



**CONSERVATION COUNCIL
OF
SOUTH AUSTRALIA INC**

CONSTITUTION

This Constitution is the
Rules of Association for
Conservation Council of SA Inc
for purposes of Section 23
Associations Incorporations Act, 1985

Adopted 9 August 2012
Amended: 17th November 2022

**CONSTITUTION OF
THE CONSERVATION COUNCIL OF SOUTH AUSTRALIA
INCORPORATED**

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INTRODUCTION

1. The name of the Association shall be the 'Conservation Council of South Australia Incorporated' ("the Association").
2. The Association shall be located at such places as shall be approved by the Association and shall have a postal address as approved by the Association.

INTERPRETATION

3. In this Constitution:
 - a. "the Constitution" means the Constitution of the Conservation Council of South Australia, Inc;
 - b. "the Association" means the Conservation Council of South Australia, Inc;
 - c. "Councillor" means any person duly appointed to represent a Member on the Council (refer Clause 11);
 - d. "Election process" refers to all steps forming part of any election process, including the appointment of the Returning Officer and the nomination process, and an election process therefore runs from the appointment of the Returning Officer to the declaration of the poll (refer *Rules for Elections*);
 - e. "Executive Officer" means the senior staff person (by whatever title) employed by the Association;
 - f. "the Act" means the *Associations Incorporation Act 1985 (SA)*;
 - g. "the Council" refers to the general meeting of Members conducted under this Constitution;
 - h. "notice" includes notice given by electronic means;
 - i. "quorum" means:
 - i. in the case of a Board meeting, half the number of Members elected or appointed to the Board, rounded down in the event of an odd number, plus one.
 - ii. in the case of a Council meeting, one-quarter of the combined number of the appointed Councillors from Members, Board members, and Chairs of Standing Committees who are not appointed Councillors from Members.
 - iii. in the case of a Standing Committee, the Chairperson, the Association's Executive Officer or their nominee, and at least two others who regularly attend meetings.
 - j. "special resolution" has the meaning under the Act.

OBJECTS

4. As the peak body of the environment movement in South Australia, the object of the Association is to promote ethical and humane conservation and restoration of the natural environment, environmental protection, and ecological sustainability primarily within the State of South Australia; in particular:
- To build and inspire the environment movement in South Australia
 - To facilitate regular and meaningful communication between organisations and bodies that subscribe to the Association's objects and are interested in conservation and restoration of the natural environment, environmental protection and ecological sustainability;
 - To consider matters of common interest and to arrive at agreed common policy about conservation and restoration of the natural environment, environmental protection and ecological sustainability, and the administration of the Association;
 - To promote economic, social and land-use planning that is founded upon the principles of environmental protection and ecological sustainability;
 - To act as spokesperson on matters of agreed policy and to press for adoption of, or action on, agreed policy by the appropriate authorities;
 - To sponsor or engage in education and research activities in the field of conservation and restoration of the natural environment, environmental protection and ecological sustainability;
 - To collect, evaluate, disseminate and exchange information about conservation and restoration of the natural environment and ecological sustainability;
 - To provide a means of liaison with other bodies dealing with conservation of the natural environment, environmental protection and ecological sustainability, including national and international bodies;
 - To provide a sounding board and consultative forum for government in ascertaining community views in relation to the natural environment, environmental protection and ecological sustainability;
 - To provide assistance to members and other persons or organisations whose interests align with the Association's objects where possible, provided that such assistance is deemed to further the objects of the Association;
 - To engage with the political process through campaigning and advocacy;
 - To maintain a public fund called "The CCSA Gift Fund" for the specific purpose of supporting the environmental objects of the Association;

POWERS

5. The powers of the Association shall be the powers contained in s25 of the Act and all other such lawful acts necessary to further the Objects of the Association, and all powers shall only be exercised in furtherance of the Objects of the Association.

MEMBERSHIP

6. Any society, company, body, network or association (other than those listed in Clause 7) whose objects, policies and activities are consistent with the conservation and restoration of the natural environment, environmental protection and ecological sustainability and which is prepared to subscribe to the Association's objects and agrees to be bound by this Constitution, can apply in writing to be a member of the Association.
7. A society, company, body, network or association:
 - a. whose primary purpose is as a political party or as an entity controlled by a political party; or
 - b. that engages in or promotes activity which is contrary to the objects of the Association; or
 - c. whose primary purpose is for commercial profit.shall not be eligible to apply for or be admitted as a member of the Association.
8. An application for membership lodged in accordance with Clause 6 of the Constitution must be accompanied by a copy of the constitution or governing rules of the applicant body and any other information that the Board deems appropriate.
9. Upon acceptance of the application by the Council and upon payment of the first annual subscription, the applicant shall be entered upon the Register of Members and become a Member of the Association.
10. The Council may refuse membership to any applicant at its discretion.
11. A Member shall be entitled to appoint one Councillor and a Deputy for that Councillor to represent the Member at the Council. Written notification of those appointments shall be provided to the Secretary of the Association each year when the Member renews its membership.
12. Prior to the scheduled commencement time of a Council meeting, a Member may nominate in writing a replacement of its Councillor or deputy.
13. A Member shall lodge with the Secretary of the Association all amendments to its Constitution and/or Rules within three months of such amendments taking effect.

REMOVAL FROM MEMBERSHIP

14. Where in the opinion of the Council a Member has acted in a manner prejudicial to the interests of the Association, has breached any object of the Association, or has engaged in or promoted an activity which is contrary to the objects of the Association, the Council may cause that Member to be removed from membership of the Association. Notice of Motion of such action must be given in the notice of the meeting of Council and be sent to the Member concerned and they shall have a right to put any argument in opposition to the motion to the Council meeting.
15. An application for membership from an organisation that has been removed from membership of the Association in accordance with the foregoing shall not be considered until at least twelve months after such removal.
16. A Member shall be deemed non-financial if the membership fees payable by that member have not been paid within two (2) calendar months of the due date. A non-financial Member will not be permitted to participate in decision making and shall cease to be acknowledged as a Member when due fees remain unpaid for six (6) months.
17. A Member may resign from membership of the association by giving written notice to the secretary or public officer of the association. Any resigning Member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Association.
18. A Register of Members must be kept and contain:
 - a. the name and address of each Member;
 - b. electronic contact details for the Member;
 - c. the date on which each Member was admitted to the association; and
 - d. if applicable, the date of and reason(s) for termination of membership.

GOVERNANCE

Decision Making

19. Subject to Clause 21, decisions at all meetings of the Association shall be made by a vote of those present and entitled to vote. A motion will be passed by a simple majority of votes cast.
20. Decisions which relate to environmental policy or to issues where the Association will be seen to be speaking on behalf of the environment movement as a whole in South Australia shall be made by “modified consensus” of those present, defined as follows:
 - a. Wherever possible, decisions shall be made by consensus (i.e. unanimous agreement).
 - b. Where agreement cannot be reached unanimously, consideration is to be given to deferring the decision and subjecting the issue to further debate or handing the matter to a suitably constituted committee or working group who can work in detail through the issues and recommend solutions.

- c. However, if a majority of delegates present determine that the decision should not be delayed, then the ‘trigger mechanism’ is activated in the following sequence:
 - i. a procedural vote to suspend consensus is called for and is seconded;
 - ii. a simple majority is required to suspend consensus;
 - iii. if consensus is suspended, the original (substantive) motion is then put and seconded;
 - iv. the motion is debated; and
 - v. the subsequent vote on the motion before the meeting will be set at a two-thirds majority. If this vote is successful, the motion is considered accepted by modified consensus.
21. Decisions may be made by the Board or any Standing Committee outside of meetings via email. A decision may only be made where a proposal has been circulated to all Board or Committee members. A decision is deemed to have been made where a deadline for response has passed, a quorum of members have responded, and all those who have responded are in agreement. Any member of the Committee may adjourn the decision proposed to be made via email to the next meeting of the Committee. Where a member has asked that the decision be adjourned, the Committee must not make a decision on the proposal until that meeting unless that member later withdraws the request for adjournment.
22. No item of business shall be transacted at any meeting of the Association unless a quorum of members is present (including by telephone or other electronic means of participation) during the time when the meeting is considering that item.

Management

23. Except for powers specifically allocated under this Constitution to the Council, the affairs of the Association shall be managed by the Board.
24. Any candidate for State or Commonwealth Parliament who is a member of the Board or a Chair of a Standing Committee of the Association shall be considered as temporarily vacating the position as from the time of their pre- selection. If that candidate is subsequently elected to Parliament his/her position with the Association shall be deemed vacant.
25. A person who is employed by a Parliamentarian, political party or has a position on the governing body of any political party is ineligible for appointment to the Board or as a Chair of a Standing Committee of the Association.
26. None of the foregoing shall affect an individual's right to act as a Councillor or to publicly avow membership of any political party.

Board

27. The business of the Association is to be managed by or under the direction of the Board, which is “the committee of the association” for the purposes of the Act. In addition to the management of the business affairs of the Association, the Board shall be responsible for:

- a. Overseeing the development, updating and implementation of a Strategic Plan for the Association which has been approved by Council;
 - b. The determination of the annual subscription payable by Members; and
 - c. The appointment of a Returning Officer to run elections at the annual general meeting.
28. The Board shall consist of the office bearers of President, two (2) Vice-Presidents, Treasurer, and Secretary, plus:
 - a. Up to four (4) ordinary members elected at the AGM;
 - b. Up to two (2) persons co-opted under Clause 30;
 - c.
29. The Elected Officers of the Board shall each hold office for two consecutive years and shall be eligible for re-election for three consecutive terms.
30. The Board may co-opt two (2) additional persons onto the Board as voting ordinary members. Such co-option takes effect immediately but is subject to ratification at the next Council meeting. No person can be so co-opted in successive years and any person so co-opted must stand down at the Annual General Meeting and be subject to the usual election procedures thereafter.
31. The Board shall have the power to fill any vacancy on the Board or in the Chair of any Standing Committee immediately, but any such appointment is subject to confirmation at the next Council meeting.
32. The Board shall meet not less than six (6) times per year, and shall meet:
 - a. at such times as and when it deems necessary, or;
 - b. when a meeting is called by the President; or
 - c. when requested to do so by written application to the Secretary by at least four (4) members of the Committee with such a meeting being held at the earliest opportunity that a majority of voting members can attend and in any case within ten (10) days of the receipt of the application.
33. Board members shall normally receive at least seven (7) days' notice of meetings, but a meeting under Clause 32 (b) and (c) above may be called sooner provided that at least twenty-four (24) hours' notice is provided.
34. The Board may allow participation in meetings of the Board or Council via telephone or other electronic means.
35. Any Councillor or staff member may attend any meeting of the Board Committee provided they shall attend as an observer with no voting or participation rights and provided that the Board may declare any matter confidential and require such observers to leave where a matter relates to:
 - a. conduct of an employee;
 - b. legal advice or proceedings;
 - c. business, political, financial or property interests and negotiations the open discussion of which could prejudice outcomes;

- d. documents or information which have been supplied to the Board or staff in confidence; and/or
 - e. anything else the open discussion of which the Board believes would not be in the best interests of the Council.
36. The Board shall act consistently with any resolutions properly made by the Council in accordance with the provisions of the Constitution.
37. Where in the opinion of the Council a member of the Board, or a Chair of a Standing Committee, has acted in a manner prejudicial to the interests of the Association, has breached any object of the Association, or has engaged in or promoted an activity which is contrary to the objects of the Association, the Council may vote to remove that person from that position. Notice of Motion of such action must be given in the notice of the meeting and be sent to the person concerned and they shall have a right to put any argument in opposition to the motion to the Council meeting.
38. In the event of the Council adopting a motion of no-confidence in the Board all positions on the Board shall fall vacant and a special meeting of the Council shall be convened to elect a new Committee. For the purposes of such a meeting, Council shall elect a Chair to conduct the meeting.

Duties of Officer Bearers

39. The **President** shall:
- a. Provide strategic leadership to the Association;
 - b. Direct and receive reports from the Executive Officer;
 - c. Set the agenda for meetings of Council and the Board subject to the provisions of the Constitution and in consultation with the Executive Officer;
 - d. Chair all meetings of Council and Board unless the meeting chooses another person to facilitate the meeting; and
 - e. Undertake any other duties that the Board may establish.
40. A **Vice-President** shall assume the duties of the President in his/her absence as approved by the Board.
41. The **Secretary** shall:
- a. Ensure that a register of Members of the Association is kept and is up to date;
 - b. Ensure that meetings of the Council and Board are called pursuant to the requirements of the Constitution;
 - c. Ensure that records are kept of all meetings of the Association;
 - d. Ensure that a common seal is maintained in safe custody and used in accordance with the Act;
 - e. Ensure that the books and records of the organisation are kept in safe custody and made available to Members or others as required under the Constitution or by law; and

- f. Undertake any other duties as set out elsewhere in the Constitution or that the Board may establish.

42. The **Treasurer** shall:

- a. Ensure that proper records are kept of all moneys received or expended by the Association and of matters pertaining to the finances of the Association;
- b. Ensure that there are proper delegations in place for the authorisation and expenditure of money on behalf of the Association, and advise the Board of any expenditure not properly authorised;
- c. In consultation with the relevant staff and officers of the Association, present an annual budget to the Board;
- d. Submit, or cause to be submitted, a financial statement at each meeting of the Board;
- e. Prepare a duly audited statement of accounts for each financial year and prepare annually a balance sheet for each financial year, setting out the assets and liabilities of the Association. Such accounts and balance sheet shall be submitted to the Annual General Meeting.
- f. Be responsible for fulfilling all requirements of the Act relating to the finances of the Association;
- g. Undertake any other duties as set out elsewhere in the Constitution or that the Board may establish.

Council / General Meetings

- 43. A General Meeting of Members of the Association shall be known as a Council meeting. Members shall be represented by a Councillor appointed by them. Councillors shall be entitled to participate in discussion and decision-making and shall have one vote in any decision where voting is required.
- 44. Members of the Board and Chairs of Standing Committees (who are not Councillors) are entitled to attend Council meetings and participate in discussion and decision-making and shall have one vote in any decision where voting is required.
- 45. Any person who is currently serving as an appointed representative or nominee of the Association on any government committee or statutory body (who are not Councillors) is entitled to attend Council meetings and participate in discussion.
- 46. In addition to any powers vested in the Council elsewhere in the Constitution, the Council shall have powers over and responsibility for:
 - a. the development and promotion of policy on environmental issues relating to the objects of the Association;
 - b. the acquisition, holding, dealing with and disposal of any real property;
 - c. the raising and addressing of issues of concerns to Members in relation to environmental issues;
 - d. adoption and revision of a strategic plan for the Association;
 - e. the approval of policy dealing with the appointment of representatives and

nominees to external bodies;

- f. the determination of any membership application;
- g. the removal of any Member under Clause 14; and
- h. any responsibilities and powers held by a general meeting of members under the Constitution, the Act or common law.

47. The Council shall meet at least three (3) times per year (including the AGM), and shall meet:

- a. at such times as and when it deems necessary, or:
- b. when a meeting is called by the Board; or
- c. when requested to do so by written application to the Secretary by:
 - i. at least twenty (20) persons entitled to vote at Council meetings, or
 - ii. five (5) Members,

with such a meeting being held within one (1) month of receipt of the written application.

48. All Members and persons entitled to participate in a Council meeting shall be given at least fourteen (14) days' notice in writing of the date, time, venue and proposed agenda of any meeting of the Council.

49. Any Member may put a motion or an item on the agenda of Council, provided that such motions, agenda items and supporting documents are notified to the Secretary (or a staff person delegated to prepare the agenda) according to any timetable set by the Constitution or the policies of the Association.

50. Notwithstanding Clause 49 above, a Council meeting may decide to debate an issue or proposal if the meeting deems the matter to be urgent business and production of papers or notification in the normal way are not possible.

51. Any person participating in a Council meeting who has a direct or indirect pecuniary interest in a matter before the Council must declare the interest, may not take part in discussions on the matter, and cannot vote on the matter. Any other conflict of interest must be declared, and the Council shall then determine how the conflict is to be dealt with.

Standing Committees and other sub-committees/groups

52. Council may establish Standing Committees to operate in accordance with powers and roles as Council may set and determine in the Standing Committee's terms of reference. Such Standing Committees must report back to the Council as and when required by any provision of the Committee's terms of reference and in any event to each AGM.

53. The Board and the Council each may appoint committees, sub-committees, working groups or other sub-groups from time to time as required to bring policy or recommendations to the Board or Council or to implement decisions made by the Board or Council.

Annual General Meeting

54. The Annual General Meeting shall be held no later than five months after the close of the financial year of the Association. To avoid doubt, such place may include two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard, and where anyone using this technology is taken to be present in person at the meeting.
55. The Annual General Meeting shall be specified as such in the notice convening it and at least one month's notice of the meeting must be given in writing to all members of the Association.
56. The ordinary business of the Annual General Meeting shall be:
 - a. To confirm the minutes of the last preceding Annual General Meeting;
 - b. To receive audited reports of the transactions of the Association during the last financial year;
 - c. To receive a report from the President and the Executive Officer about the operation and achievements of the Association over the last year and the plans and challenges for the year ahead;
 - d. To receive reports from any Standing Committee established by Council;
 - e. To appoint an auditor;
 - f. To elect Office Bearers and other members of the Board, and the Chairs of any Standing Committees established by Council;
 - g. Any other business notified in the notice of meeting.

RULES FOR ELECTIONS

Appointment of Returning Officer

57. The Board shall appoint a person known as the Returning Officer to conduct the election in accordance with these rules and the constitution of the CCSA.
58. The Board shall appoint a person known as the Deputy Returning Officer to assist the Returning Officer or, in the absence of the Returning Officer, to conduct the election in accordance with this constitution.
59. To be eligible for appointment as Returning Officer or Deputy Returning Officer a person must be of good standing and:
 - a. not exercise a vote at the election;
 - b. not be an existing member of the Board;
 - c. not be standing for a position on the Board.
60. The Returning Officer may appoint any person eligible for appointment as a Returning Officer to act as an assistant to the Returning Officer.
61. The Returning Officer shall make any decisions and arrangements as are required for the conduct of a fair election provided that any such decisions and arrangements are not contrary to this constitution or the law of South Australia.

Election Timetable

62. The Returning Officer shall establish a timetable for each stage of the conduct of the election and should aim to:
- a. Have at least two weeks from when the election is advised to electors till the close of nominations
 - b. Close nominations two weeks prior to the AGM; and
 - c. If there is to be a contested election, send advice to electors and Members one week prior to the Annual General Meeting on which positions are to be contested and who the candidates are. The advice should also include the candidates' profile/statements submitted (as described below).
63. If the above timetable is not achieved, the Returning Officer shall report to the Annual General Meeting the reasons for it not being achieved and it shall then be decided at that Annual General Meeting whether the election should proceed on that date or whether the meeting is to be adjourned to allow for the advice (as referred to above) to be circulated to all electors and members.

Electoral Roll

64. Prior to calling for nominations, the Returning Officer shall establish (or cause to be established) an electoral roll of persons eligible to vote in the election.
65. Nothing shall interfere with the right of Members to change their delegates and for any new delegates so nominated to exercise the right to vote elections.

Nominations

66. The Returning Officer shall send a notice to each person on the electoral roll and to all member groups, with the notice to include:
- a. a call for nominations for election;
 - b. a copy of the nomination forms and rules for nomination; or
 - c. alternatively, details of where such information can be obtained; and
 - d. a copy of the election timetable.
67. Nominations shall be in writing on nomination forms approved by the Returning Officer and must be signed by the nominator (who, if eligible, may nominate themselves or any person eligible for election).
68. A nominator must be entitled to vote or a formal member of a Member on the Council.
69. Where a person is nominating another person for election, the nomination form must be signed by the nominated candidate to indicate that they consent to stand as a candidate.
70. All candidates must provide a profile/statement of not more than 200 words in support of their nomination. Any such statement profiles/statements should not contain information that may be misleading, inaccurate or defamatory to any other candidate.
71. All nominations and profile/statements must be delivered by any means approved by the Returning Officer so as to be received by the Secretary or otherwise by the Returning Officer by the close of nominations.
72. The Returning Officer shall not accept any nomination which is not on the proper form and accompanied by the profile/supporting statement (as referred to above).
73. Nominations must not be withdrawn after the date and time set for the close of nominations.

Uncontested Elections

74. If the number of valid nominations received equals the number of vacancies to be filled, a decision must be made to accept each uncontested nomination, in an order determined by the Returning Officer, by a vote of those present and entitled to vote.
75. For each uncontested nomination that receives a simple majority, the Returning Officer shall declare that nominated candidate duly elected.

Contested Elections

76. If the number of valid nominations received is greater than the number of vacancies to be filled, the Returning Officer shall make the necessary arrangements for ballot papers to be printed and an election to be held as per these rules.
77. Notice of the election and candidates' profiles/statements are to be distributed to all electors and to Members prior to the Annual General Meeting.
78. The election shall be by secret ballot of those attending the Annual General Meeting.
79. The order in which the candidates' names appear on the ballot paper shall be alphabetical.
80. The ballot papers shall have printed on them:
 - a. instructions on how the ballot paper should be marked to record a valid vote
 - b. the number of vacancies to be filled
 - c. the names of the candidates.

Scrutineers

81. Any candidate for any position may appoint one scrutineer to observe the counting of the ballots provided that such scrutineers are not standing for election for any position elected at that Annual General Meeting.
82. Any candidate appointing a scrutineer must inform the Returning Officer prior to the end of the casting of ballots.
83. Scrutineers may observe the count of ballot papers but may not touch any ballot paper or ballot box and may not participate in the counting of votes or the declaration of the poll.

Validity of Ballot Papers

84. A ballot paper is invalid if:
 - a. it has no vote indicated on it; or
 - b. the elector has not marked their ballot paper in accordance with the printed instructions; or
 - c. it contains a signature or other marking indicating the identity of the elector; or
 - d. the Returning Officer believes that the intention of the elector in casting the vote was not clear.

Counting of Ballot Papers

85. The election will occur in the following order:
 - a. President
 - b. Vice-President

- c. Treasurer
 - d. Secretary
 - e. Ordinary members
 - f. Chairs of working groups or any other position(s) to be filled at the Annual General Meeting.
86. The Returning Officer shall count the votes of each candidate.
87. The election for President, Vice-President, Treasurer, Secretary, the Chairs, and any other position (other than Ordinary members), shall be determined by optional preferential voting and this shall count as “simple majority vote” for the purposes of such an election.
88. The election for the Ordinary members shall be determined by the counting system used for election of Australian Senators although no provision shall be made for tickets or “above the line” voting on the ballot paper and this shall count as a “simple majority vote” for the purposes of elections where more than one person is to be elected.
89. In the event of an equality of votes the Returning Officer shall determine the issue by lot.

Results of the Poll

90. The Returning Officer should report the results of the ballot to the Annual General Meeting on the completion of the count and, subject (as relevant) to Clauses 74 and 75 (above), declare those elected as being duly elected.

FINANCE

91. Except as provided for in Clause 46(b) the management and control of funds and property of the Association is vested in the Board, and such finances and property shall be managed according to the rules of the Constitution and the requirements of the Act.
92. The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association or such things incidental or conducive thereto, and at all times in accordance with the requirements of the Act.
93. Nothing herein contained shall prevent the payment of remuneration or expenses to any officers or servants of the Association or to any other person in return for any services actually rendered, or prevent the payment of interest at an appropriate current rate on money lent, or reasonable and proper rent for premises demised or let by any affiliated organisation.
94. The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.
95. The accounting records shall be kept at the Association’s office or at such other place as the Association may decide.
96. The Board may in writing delegate to or authorise any officer or any employee of the Association to authorise payment of expenditure on its behalf. Any person who has been authorised pursuant to this clause may authorise payment of expenditure within the limits and types of expenditure specified by the Board and any such authorisation will bind the Association.

97. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by such signatories that are appointed by the Board or Executive Officer under delegation from the Board.
98. The financial year of the Association is the period beginning on the first day of July in each year and ending on the thirtieth of June next following.

Public Fund

99. A public fund (to be known as the 'The CCSA Gift Fund' hereinafter called 'the Gift Fund') shall be established by the Association subject to the provisions of the *Income Tax Assessment Act, 1997*.

100. Rules for Gift Fund

- a. The purpose of the Gift Fund is to receive gifts of money or property for the Association's environmental purposes and the Gift Fund shall be used to support the Association's environmental purposes only, as set out below and complying with the requirements of the *Income Tax Assessment Act 1997*.
- b. "Environmental purposes" (for the intent of this clause) means:
 - i. the protection and enhancement of the natural environment or a significant aspect of that environment;
 - ii. a purpose relating to the dissemination of information, the provision of education, or the carrying on of research, about the environment or about a significant aspect of the environment.
- c. Members of the general public and organisations are invited to make gifts of money or property to the Gift Fund for the environmental purposes of the Association;
- d. Money from interest on donations, income derived from donated property, and money from the realisation of such property are to be deposited into the Gift Fund;
- e. No other money or property, including corporate sponsorship money, is to be received by the Gift Fund and gifts to it are to be kept separate from other funds of the Association;
- f. A separate bank account is to be opened to deposit money donated to the Gift Fund, including interest accruing thereon;
- g. Receipts are to be issued in the name of the Gift Fund and proper accounting records and procedures are to be kept and used for the Gift Fund;
- h. The Gift Fund will be operated on a not-for-profit basis. None of the money or property accumulated by the Gift Fund will be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members of the Association (or trustees of the Gift Fund) apart from proper remuneration for administrative services;
- i. In the event of the winding-up of the Gift Fund, any surplus assets are to be transferred to another fund with objectives similar to those of the Gift

Fund, such fund to be eligible to receive tax-deductible gifts under the provisions of the *Income Tax Assessment Act 1997* and to be on the Register of Environmental Organisations. The fund to receive these surplus assets shall be determined by a resolution of a General Meeting of the Association which is passed by a majority of not less than three-quarters of the members present at the meeting and voting therein. At least six (6) weeks' notice of such proposed resolution shall be given.

- j. A Management Committee shall administer the Gift Fund. This management committee shall consist of no fewer than three persons and the Chair will be appointed by the Association at a Council meeting. The remaining members of the management committee will be appointed by the Board and, where possible, will be members of the Board and/or Chairs of Standing Committees. A majority of the members of the Committee are required to have the requisite degree of responsibility to the general community as defined in the "Register of Environmental Organisations Guidelines" or equivalent document ("the Guidelines") issued by the Commonwealth.
- k. Any changes to the Association's name or the name of the Gift Fund or the membership of the management committee of the Gift Fund are to be advised to the Department as soon as possible following the making of the changes;
- l. Statistical Data about gifts to the Gift Fund during the financial year are to be provided to the Department within four months after the end of the financial year and in the form required by the Department, such data to be provided on a 'Register of Environmental Organisations Statistical Return' (or equivalent) form. An audited financial statement for the organisation and its Gift Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of Gift Fund monies and the management of Gift Fund assets.
- m. The Gift Fund shall comply with any rules made from time to time by the Commonwealth Minister of Environment and/or Treasurer to ensure that gifts made to the Gift Fund are used to support the Association's environmental purposes.
- n. The Association shall not use the Gift Fund to act as a mere conduit for the donation of money or property to other organisations, bodies or persons.
- o. Any allocation of funds or property from the Gift Fund to other persons or organisations shall be made in accordance with the objects of the Association and shall not be influenced by the expressed preference or interests of a particular donor to the Association.
- p. The Association shall inform the Department as soon as possible if there has been any departure from the model rules for public funds located in the Guidelines.

DISSOLUTION OF THE ASSOCIATION

101. Subject to any rules in the Act, the Association shall be dissolved by special resolution to this effect at a Council meeting convened solely for this purpose.
102. If on the dissolution of the Association, assets remain after satisfying the Association's outstanding liabilities, those assets will be distributed in accordance with a decision of the Council convened for the purpose of dissolving the Association to:-
 - a. any organisation which in the opinion of the members present has objects and purposes commensurate with those of the Association and which has rules prohibiting the distribution of its assets and income to its members, and/or
 - b. any fund, authority or institution which is exempt from income tax under Division 50 of the *Income Tax Assessment Act 1997* of the Commonwealth.
103. In the absence of any decision in relation to distribution of surplus assets, any surplus assets remaining after payment of the Association's liabilities will be transferred to another organisation or association with similar objectives.

ALTERATION OF THE CONSTITUTION

104. The provisions of the Constitution (including the objects of the Association) may be altered by a special resolution of a Council meeting.
105. Notice of a meeting to amend the Constitution including the proposed amendments to the Constitution shall be given to members at least two months prior to the meeting at which the motion is to be considered.
106. Amendments to the Rules for Elections within the Constitution shall only take effect immediately after the completion of the Council meeting in which they are passed.
107. The Commissioner of Taxation (or other relevant government authority overseeing tax charity assessment) and any relevant state government authority shall be informed of any change to the Constitution of the Association within one month of the change being made.