



CONSTITUTION OF THE AUSTRALIAN NATIONAL COMMITTEE ON LARGE DAMS INCORPORATED (ANCOLD Inc)

**Associations Incorporation Act 2009
New South Wales**

November 2015

Note: Incorporates amendments from 2005, 2006, 2011 & 2015 AGMs

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CONSTITUTION OF THE AUSTRALIAN NATIONAL COMMITTEE ON LARGE DAMS INCORPORATED (ANCOLD Inc)

PART I - PRELIMINARY

NAME

1. The name of the incorporated association is the Australian National Committee on Large Dams, Incorporated (*ANCOLD Inc*).

DEFINITIONS

2. (1) In this constitution:

Associate Member means an individual accepted as an associate member of ANCOLD and includes the categories of Associate Member, Honorary Life Member and Retired Member;

Director-General means the Director-General of the Department of Services, Technology and Administration or such other person or office from time to time charged with the administration of the Associations Incorporations Act 2009 and Regulation made there under;

Member means an organisation accepted as a member of ANCOLD and includes the categories of Corporate Member and Sustaining Member;

Department means the New South Wales Department of Fair Trading;

secretary means:

- (a) the person holding office under this constitution as secretary of the ANCOLD Inc; or
- (b) if no such person holds that office - the public officer of ANCOLD Inc;

special general meeting means a general meeting of ANCOLD Inc other than an annual general meeting. Where this constitution refer to a general meeting, without specifying whether the meeting is to be an annual general meeting or a special general meeting, the subject of the meeting may take place at either an annual general meeting or a special general meeting;

the Act means the Associations Incorporation Act (NSW) 1984;

Regulation means the Associations Incorporation Regulation 2010.

- (2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

- (3) The provisions of the Interpretation Act (NSW) 1987 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.

STATEMENT OF OBJECTS

3. (1) The objectives of ANCOLD Inc are:
- (a) to encourage improvement in the planning, environmental assessment, design, construction, operation, maintenance, surveillance and safety assessment of large dams and associated engineering works by bringing together and disseminating relevant information and studying related questions including technical, economic, financial, environmental, legal and social aspects; and
 - (b) to serve as the Australian National Committee of the International Commission on Large Dams (ICOLD), in accordance with the provisions of the current constitution for that body.
- (2) The main activities of ANCOLD Inc are:
- (a) compiling, maintaining and publishing a register of large dams in Australia;
 - (b) compiling, maintaining and publishing a register of tailings dams in Australia;
 - (c) compiling and maintaining and, where appropriate, publishing other data or information related to dams in Australia;
 - (d) promoting the interchange of information related to dams between organisations and/or individuals;
 - (e) promoting the interchange of the information related to dams between National Committees of ICOLD;
 - (f) encouraging and facilitating the preparation and publication of technical or scientific papers or guidelines related to dams;
 - (g) reviewing technical or scientific papers prepared on behalf of ANCOLD Inc for submission to ICOLD;
 - (h) arranging conferences, meetings, inspections and study tours related to dams;
 - (i) nominating persons to serve as officers of or on the Central Office or Technical, Administrative or Special Committees of ICOLD;
 - (j) from time to time arranging the holding in Australia of executive meetings or congresses of ICOLD;

- (k) interacting with institutions, organisations, agencies, community groups or individuals with a view to promoting the objectives of ANCOLD Inc; and
 - (l) providing advice on policy issues to organisations, Government and the community on all aspects of dams.
- (3) The assets and income of ANCOLD Inc shall be applied solely in furtherance of its abovementioned objectives and no portion shall be distributed directly or indirectly to the members, associate members or office-bearers of ANCOLD Inc except as bone fide compensation for services rendered or expenses incurred on behalf of ANCOLD Inc.

PART II - MEMBERSHIP

MEMBERSHIP QUALIFICATIONS

4. An organisation is qualified to be a member of ANCOLD Inc if, but only if:
- (a) the organisation was a member of ANCOLD immediately before the date of incorporation of ANCOLD under the Act, and has not ceased to be a member of ANCOLD at any time after incorporation of ANCOLD under the Act; or
 - (b) the organisation:
 - (i) is engaged in the planning, environmental assessment, design, construction, operation, maintenance, surveillance or safety assessment of dams in Australia;
 - (ii) has been nominated for membership of ANCOLD Inc as provided by rule 6;
 - (iii) has been approved for membership of ANCOLD Inc by the executive of ANCOLD Inc, as provided by rule 6; and
 - (iv) the approval by the executive of ANCOLD Inc has been endorsed by a general meeting of ANCOLD Inc, as provided by rule 6.
- 4A (1) There are two categories of membership for organisations:
- (a) Corporate Member
 - (b) Sustaining Member
- (2) Corporate Member category relates to those organisations that qualify for membership in accordance with Rule 4
- (3) An organisation is qualified to be a Sustaining Member if, but only if:
- (a) they have been a member of ANCOLD for more than five (5) years and are a large organisation that has had a major involvement in supporting the objectives of ANCOLD;

- (4) any Corporate Member may nominate in accordance with rule 6 for admission as a Sustaining Member;
- (5) the Executive is entitled to limit the number of Sustaining Members at any point in time as it deems appropriate;
- (6) a Sustaining Member shall be entitled to the same voting rights and entitlements as a Corporate Member and be entitled to such other privileges as the Executive may in its absolute discretion determine from time to time;
- (7) A Sustaining Member will have an obligation to pay the membership fee as determined by the executive under rule 12(1).

ASSOCIATE MEMBERSHIP QUALIFICATIONS

- 5. An individual is qualified to be an associate member of ANCOLD Inc if, but only if:
 - (a) the individual was an associate member of ANCOLD immediately before the date of incorporation of ANCOLD under the Act, and has not ceased to be an associate member at any time after incorporation of ANCOLD under the Act; or
 - (b) the individual:
 - (i) has formal qualifications in relevant engineering, scientific, economic, sociological or legal disciplines and interested in -
 - (A) the assessment of proposals;
 - (B) the planning, design, construction operation, maintenance or surveillance; and
 - (C) the sociological, legal liability or safety aspects of dams in Australia or who does not have such qualifications, but has a sufficient appropriate interest in the planning, environmental assessment, design, construction, operation, maintenance or safety of dams; and
 - (i) has applied for associate membership of ANCOLD Inc as provided by rule 6;
 - (ii) has been approved for associate membership of ANCOLD Inc by the executive of ANCOLD Inc and the approval by the executive has been endorsed by a general meeting of ANCOLD Inc, as provided by rule 6.

HONORARY MEMBERSHIP¹

- 5A (1) The Chairman may nominate the individual for honorary life membership of ANCOLD. This nomination is to be referred to the executive which is to determine whether to approve or reject the nomination.
- (2) If approved the member becomes an honorary life member following the next Annual General Meeting.
- (3) An honorary life member will have all the rights, privileges or obligations of an associate member other than the obligation for payment of membership fees.
- 5B (1) An associate member is qualified to be classed as a Retired Member if, but only if:
- (a) They have been an associate member of ANCOLD for a period of at least five (5) years and/or;
 - (b) They have made a significant contribution to the functioning of ANCOLD; and
 - (c) They are not working for gain more than 10 hours per month.
- (2) An individual may nominate for admission as a Retired Member. This nomination is to be referred to the Executive which is to determine whether to approve or reject the nomination. If approved the individual becomes a Retired Member from the following 1st January.
- (3) A Retired Member will have all the rights, privileges or obligations of an associate member other than the obligation to only pay a reduced membership fee as determined by the Executive under rule 12 (2).

NOMINATIONS FOR MEMBERSHIP AND APPLICATIONS FOR ASSOCIATE MEMBERSHIP

6. (1) A nomination of an organisation for membership of ANCOLD Inc:
- (a) must be made by a member of ANCOLD Inc and seconded by a member of ANCOLD Inc and must be in writing in the form set out in Appendix 1 to this constitution; and
 - (b) must be lodged with the secretary of ANCOLD Inc.
- (2) An application for associate membership must be in writing, signed by the applicant and lodged with the secretary of ANCOLD Inc.
- (3) As soon as practicable after receiving a nomination for membership or an application for associate membership, the secretary must refer the nomination or application to the executive which is to determine whether to approve or to reject the nomination or application. As soon as practicable after the nomination or application has been determined by the Executive, the secretary must notify the nominee/applicant of that approval or

¹ Rules 5A (1), (2) and (3) were inserted at the 2005 Annual General Meeting

rejection and if approved, then request the nominee/applicant to pay (within the period of 28 days after receipt of the notification) the sum payable under this constitution by a member or associate member, as the case may be, as entrance fee and annual membership fee. Upon payment of the entrance fee, the nominee/applicant becomes a member designate and subject to clause 6 (5) may enjoy the privileges of membership (in the appropriate class) pending confirmation as a member by a majority vote of a general meeting of ANCOLD Inc.

- (4) A determination by the executive to approve a nomination for membership or an application for associate membership is subject to endorsement by a majority vote of a general meeting of ANCOLD Inc held in accordance with this constitution.
- (5) As soon as practicable after a nomination or application approved by the Executive has been considered for endorsement by a general meeting of ANCOLD Inc, the secretary must, notify the nominee/applicant of that endorsement or rejection. If rejected, the secretary shall so notify the nominee/applicant. The nominee/applicant ceases to enjoy the privileges of membership (in the relevant class) 28 days thereafter and the secretary must arrange within such period of 28 days from such notification for the refund to the members designate of any monies paid. The secretary must, on payment of the amount referred to in clause 6 (3), enter the nominee's/applicant's name in a register of members designate and associate members designate (kept for that purpose) as a member or associate member designate and upon confirmation pursuant to clause 6 (5) must enter the nominee's/applicant's name in the register of members or associate members, as the case may be, and on the name being so entered, the nominee/applicant becomes a member or associate member of ANCOLD Inc.

APPOINTMENT OF MEMBER REPRESENTATIVES

7. (1) Each organisation approved to be a member of ANCOLD Inc may appoint one representative to exercise voting rights at meetings of ANCOLD Inc on its behalf.
- (2) The appointed representative must be a person of established professional competence experienced in the planning, environmental assessment, design, construction, operation, maintenance, surveillance or safety assessment of large dams in Australia.
- (3) At the time of renewing its annual subscription, the member must notify the secretary in writing of the name of the representative appointed to exercise the member's voting rights.
- (4) A member may, at any time, change its voting representative by notifying the secretary in writing.
- (5) Other representatives of the member may attend meetings of ANCOLD Inc but are not entitled to exercise voting rights.

CESSATION OF MEMBERSHIP

8. (1) An organisation ceases to be a member of ANCOLD Inc if the organisation:
- (a) is wound up, dissolved or a receiver, receiver and manager, administrator, liquidator or provisional liquidator is appointed; or
 - (b) resigns membership; or
 - (c) is expelled from ANCOLD Inc; or
 - (d)
 - (i) has not paid its membership fees or any other payment due by it to ANCOLD Inc within six calendar months of the due date;
 - (ii) the organisation has been notified that its membership will be terminated if the payments are not made within one calendar month of the date of the notice, or such longer period as is specified in the notice; and
 - (iii) the payment remains outstanding after the expiry of the further period referred to in (ii).
- (2) A person ceases to be an associate member of ANCOLD Inc if the person:
- (a) is declared bankrupt; or
 - (b) dies; or
 - (c) resigns associate membership; or
 - (d) is expelled from ANCOLD Inc; or
 - (e)
 - (i) has not paid his/her membership fees or any other payment due by him/her to ANCOLD Inc within six calendar months of the due date;
 - (ii) he/she has been notified that his/her membership will be terminated if the payments are not made within one calendar month of the date of the notice, or such longer period as is specified in the notice; and
 - (iii) the payments remain outstanding after the expiry of the further period referred to in (ii).

ENTITLEMENTS OF MEMBERS AND ASSOCIATE MEMBERS NOT TRANSFERABLE

9. A right, privilege or obligation which an organisation or person has by reason of being a member or associate member of ANCOLD Inc:
- (a) is not capable of being transferred or transmitted to another organisation or person except as provided by rule 7 (Appointment of Member Representatives); and

- (b) terminates on cessation of the membership, or associate membership, as the case may be.

RESIGNATION OF MEMBERSHIP AND ASSOCIATE MEMBERSHIP

- 10. (1) (a) A member of ANCOLD Inc is not entitled to resign that membership except in accordance with clause (1)(b).
 - (b) A member of ANCOLD Inc which has paid all amounts payable by the member to ANCOLD Inc in respect of the member's membership may resign from membership of ANCOLD Inc by first giving to the secretary written notice of at least one calendar month (or such other period as the executive may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
 - (c)
 - (c) If a member of ANCOLD Inc ceases to be a member under clause (1)(b), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (2) (a) An associate member of ANCOLD Inc is not entitled to resign that associate membership except in accordance with clause (2)(b).
 - (b) An associate member of ANCOLD Inc who has paid all amounts payable to ANCOLD Inc in respect of his/her associate membership may resign from associate membership of ANCOLD Inc by first giving to the secretary written notice of at least one calendar month (or such other period as the executive may determine) of his/her intention to resign and, on the expiration of the period of notice, he/she ceases to be an associate member
 - (c) If an associate member ceases to be an associate member under clause (2)(b), and in every other case where an associate member ceases to hold associate membership, the secretary must make an appropriate entry in the register of associate members recording the date on which the associate member ceased to be an associate member.

REGISTER OF MEMBERS AND ASSOCIATE MEMBERS

- 11. (1) (a) The public officer of ANCOLD Inc must establish and maintain a register of members of ANCOLD Inc specifying the name and postal or residential address of each organisation which is a member of ANCOLD Inc, the date on which the organisation became a member, the category of membership and the name and postal or residential address of the representative appointed by that member to vote on its behalf in accordance with rule 7.

- (b) The register of members must be kept in NSW at the principal place of administration of ANCOLD Inc and must be open for inspection, free of charge, by any member representative of ANCOLD Inc at any reasonable hour.
- (2) (a) The public officer of ANCOLD Inc must establish and maintain a register of associate members of ANCOLD Inc specifying the name and postal or residential address of each person who is an associate member of ANCOLD Inc, the category of membership together with the date on which the person became an associate member.
 - (b) The register of associate members must be kept in NSW at the principal place of administration of ANCOLD Inc and must be open for inspection, free of charge, by any associate member of ANCOLD Inc at any reasonable hour.
- (3) (a) If a member, member's representative or associate member requests that any information contained on the register about the member, member's representative or associate member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
 - (b) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (i) The purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (ii) Any other purpose necessary to comply with a requirement of the Act or the Regulation.

FEES AND SUBSCRIPTIONS

- 12. (1) (a) A member of ANCOLD Inc must, on admission to membership in accordance with clause 6 (3), pay to ANCOLD Inc an entrance/joining fee determined by the executive from time to time. As at 1 December 2011 the entrance fee determined by the executive shall be equal to one half of the annual membership fee determined in accordance with clause 12 (1) (b)
- (b) In addition to any amount payable by the member under clause (1)(a), a member of ANCOLD Inc must pay to ANCOLD Inc an annual membership fee determined by the executive:
 - (i) except as provided by paragraph (ii), before 1 July in each calendar year; or
 - (ii) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.

- (2) (a) An associate member of ANCOLD Inc must, on admission to membership in accordance with clause 6 (3), pay to ANCOLD Inc an entrance/joining fee determined by the executive from time to time. As at 1 December 2011 the entrance fee determined by the executive shall be equal to one half of the annual membership fee determined in accordance with clause 12 (2) (b).
- (b) In addition to any amount payable by the associate member under clause (2)(a), an associate member of ANCOLD Inc must pay to ANCOLD Inc an annual membership fee determined by the executive:
- (i) except as provided by paragraph (ii), before 1 July in each calendar year; or
 - (ii) if the associate member becomes a member on or after 1 July in any calendar year - on becoming an associate member and before 1 July in each succeeding calendar year.

As at 1 January 2016, the annual membership fee for retired members shall be equal to one half of the normal fee for associate members.

MEMBERS' AND ASSOCIATE MEMBERS' LIABILITIES

13. The liability of members and associate members of ANCOLD Inc to contribute towards the payment of the debts and liabilities of ANCOLD Inc or the costs, charges and expenses of the winding up of ANCOLD Inc is limited to the amount, if any, of unpaid membership fees and subscriptions respectively owing by them to ANCOLD Inc.

RESOLUTION OF INTERNAL DISPUTES

14. Disputes between members and/or associate members (in their capacity as members or associate members) of ANCOLD Inc and disputes between members or associate members and ANCOLD Inc, may be referred by either of the disputants to the chairman. The chairman, or one or more members of the executive appointed by the chairman, shall meet with the parties to assist them to resolve the dispute. If the dispute has not been resolved within 2 calendar months of the chairman being notified of the dispute, either of the disputants may refer the dispute to a community justice centre for mediation in accordance with the Community Justice Centres Act (NSW) 1983.

DISCIPLINING OF MEMBERS AND ASSOCIATE MEMBERS

15. (1) A complaint may be made by any member or associate member of ANCOLD Inc that some other member or associate member of ANCOLD Inc:

- (a) has persistently refused or neglected to comply with a provision or provisions of this constitution; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of ANCOLD Inc.
- (2) On receiving such a complaint, the executive:
- (a) must cause notice of the complaint to be served on the member or associate member concerned; and
 - (b) must give the member or associate member at least 14 days from the time the notice is served within which to make submissions to the executive in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member or associate member in connection with the complaint.
- (3) The executive may, by resolution, expel the member or associate member from ANCOLD Inc or suspend the member or associate member from ANCOLD Inc 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.
- (4) If the executive expels or suspends a member or associate member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member or associate member of the action taken, of the reasons given by the executive for having taken that action and of the right of appeal under rule 16.
- (5) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member or associate member is entitled to appeal against the resolution concerned; or
 - (b) if within that period the member or associate member exercises the right of appeal, unless and until ANCOLD Inc confirms the resolution under rule 16(4), whichever is the later.

RIGHT OF APPEAL OF DISCIPLINED MEMBER OR ASSOCIATE MEMBER

16. (1) A member or associate member may appeal to ANCOLD Inc in general meeting against a resolution of the executive under rule 15, within 7 days after notice of the resolution is served on it, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member or associate member intends to rely for the purposes of the appeal.

- (3) On receipt of a notice from a member or associate member under clause (1), the secretary must notify the executive which is to convene a special general meeting of ANCOLD Inc to be held within 28 days after the date on which the secretary received the notice (unless an annual general meeting is scheduled to take place within 28 days after the date on which the secretary received the notice).
- (4) At a general meeting of ANCOLD Inc referred to in clause (3):
 - (a) the executive, and the member or associate member, must be given the opportunity to state their respective cases orally or in writing, or both;
 - (b) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked; and
 - (c) if the meeting is a special general meeting convened under clause (3) no business other than the question of the appeal is to be transacted.
- (5) If at the general meeting ANCOLD Inc passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART III - THE EXECUTIVE

POWERS OF THE EXECUTIVE

17. Subject to the Act, the Regulations and this constitution and to any resolution passed by ANCOLD Inc in general meeting, the executive:
 - (a) is to control and manage the affairs of ANCOLD Inc; and
 - (b) may exercise all such functions as may be exercised by ANCOLD Inc, other than those functions that are required by this constitution to be exercised by a general meeting of members and associate members of ANCOLD Inc;
 - (c) has power to perform all such acts and do all such things as appear to the executive to be necessary or desirable for the proper management of the affairs of ANCOLD Inc including, without limitation, the power to create and fill positions to assist ANCOLD Inc office-bearers, as appropriate, on such terms as it thinks fit; and
 - (d) may seek advice and assistance from members and associate members as may be required.

CONSTITUTION AND MEMBERSHIP

18. (1) The executive of ANCOLD Inc is to consist of:
 - (a) the chairman;
 - (b) the deputy chairman;

- (c) the director;
 - (d) the past chairman or director (in accordance with rule 20 (3)); and
 - (e) the treasurer.
- (2) The office-bearers of ANCOLD Inc are to be:
- (a) the members of the executive;
(deleted)
 - (b) the secretary.
- (3) The first office-bearers of ANCOLD Inc are to be the officer-bearers of ANCOLD immediately before ANCOLD was incorporated. The first office-bearers are to hold office until the conclusion of the annual general meeting held in the year 2000.
- (4) Subject to clause (3) and rule 20 (which applies to the office of past chairman) each office-bearer is, subject to this constitution, to hold office until the conclusion of the second annual general meeting following the date of the office-bearer's election, but is eligible for re-election.
- (5) If a casual vacancy occurs in any office, the executive may appoint a member representative or associate member of ANCOLD Inc (subject to eligibility under clauses 19-23) to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (6) No individual shall hold the same office-bearer position for more than 2 consecutive terms.

CHAIRMAN

19. The chairman shall be a voting representative of a member organisation.

PAST CHAIRMAN

20. (1) The immediate former chairman of ANCOLD Inc who retains membership as the voting representative of a member or as an associate member, and who is willing to be an office-bearer of ANCOLD Inc may be appointed to the position of past chairman by the Executive.
- (2) The past chairman shall hold office for a period of up to two (2) years.
- (3) Subject to clauses (1) and (2) if the position of past chairman becomes vacant for whatever reason, then the position may be replaced by an additional position of director appointed in accordance with clause 18 (5).

DEPUTY CHAIRMAN/DIRECTOR

21. (1) The deputy chairman shall be either a voting representative of a member or an associate member.²
- (2) A director shall be either a voting representative of a member or an associate member.

SECRETARY

22. (1) The secretary of ANCOLD Inc shall be a representative of a member (with or without voting rights) or an associate member.
- (2) The secretary of ANCOLD Inc must, as soon as practicable after being appointed as secretary, lodge notice with ANCOLD Inc of his or her address.
- (3) It is the duty of the secretary to:
 - (a) publish and distribute notices of meetings;
 - (b) keep minutes of all appointments of office-bearers;
 - (c) keep minutes of the names of office-bearers present at an executive meeting or a general meeting;
 - (d) keep minutes of all proceedings at executive meetings and general meetings;
 - (e) conduct correspondence on behalf of ANCOLD Inc;
 - (f) oversee the publication and distribution of a bulletin at intervals determined by the executive to advise members and associate members on the activities of ANCOLD, Inc.; and
 - (g) (deleted);
 - (h) liaise with the public officer, as appropriate; and
 - (i) perform such other duties as may be required by the chairman.
- (4) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

TREASURER

23. (1) The treasurer shall be either a voting representative of a member or an associate member.
- (2) It is the duty of the treasurer of ANCOLD Inc to be the custodian of the funds of ANCOLD Inc and to:

² Amended at 2006 AGM

- (a) ensure that all money due to ANCOLD Inc is collected, received and deposited and that all payments authorised by ANCOLD Inc are made and receipts issued;
- (b) ensure that correct books and accounts are kept showing the financial affairs of ANCOLD Inc, including full details of all receipts and expenditure connected with the activities of ANCOLD Inc;
- (c) report annually and at such other times as the executive may direct;
- (d) prepare statements on the status of funds and accounting of ANCOLD Inc;
- (e) as soon as possible after the end of the financial year of ANCOLD Inc, submit the books and accounts of ANCOLD Inc to the auditor of ANCOLD Inc appointed at the preceding annual general meeting and to instruct the auditor to provide a report to the executive;
- (f) keep in his/her custody or under his/her control all records, books and other documents relating to ANCOLD Inc, and;
- (g) give any explanation as required.

ELECTION OF OFFICE-BEARERS

24. (1) Nominations of candidates for election as office-bearers, except the office of chairman (if directly appointed under rule 24 (7), past chairman and Secretary of ANCOLD Inc:
- (a) must be in writing, accompanied by the written consent of the candidate; and:
 - (i) in the case of nominations for election as chairman or deputy chairman must be signed by 2 members of ANCOLD Inc;
 - (ii) in the case of nominations for election as a director or treasurer of ANCOLD Inc must be signed by 2 members or associate members of ANCOLD Inc; and
 - (b) must be delivered to the secretary of ANCOLD Inc at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacant offices, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant offices remaining are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers is to be conducted at the annual general meeting in such usual and proper manner as the executive may direct.
- (7) The current deputy chairman (or as previously known as the senior vice-chairman) of ANCOLD Inc, as at the Annual General meeting to which elections are being made, shall as chair elect be automatically appointed to the position of Chairman subject to:
 - (a) the candidate having previously been elected by the members to the position of deputy chairman;
 - (b) the candidate's agreement;
 - (c) the candidate having served as an Office-Bearer for a minimum period of two years;
 - (d) the endorsement by the Executive of ANCOLD Inc
- (8) Should clause (7) not be satisfied then the election of the position of Chairman shall be conducted in accordance with clause (1)
- (9) The position of Secretary shall be directly appointed by the Chairman subject to the endorsement of the Executive.

CASUAL VACANCIES

25. For the purpose of this constitution, a casual vacancy in respect of an office occurs if the office-bearer:
 - (a) is a member representative or an associate member and:
 - (i) dies, or
 - (ii) ceases to be an associated member and is not a member representative (except in the case of the Treasurer), or
 - (iii) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (iv) resigns office by notice in writing given to the secretary, or
 - (v) is removed from office under clause 19, or
 - (vi) becomes a mentally incapacitated person, or
 - (vii) 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

- (viii) 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.
- (b) is a member representative, and:
 - (i) the member terminates the member representative's voting rights (in the case of the chairman, past chairman, senior vice-chairman or junior vice-chairman); or
 - (ii) the member representative ceases his/her association with the member; or
 - (iii) the member represented by the member representative ceases to be a member of ANCOLD Inc; or
 - (iv) the member represented by the member representative is wound up, dissolved or a receiver, receiver and manager, administrator, liquidator or provisional liquidator is appointed to the member;
- (c) is a member of the executive and the member is absent without the consent of the executive from all meetings of the executive held during a period of 12 months.

REMOVAL OF OFFICE-BEARER

26. (1) ANCOLD Inc in general meeting may by resolution remove any office-bearer from that office before the expiration of the office-bearer's term of office and may by resolution appoint another person (subject to eligibility under clauses 19-23) to hold office until the expiration of the term of office of the office-bearer so removed.
- (2) If an office-bearer to whom a proposed resolution referred to in clause (1) relates makes a representation in writing to the secretary or chairman (not exceeding a reasonable length) and requests that the representations be notified to the members and associate members of ANCOLD Inc, the secretary or chairman may send a copy of the representations to each member and associate member of ANCOLD Inc or, if the representations are not so sent, the office-bearer is entitled to require that the representations be read out at the meeting at which the resolution is considered.

MEETINGS AND QUORUM

27. (1) The executive must meet at least 3 times in each period of 12 months at such place and time as the executive may determine.
- (2) Additional meetings of the executive may be convened by the chairman as and when the chairman considers necessary.

- (3) At the direction of the chairman, the secretary shall attend meetings of the executive and assist the executive, but the secretary is not entitled to vote at meetings of the executive.
- (3A) The chairman may invite others to attend all or parts of meetings of the executive and assist the executive but such persons are not entitled to vote at meetings of the executive.
- (4) At the direction of the chairman, the secretary must give each member of the executive oral or written notice of a meeting of the executive at least 48 hours (or such other period as may be unanimously agreed on by the members of the executive) before the time appointed for the holding of the meeting.
- (5) Notice of a meeting given under 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 executive members present at the meeting unanimously agree to treat as urgent business.
- (6) Members of the executive may participate in a meeting of the executive by means of a conference telephone or other communications or electronic equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.
- (7) Any 3 members of the executive constitute a quorum for the transaction of the business of a meeting of the executive.
- (8) No business is to be transacted by the executive 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 is to be dissolved.
- (10) At a meeting of the executive:
 - (a) the chairman or, in the chairman's absence, the deputy chairman is to preside; or
 - (b) if the chairman and the senior vice-chairman are unwilling to act, such one of the remaining members of the executive as may be chosen by the executive members present at the meeting is to preside.
- (11) The chairman is empowered to arrange for as much as possible of the day to day business of ANCOLD Inc to be done by telephone, correspondence or other communications or electronic equipment.

DELEGATION BY EXECUTIVE TO SUB-COMMITTEE

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

- (a) this power of delegation; and
- (b) a function which is a duty imposed on the executive by the Act or by any law.

Such functions may include, without limitation, the preparation of ANCOLD Inc Guidelines and organisation of the Annual Conference on Dams and Study Tours.

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

VOTING AND DECISIONS

29. (1) Questions arising at a meeting of the executive or of any sub-committee appointed by the executive, are to be determined by a majority of the votes of members of the executive or sub-committee present at the meeting.

- (2) (a) Each member of the executive present at a meeting of the executive is entitled to one vote. There is no provision for proxy votes and no casting vote. If there is an equal number of votes on any motion, the motion is lost.
- (b) Each member of a sub-committee appointed by the executive present at a meeting of that sub-committee is entitled to one vote. There is no provision for proxy votes but, if there is an equal number of votes

on any question, the person presiding may exercise a second or casting vote.

- (3) Subject to rule 27(7), the executive may act despite any vacancy on the executive.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the executive or by a sub-committee appointed by the executive, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the executive or sub-committee.

PUBLIC OFFICER

30. (1) The public officer of ANCOLD Inc shall be:
 - (a) a representative of a member (with or without voting rights) or an associate member and may be a member of the executive or an office-bearer of ANCOLD Inc;
 - (b) a resident of New South Wales; and
 - (c) at least 18 years of age.
- (2) The first public officer of ANCOLD Inc will be the person who applied for incorporation of ANCOLD under the Act, having been authorised to do so by special resolution of a general meeting of ANCOLD held immediately before its incorporation.
- (3) The public officer will hold office until a casual vacancy arises. For the purpose of this rule a casual vacancy arises if the public officer:
 - (a) is a member representative or an associate member and:
 - (i) dies;
 - (ii) resigns office by notice in writing given to the secretary;
 - (iii) if he or she becomes a mentally incapacitated person;
 - (iv) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors,
 - (v) compounds with his other creditors or makes an assignment of his or her remuneration for their benefit ;
 - (vi) is removed from office under clause (4) below;
 - (vii) ceases to be a resident of New South Wales; or

- (viii) ceases to be an associate member and is not a member representative;
 - (b) is a member representative, and:
 - (i) the member representative ceases his/her association with the member; or
 - (ii) the member represented by the member representative ceases to be a member of ANCOLD Inc; or
 - (iii) the member represented by the member representative is wound up, dissolved or a receiver, receiver and manager, administrator, liquidator or professional liquidator is appointed to the member;
 - (c) is a member of the executive and the member is absent without the consent of the executive from all meetings of the executive held during the period of 12 months.
- (4) (a) The executive may by majority vote at a meeting of the executive held in accordance with this constitution remove a person from the position of public officer.
- (b) The person to whom the proposed resolution relates must be given 7 days notice of the resolution and may make a representation in writing to the secretary or chairman (not exceeding a reasonable length) and request that the representation be read out at the meeting of the executive at which the resolution is considered.
- (5) Where a casual vacancy arises in the position of public officer the executive must appoint another person to the position of public officer within 14 days of the vacancy arising. The executive must notify the Department of the vacancy within 14 days of the vacancy arising.
- (6) It is the duty of the public officer to:
- (a) notify the Director-General, in the approved form, of his/her full name and date of birth, the person's address for service of notices, being either the person's residential address or some other address at which the person can generally be found and the date of appointment as public officer within 28 days of the appointment;
 - (b) notify the Director-General of any change in his/her residential address within New South Wales within 28 days after the change occurs;
 - (c) establish, maintain and keep a register of members and associate members of ANCOLD Inc in accordance with Rule 11;

- (d) establish, maintain and keep a register of the members of the executive and the office-bearers of ANCOLD Inc in accordance with Rule 31;
- (e) lodge with the Director-General within 1 month after the date of each annual general meeting of ANCOLD Inc the annual statement and other documents required to be lodged under the Act;
- (f) lodge with the Department forms prescribed by the Act, as required to:
 - (i) apply for approval to a change in name of ANCOLD Inc;
 - (ii) notify the Department of an alteration to the objects or constitution of ANCOLD Inc;
 - (iii) apply for an extension of time to hold an annual general meeting or lodge an annual statement;
- (g) liaise with the secretary, as appropriate.

REGISTER OF MEMBERS OF THE EXECUTIVE AND OFFICE-BEARERS

31. (1) The public officer must establish and maintain a register of members of the executive and office-bearers of ANCOLD Inc specifying the name and address of each member of the executive and office-bearer, the date on which the person became a member representative or associate member of ANCOLD Inc and such other particulars as may be prescribed under the Act from time to time.
- (2) The register must be kept at the principal place of administration of ANCOLD Inc and must be open for inspection, free of charge, by any person at any reasonable hour.
- (3) The public officer must record in the register any change in the membership of the executive or any change in the office-bearers of ANCOLD Inc within 1 calendar month after the change occurs.
- (4) Where ANCOLD Inc ceases to exist, the person who was the public officer of ANCOLD Inc immediately before it ceased to exist must keep the register for a period of 2 years after ANCOLD Inc ceases to exist.

PART IV - GENERAL MEETINGS

ANNUAL GENERAL MEETINGS - HOLDING OF

32. (1) With the exception of the first annual general meeting of ANCOLD Inc, ANCOLD Inc must, at least once in each calendar year and within the period of 6 calendar months after the expiration of each financial year of ANCOLD Inc, convene an annual general meeting of its members and associate members.

- (2) ANCOLD Inc must hold its first annual general meeting:
 - (a) within the period of 18 calendar months after its incorporation under the Act; and
 - (b) within the period of 6 calendar months after the expiration of the first financial year of ANCOLD Inc.
- (3) or within such later time as may be allowed by the Director-General or prescribed by the Regulation.

ANNUAL GENERAL MEETING - CALLING OF AND BUSINESS AT

- 33. (1) The annual general meeting of ANCOLD Inc is, subject to the Act and to rule 32, to be convened on such date and at such place and time as the executive thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the executive reports on the activities of ANCOLD Inc during the last preceding financial year;
 - (c) to elect office-bearers of ANCOLD Inc;
 - (d) to appoint an auditor of ANCOLD Inc;
 - (e) to receive and consider the annual statement which is required to be submitted to members under the Act;
 - (f) to endorse nominations for membership and applications for associate membership of ANCOLD Inc which have been approved by the executive since the last general meeting.
- (3) An annual general meeting must be specified as such in the notice convening it.

SPECIAL GENERAL MEETINGS - CALLING OF

- 34. (1) The executive may, whenever it thinks fit, convene a special general meeting of ANCOLD Inc.
- (2) The executive must, on the requisition in writing of at least 10 per cent of the total number of members, convene a special general meeting of ANCOLD Inc.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting; and

- (b) must be signed by the members making the requisition; and
 - (c) must be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the executive fails to convene a special general meeting to be held within 2 calendar months after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 calendar months after that date.
- (5) A special general meeting convened by one or more member as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the executive, except that the convenor need not send the notice referred to in rule 35(1). Any member who convenes a meeting under this rule and consequently incurs the cost of printing and sending the notice of meeting required under rule 35(2) is entitled to be reimbursed by ANCOLD Inc for any cost so incurred.

NOTICE

35. (1) The secretary must, at least 3 calendar months before the date fixed for the holding of a general meeting, cause to be sent to each member and associate member at the address appearing in the register of members and associate members respectively, a notice specifying the date of the meeting. If possible the notice shall also specify the time of the meeting and the place at which the meeting is to be held.
- (2) The secretary must, at least 1 calendar month before the date fixed for the holding of the general meeting, cause to be sent by to each member and associate member at the address appearing in the register of members and associate members respectively, a notice confirming the place, date and time of the meeting, stating which of the business proposed to be dealt with at the meeting requires a special resolution of ANCOLD Inc and specifying which resolutions are intended to be proposed as special resolutions.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 33(2).
- (4) A member or associate member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary at least 2 calendar months before the date fixed for the holding of the general meeting. The secretary must include that business in the notice sent to members and associate members in accordance with clause (2).

PROCEDURE

36. (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Thirty percent of the total number of members listed in the register of members (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members, is to be dissolved; and
- (b) in any other case, is to proceed if the number of members present is at least twenty percent of the total number of members listed in the register of members. Twenty percent of the total number of members listed in the register of members will be deemed to constitute a quorum for transaction of business at the meeting.

PRESIDING MEMBER

37. (1) The chairman or, in the chairman's absence, the deputy chairman, is to preside as chairperson at each general meeting of ANCOLD Inc.
- (2) If the chairman and the deputy chairman are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

ADJOURNMENT

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

MAKING OF DECISIONS

39. (1) A question arising at a general meeting of ANCOLD Inc is to be determined on a show of hands unless before or on the declaration of the show of

hands a secret ballot is demanded. Where a question is determined on a show of hands:

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

SPECIAL RESOLUTION

40. A resolution of ANCOLD Inc is a special resolution:

- (a) if it is passed by a majority of at least three-quarters of members who are entitled to vote and vote at a general meeting of which written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this constitution; or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

VOTING

41. (1) Associate members and non-voting representatives of members may enter into discussion on any question arising at a meeting of ANCOLD Inc, but, with the exception of any associate member elected to the offices of junior vice-chairman, senior vice-chairman or past chairman, do not have the right to vote at meetings of ANCOLD Inc.
- (2) A member has one vote only on any question arising at a general meeting of ANCOLD Inc. That vote may only be exercised by the member representative notified in writing to the secretary in accordance with rule 7.

- (3) Proxy voting is allowed in accordance with the following:
 - (a) The instrument appointing a proxy shall be in writing in the required form and signed by the current voting representative of a current member of ANCOLD Inc. (the appointer) and shall be forwarded to the Secretary not less than 2 business days before the time for holding the meeting at which the person named in the instrument of proxy proposes to vote;
 - (b) The proxy appointed shall be an employee of the organisation that is appointing the proxy, at the time of holding of the meeting at which the person named in the instrument of proxy proposes to vote;
 - (c) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the voting representative, if no intimation in writing of such death or unsoundness of mind has been received by the Secretary before the commencement of the meeting at which the instrument is used;
 - (d) The Chairman or a person appointed by him/her shall verify and prepare a list of the proxies so received;
 - (e) The Notice convening the meeting at which the instrument of proxy is to be used shall prescribe the latest date prior to such meeting for giving the instrument of proxy;
 - (f) The instrument appointing a proxy shall be as nearly as circumstances will admit in the required form (refer Appendix 2) or any other form which the Executive may approve.
- (4) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (5) A member is not entitled to vote at any general meeting of ANCOLD Inc if at the date of the general meeting any money due and payable by the member to ANCOLD Inc has not been paid within six calendar months of the due date.
- (6) ANCOLD Inc may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 16) if it is deemed by the executive that it is of a minor nature or that it is of such urgency that it cannot await the holding of the next annual general meeting. A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

PART V - MISCELLANEOUS

INSURANCE

42. (1) ANCOLD Inc may effect and maintain insurance.

FUNDS - SOURCE

43. (1) The executive shall be responsible to ANCOLD Inc for the collection and administration of all funds in accordance with clauses 43 and 44.
- (2) The funds of ANCOLD Inc are to be derived from entrance fees and annual subscriptions of members and associate members, the proceeds of the sale of publications and contributions, donations (provided that such donations are acceptable to ANCOLD Inc) surpluses from the holding of association functions, interest on deposits and, subject to any resolution passed by ANCOLD Inc in general meeting, such other sources as the executive determines.
- (3) All money received by ANCOLD Inc must be deposited as soon as practicable and without deduction to the credit of ANCOLD Inc's bank or other authorised deposit-taking institution account.
- (4) ANCOLD Inc shall issue Tax Invoices and receipts on request or in accordance with sound business practice.

FUNDS - MANAGEMENT

44. (1) Subject to any resolution passed by ANCOLD Inc in general meeting, the funds of ANCOLD Inc may be used:
- (a) to defray administrative and operational expenses, such as clerical assistance, postage, stationery, office expenses and the printing of reports, papers and notices;
- (b) to defray travelling and accommodation expenses for officers attending meetings of the executive and of panels or committees arranged by or approved by the executive or ANCOLD Inc in general meeting;
- (c) to provide such compensation to the secretary and the treasurer as ANCOLD Inc in general meeting approves from time to time;
- (d) to provide contributions towards the cost of representation at meetings of ICOLD or of national committees of other countries, the amount of these contributions being subject to the approval of ANCOLD Inc in general meeting, or of the executive; and
- (e) otherwise in pursuance of the objects of ANCOLD Inc, in such manner as the executive determines.
- (2) Except as specifically provided for in clause (1), no member, member representative or associate member shall receive from ANCOLD Inc compensation for services rendered or expenses incurred for travel to or from meetings or in connection with any other business of ANCOLD Inc.

- (3) No member, associate member, officer-bearer, nor the executive or ANCOLD Inc in general meeting shall commit ANCOLD Inc to expenditure beyond the limit of available or uncommitted funds.
- (4) The budget for any period nominated by the executive, and the statement of accounts over any period nominated by the executive, shall be subject to the approval of ANCOLD Inc in general meeting.
- (5) All cheques, drafts, bills of exchange and other negotiable instruments must be signed by two office-bearers of ANCOLD Inc authorised to do so by the executive. All electronic funds transfers to third parties must be authorised by two office-bearers of ANCOLD Inc authorised to do so by the executive. ANCOLD Inc's bank accounts or other authorised deposit taking institution accounts may be operated upon by any two office-bearers authorised to do so by the executive.
- (6) The executive may authorise investment of a substantial part of the funds of ANCOLD Inc held in its bank account in short term securities considered by the executive to be sound.
- (7) The books and accounts of ANCOLD Inc shall be audited once in every twelve calendar months by an auditor appointed by ANCOLD Inc in general meeting. The report of the auditor must be submitted to the executive. After endorsement by the auditor, copies of the financial statements of ANCOLD Inc must be sent to all members and associate members of ANCOLD Inc.
- (8) Under clause 28 the executive may, by instrument in writing, authorise two or more member representatives or associate members the power to sign cheques or make third party electronic funds transfers from an ANCOLD Inc bank account separately established for the purposes of the functioning of the sub-committee. Such instrument shall stipulate that all cheques must be signed by two of the authorised persons of the sub-committee or office-bearers of ANCOLD Inc authorised to do so by the executive. All electronic funds transfers to third parties must be authorised by two of the authorised persons or office-bearers of ANCOLD Inc authorised to do so by the executive.

WINDING UP

45. In the event of ANCOLD Inc being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects and which is exempt from income tax.

ALTERATION OF OBJECTS AND CONSTITUTION

46. The statement of objects and this constitution may be altered, rescinded or added to by a general meeting of ANCOLD Inc, if the following requirements are met:

- (a) the proposed amendment/s must be in writing in the form of a motion. The motion must be signed by at least five members and must be delivered to the secretary at least 60 days prior to the next general meeting;
- (b) a copy of the motion must be forwarded to each member and associate member at the same time or prior to the delivery of the notice of meeting in accordance with rule 35;
- (c) the motion must be passed by a special resolution of ANCOLD Inc in accordance with rule 40; and
- (d) to be admissible an amendment to the motion must be within the scope of the notice given under paragraph (b). The chairman must rule on the admissibility of all amendments. Amendments ruled admissible shall be determined on the basis of a majority of the votes of the members present and on the casting vote of the chairman.

APPOINTMENT OF AUDITOR

47. (1) Elections for the appointment of a duly qualified auditor to ANCOLD Inc must take place at each annual general meeting.
- (2) Nominations for appointment of an auditor:
- (a) may be made by any member or associate member of ANCOLD Inc;
 - (b) must be in writing, accompanied by the written consent of the auditor; and
 - (c) must be delivered to the secretary of ANCOLD Inc at least 7 days before the date fixed for the holding of the annual general meeting.
- (3) In the event of any vacancy, the executive must appoint a duly qualified auditor until the next annual general meeting.

REPORT

48. At the end of each financial year, the chairman shall submit a report upon the accounts, transactions and activities of ANCOLD Inc and its dealings with ICOLD. The report shall include copies of the financial statements of ANCOLD Inc and the annual auditor's report. A copy of the report shall be made available to all members and associate members, and shall be subject to acceptance by a general meeting of ANCOLD Inc.

COMMON SEAL

49. (1) (deleted)
- (2) (deleted).

CUSTODY OF BOOKS

50. 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 ANCOLD Inc.

INSPECTION OF BOOKS

51. The records, books and other documents of ANCOLD Inc must be open to inspection, free of charge, by a member representative or associate member of ANCOLD Inc at any reasonable hour.

SERVICE OF NOTICES

52. (1) For the purposes of this constitution, a notice may be served by or on behalf of ANCOLD Inc on or given to a member or associate member:
- (a) by delivering to the person personally, or
 - (b) by sending it by post to the address of the member or associate member, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the member or associate member for giving or serving the notice.
- (2) For the purposes 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 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 machine from which the transmission was sent produces a report or evidence indicating that the notice was sent on a later date, on that date.

FINANCIAL YEAR

53. The financial year of ANCOLD Inc is:
- (1) each period of 12 months after the expiration of the previous financial year of ANCOLD Inc, commencing on 1 July and ending on the following 30 June.

APPENDIX 1

(Rule 6(1))

APPLICATION FOR MEMBERSHIP OF ANCOLD INC

(incorporated under the Associations Incorporation Act, 1984)

(full name of applicant)
of _____
(address)

_____ hereby applies to become a
(nature of business)
member of ANCOLD Inc. In the event of admission as a member,

_____ (name of applicant) agrees
to be bound by the constitution of ANCOLD Inc for the time being in force.

Signature of authorised officer
on behalf of applicant

Date _____

_____, a member of ANCOLD Inc
(full name)
nominate the applicant for membership of ANCOLD Inc.

Signature of authorised officer
on behalf of proposer

Date _____

_____, a member of ANCOLD Inc
(full name)
nominate the applicant for membership of ANCOLD Inc.

Signature of authorised officer
on behalf of seconder

Date _____

APPENDIX 2
(Rule 41(3))
PROXY VOTING FORM

Australian National Committee on Large Dams Inc.

I,of

being a voting representative of a member of ANCOLD Inc. hereby appoint

.....of

as my proxy to vote for me on my behalf at the annual general meeting or general meeting as the case may be to be held on theday of..... and at any adjournment thereof.

* My proxy is hereby authorised to vote * in favour of / against the following motions.

.....
.....

OR

* My proxy may vote as he/she considers appropriate on all motions voted on at the above meeting.

(* delete whichever is not applicable)

Signed thisday of

Note: Unless otherwise instructed, the proxy may vote on all motions as he/she thinks fit.