreement by the applicant to be bound by this Constitution and any Code, and
  - (c) must be lodged with the Public Officer of the MDA.
- (2) As soon as practicable after receiving an application for membership, the Public Officer must refer the application to the Board. The Board must determine whether to approve or to reject the application in its absolute discretion. Where an applicant qualifies for multiple categories of membership, the Board may, in its absolute discretion, determine which category it deems to be most suitable for the applicant.
- (3) As soon as practicable after the Board makes that determination, the Public Officer must:
  - (a) notify the applicant, in writing, that the Board approved or rejected the application (whichever is applicable) and if the applicant was approved, the applicant's category of membership, and
  - (b) if the Board approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this Constitution by a Member as an annual fee (if applicable), and
  - (c) on payment by the applicant of the amounts referred to in sub clause 21(3)(b) within the period referred to in that provision (if applicable), enter or cause to be entered the applicant's name in the register of Members and, on the name being so entered, the applicant becomes a Member of the MDA.
- (4) The determination of the Board in respect of an applicant's application and the applicant's membership category is final. The Board is not required to provide reasons for its determination.
- (5) A Member may apply for a change of membership category. Subclasses (2) to (4), with applicable changes, will apply to an application for a membership category change.

### **22. *Cessation of membership***

A Member ceases to be a Member of the MDA if:

- (a) for Individual Members and Organisation Members, the Member annual fee is overdue for more than 90 days and the Board ends the membership,
- (b) for Member Councils, the annual fee remains unpaid after the failure to pay has been raised at a MDA meeting and the meeting decides to end the membership;
- (c) in the case of an individual – dies or is declared bankrupt, or
- (d) the Board resolves to end the membership;
- (e) the Member resigns membership,
- (f) the Member is expelled from the MDA in accordance with clause 28, or
- (g) ceases to be eligible to be a Member, or

- (h) in the case of an organisation – is insolvent, or is being wound up or deregistered, or has a receiver, administrator, manager, liquidator or other controller (howsoever described) appointed over the organisation or a substantial part of its assets.

### **23. *Membership entitlements not transferable***

A right, privilege or obligation which a person has by reason of being a Member of the MDA:

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

### **24. *Register of Members***

- (1) The Public Officer of the MDA must establish and maintain a register of Members of the MDA specifying the name and postal address and principal place of business of each Member of the MDA, the date on which the Member became a Member, the category of membership, and the contact details of the Member's representatives if applicable.
- (2) The register of Members must be kept:
  - (a) at the main premises of the MDA, or
  - (b) if the MDA has no premises, at the MDA's official address.
- (3) The register of Members must be open for inspection, free of charge, by any Member of the MDA during business hours.
- (4) A Member must not use information about a person obtained from the register to contact or send material to the person. However, a Member may use information about a person obtained from the register for:
  - (a) the purposes of sending the person a notice in respect of a meeting or other event relating to the MDA or other material genuinely relating to the MDA or its management, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

### **25. *Members' liabilities***

The liability of Member Councils of the MDA to contribute towards the payment of the debts and liabilities of the MDA or the costs, charges and expenses of the winding up of the MDA is limited to \$1. Other Members are not required to contribute.

### **26. *Conduct Code or Codes***

- (1) A conduct Code or Codes will be prepared in respect of the conduct of:
  - (a) the Board and Board Meetings;
  - (b) MDA Meetings;
  - (c) Region Meetings;
  - (d) Members in the various MDA forums; and
  - (e) CEO and other staff.

- (2) Any conduct Code must be prepared (and varied) at the direction and by resolution of the Board.
- (3) A Code must be complied with by Members, Representatives and Delegates.

## **27. Resolution of disputes**

- (1) A dispute between the MDA, or any of the Members of the MDA, or with the MDA, or with a Region, is to be referred to a mediator agreed by the parties to the dispute, or in the absence of agreement, by a mediator nominated by the President of the Law Council of Australia (or his or her nominee).
- (2) If a dispute is not resolved by mediation within 3 months of the referral under sub clause (1), any party to the dispute may commence proceedings.
- (3) A party to the dispute must not commence proceedings unless that party has complied with this clause 27, except in the case of a party seeking urgent interlocutory relief.

## **28. Disciplining of Members**

- (1) A complaint may be made to the Board by a Member of the MDA if a Member:
  - (a) has refused or neglected to comply with a provision or provisions of this Constitution or any MDA Code, or
  - (b) in the case of individuals – has acted in a manner prejudicial to the interests or reputation of the MDA or unbecoming of a Member, or
  - (c) in the case of Members who are not individuals – the officers, employees or agents of the Member have acted in a manner prejudicial to the interests or reputation of the MDA or unbecoming of a Member.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with the complaint, the Board:
  - (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 Board in connection with the complaint, and
  - (c) must take into consideration any submissions made by the Member in connection with the complaint.
- (4) The Board may decide to expel the Member from the MDA or suspend the Member from membership of the MDA 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 proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Board expels or suspends a Member, the Public Officer 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 Board for having taken that action and of the Member's right of appeal under clause 29.
- (6) 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 decision concerned, or

- (b) if within that period the Member exercises the right of appeal, unless and until the decision is confirmed under clause 29, whichever is the later.

## **29. *Right of appeal of disciplined Member***

- (1) A Member may appeal to a disciplinary appeal committee against a decision of the Board under clause 28, within 7 days after notice of the decision is served on the Member, by lodging with the Public Officer a notice to that effect. The disciplinary appeal committee will consist of:
  - (a) an independent chair, who will be a suitably qualified lawyer nominated by the President of the Law Council of Australia (or his or her nominee), and
  - (b) at least two further persons selected by the Board who have not been involved with the original decision of the Board.
- (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 sub clause (1), the Public Officer must notify the Board which is to convene the disciplinary appeal committee and schedule a hearing within 56 days after the date on which the Public Officer received the notice.
- (4) At a disciplinary appeal committee hearing convened under sub clause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Board (or nominee) and the Member must be given the opportunity to state their respective cases orally or in writing, or both.
- (5) The appeal is to be determined by a unanimous decision of the disciplinary appeal committee

## **Part 11 – General Provisions**

### **30. *Insurance and indemnities***

- (1) In this clause “**officer**” means:
  - (a) a Member of the Board, and
  - (b) a person, such as an executive officer or chief executive officer, who makes, or participates in making, decisions that affect the whole of the MDA, or has the capacity to affect the financial standing of the MDA.
- (2) To the extent permitted by law, the MDA indemnifies every person who is or has been an officer out of the assets of the MDA against any liability incurred by the officer in or arising out of the conduct of the affairs or business of the MDA, or in or arising out of the discharge of the duties of the officer, unless such liability arises out of conduct involving a lack of good faith.
- (3) To the extent permitted by law, the MDA may (but is not obliged to) pay, or agree to pay insurance premiums for any directors or officers liability insurance which may cover liability incurred by officers in, or arising out of, the conduct of the business of the MDA, or in or arising out of, the discharge of the duties of the officer.

### **31. *Funds - source***

- (1) The funds of the MDA are to be derived from annual fees, donations, grants, contracts, service level agreements and such other sources as the Board determines.
- (2) All money received by the MDA must be deposited as soon as practicable and without deduction to the credit of the MDA's bank or other authorised deposit-taking institution account.
- (3) The MDA must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **32. *Funds - management***

The funds of the MDA are to be used in pursuance of the objects of the MDA in such manner as the Board determines.

### **33. *Custody of books etc***

Except as otherwise provided by this Constitution, 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 MDA.

### **34. *Service of notices***

- (1) For the purpose of this Constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by email or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the device from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

### **35. *Financial year***

The financial year of the MDA is:

- (a) the period of time commencing on the date of incorporation of the MDA and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the MDA, commencing on 1 July and ending on the following 30 June.

### **36. *Not-for-profit clause***

- (1) The assets and income of the MDA are to be applied solely in the furtherance of its objects. No portion of the MDA's assets and income are to be distributed directly or indirectly to its Members by way of fee, salary, dividend, bonus or otherwise.
- (2) The Members of the Board will not be entitled to receive fees for their service on the Board (eg: sitting fees).
- (3) Nothing in sub clauses (1) and (2) prevents the payment in good faith to a Board member or Member:
  - (a) of remuneration for any services to the MDA in the ordinary and usual course of business,
  - (b) for goods supplied in the ordinary and usual course of business,provided that any such payment, or any other payment permitted by this Constitution, made or proposed to be made to a Board member, has been approved by the Board (in any generic or specific case).
- (4) Nothing in sub clauses (1) and (2) prevents the reimbursement for out-of-pocket expenses incurred in carrying out the duties of a Board member where payment does not exceed any amount approved by the Board (in any generic or specific case).

### **37. *Dissolution clause***

- (1) Subject to this Constitution, upon the MDA being dissolved or wound up, any surplus that remains (after such dissolution and the payment of all debts and liabilities) is to be transferred to another fund authority or institution.
  - (a) having objects similar to the objects of the MDA and which are charitable at law;
  - (b) whose rules prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the MDA under this Constitution; and
  - (c) if the MDA is endorsed by the Commissioner for Taxation as income tax exempt those other institutions are also currently endorsed as income tax exempt on the same basis.
- (2) The fund, authority or institution will be determined by a vote of Delegates before the time of dissolution or winding up.

### **38. *Amendment of constitution***

The MDA may amend this Constitution and its objects by special resolution of Delegates at a MDA Meeting, subject to following sub clauses.

### **39. *Government grants and assets***

An asset or part of an asset of the MDA consisting of property supplied by a government department, public authority or council, including the unexpended portion of a grant, must be returned to:

- (a) the department, authority or council that supplied the property, or
- (b) a body nominated by that department, authority or council.

#### **40. Confidentiality and intellectual property**

In the furtherance of the MDA's activities, the MDA may provide Board members (and any organisation they represent under this Constitution) and Members (and their officers, employees, agents, contractors), access to sensitive, commercial-in-confidence or confidential information ("**information**"). Each Board member and Member must ensure that a recipient from them of such information:

- (a) will keep the information confidential, and will not disclose the information to any other person unless:
  - (i) the person is a permitted recipient with a need to know,
  - (ii) disclosure is required by law or government policy,
  - (iii) disclosure is with the MDA's prior written consent, or
  - (iv) the information is already in the public domain other than by a breach of any confidentiality obligation,
- (b) will only be used for the purposes of preventing or controlling diseases, and the information must not be copied, modified, adapted or exploited for any commercial purposes, and
- (c) will comply with the MDA's information disclosure policies as published from time to time by the Board.

## Schedule 1 - Life Members

Mr Graham Camac	Meningie	Region 6
Ms Pauline Frost	Adelaide	Region 7
Cr Les Hill	Berri	Region 5
Mr Brian J Grogan OAM	Mildura	Region 4
Mr Bill Gorman	Mulwala	Region 2
Dr Terry Hillman AM	Lavington	Region 1
Mr Jim Hullick OAM	Adelaide	Region 7
Mr Jack Larkin OAM	Spring Gully	Region 2
Mr J (Bede) Mecham	Wagga Wagga	Region 9
Mr Max Moor	Barmah	Region 2
Mr Philip Moore	Melbourne	-
Mr Don Oberin	Echuca	Region 2
Mr Kevin Pell OAM	Nathalia	Region 2
Mr Phillip Potter	Jingellic	Region 1
Mr Wulf Reichler	Brewarrina	Region 10
Mr Ken Rogers	Dubbo	Region 10