



DEA Constitution

Doctors for the Environment (Australia) Incorporated
Constitution (Rules) (approved at the Special General Meeting held October 9, 2020)

1 Name

The name of the Association shall be Doctors for the Environment (Australia) Inc hereinafter called "the Association".

2. Objects

The objects of the Association shall be:

- (a) To conserve and restore the natural environment because of its relationship to and impact on human health.
- (b) To work towards sustainable development which meets the needs of the present generation without compromising the ability of future generations to meet their own needs.
- (c) To alert doctors and the public on the health effects of environmental degradation locally and worldwide using the best available scientific evidence and the precautionary principle.
- (d) To do all appropriate things incidental to such objects.
- (e) To establish and maintain a public fund to be named "The DEA Fund" for the specific purpose of supporting the environmental objects of the Association. The fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts shall be credited to its bank account. The fund shall not receive any other money or property into its account and it shall comply with subdivision 30-E of the Income Tax Assessment Act 1997.

3 Powers

- 3.1** The Association shall have all the powers conferred by section 25 of the Associations Incorporation Act 1985 (SA) (Act).

3.2 Without derogating from the generality of clause 3.1 above, the Association shall, for the purpose of achieving its objects, have all powers available to it pursuant to the Act including the power to:

- (a) enter into agreements with any person, corporate entity, government, government authority, commission or other institution;
- (b) produce publications or provide services to members of the public for fee or otherwise;
- (c) to make charges including nominal or no charges in respect to work carried out by the Association;
- (d) to seek out and obtain information, assistance or co-operation from any person or organisation who has similar objects; and
- (e) to employ or retain on a full-time or part-time basis and on such terms as to pay and other conditions of employment as the Association shall agree, (or on a voluntary basis), any person whose particular skills, qualifications or knowledge may be of assistance to the attainment of the objectives of the Association.

4. Membership

4.1 CATEGORIES OF MEMBERSHIP

There shall be five classes of membership as follows:

- (a) Ordinary Members
- (b) Paid Student Members
- (c) Free Student Members
- (d) Associate Members
- (e) Honorary Members

4.2 ORDINARY MEMBERS

Ordinary membership is open to any qualified medical practitioner who has applied for membership, supports the objects of the Association and has paid the relevant membership fee (if any). Ordinary Members are entitled to vote at Annual General Meetings and Special General Meetings of the Association and to nominate for election to, or be appointed to, the Board.

4.3 STUDENT MEMBERS

- (a) Paid student membership is open to any full or part-time medical student who has applied for membership, supports the objects of the Association and has paid the relevant membership fee (if any). Paid Student Members are entitled to vote at Annual General Meetings and Special General Meetings of the Association and may nominate for election to, or be appointed to, the Board.
- (b) Free student membership is open to any full or part-time medical student who has applied for membership and supports the objects of the Association and has not

paid any relevant membership fee. Free Student Members are not entitled to vote at Annual General Meetings and Special General Meetings of the Association and may not nominate for election to, or be appointed to, the Board.

- (c) All student members, both paid and free, are entitled to nominate for and vote for membership of the National Students' Committee, the Chair of which shall occupy, ex officio, a position on the Board of the Association.

4.4 ASSOCIATE MEMBERS

- (a) Associate membership may be conferred by the Board on any non-medically qualified person who supports the objects of the Association and has paid the relevant membership fee (if any).
- (b) Except as set out in subparagraph c) below, Associate Members are not entitled to vote at Annual General Meetings and Special General Meetings of the Association and may not nominate for election to the Board, but may be appointed.
- (c) If and only if appointed to the Board, an Associate Member shall, during their term as a Board member, have full rights as a member of the Association including the right to vote at Annual General Meetings and Special General Meetings.

4.5 HONORARY MEMBERS

Honorary membership may be conferred by the Board on nominated senior professionals (whether medically qualified or not) for the purpose of acknowledging outstanding contributions to the Association. Honorary Members are not liable to pay any membership fee. An Honorary Member has full rights as a member of the Association including the right to vote at Annual General Meetings and Special General Meetings. They may not nominate for election to the Board, but may be appointed.

4.6 RESIGNATION OF MEMBERS

A member may resign from membership of the Association by giving written notice to the Secretary of the Association.

4.7 LAPSE OF MEMBERSHIP

If a membership fee applies, membership will lapse if the member fails to pay the membership fee for more than 9 months after the anniversary of the member joining the Association.

4.8 DISCIPLINE AND EXPULSION OF A MEMBER

- (a) Any member may bring to the attention of the Board a charge of misconduct against any other member including, but not limited to, repeated or serious breaches of any Code of Conduct endorsed by the Board or conduct detrimental to the interests of the Association.
- (b) Within 30 days of receipt of such a charge the Board must determine whether or not to dismiss the charge without hearing from the member against whom the charge is made or to proceed in accordance with the procedure set out in paragraphs (d) to (g) below.

- (c) The Board must, within 7 days of deciding to dismiss a charge under clause (b) above, give notice of that decision to the member that brought the charge.
- (d) Within 7 days of any decision not to dismiss a charge under clause (b) above, the Board must give the person against whom the charge is made:
 - (i) copy of the charge and any relevant particulars; and
 - (ii) notice that the person against whom the charge is made may provide a response by way of evidence and/or submissions in a manner determined by the Board within the time period nominated by the Board.
- (e) Within 60 days of receipt of any response provided under clause (d) above or within 60 days of the giving of notice if no such response is received the Board must determine:
 - (i) whether the charge is made out; and
 - (ii) if so, such sanction as it may consider in its absolute discretion to be appropriate, including expulsion of the member.
- (f) The determination and the reasons of the Board must be communicated to both the member who brought the charge and the member against whom it was brought within 7 days of the determination.
- (g) Any determination by the Board to expel a member under this clause shall take effect immediately upon receipt of the notice provided under clause (f) above.

4.9 MEMBERSHIP FEES

- (a) Save where this Constitution provides that a class of membership shall not be liable for membership fees, the Board shall, in its absolute discretion, determine the membership fee (if any) for each class of membership.
- (b) A member shall be liable to pay any membership fee immediately upon joining the Association and thereafter upon the anniversary of such joining.

4.10 MEMBERSHIP REGISTER

- (a) The Secretary shall, as soon as practicable after this clause takes effect, develop and thereafter maintain a register of members.
- (b) The register of members must contain:
 - (i) the member's name and residential address;
 - (ii) the member's email address;
 - (iii) the member's phone number;
 - (iv) the class of membership to which the member belongs;
 - (v) the date on which membership commenced and, if relevant, ended;
 - (vi) the date on which any membership fee was last paid.

5. Board

5.1 POWERS AND DUTIES

- (a) The affairs of the Association shall be managed and controlled by the Board which, in addition to the powers conferred by the Act and this Constitution, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by this Constitution required to be done by the Association in general meeting.
- (b) Without limiting clause 5.1(a) above, the Board has the management and control of the funds and other property of the Association.
- (c) The Board shall have the authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Association on which these rules are silent.
- (d) The Board shall appoint a public officer as required by the Act who must be a resident of South Australia.

5.2 COMPOSITION OF THE BOARD

- (a) The Board shall comprise of:
 - (i) not less than 7 nor more than 9 members that are either elected or appointed under clause 5.3(f)(i);
 - (ii) no more than 2 members appointed by the Board under clause 5.3(f)(ii); and
 - (iii) the Chair of the National Students' Committee.
- (b) A member of the Board must be a natural person.

5.3 ELECTION AND APPOINTMENT OF MEMBERS TO THE BOARD

- (a) Members of the Board may only be:
 - (i) elected to the Board at an Annual General Meeting; or
 - (ii) be appointed by the Board,

in each case in accordance with this Constitution;
- (b) Subject to the Act and this Constitution any Ordinary Member or Paid student Member may nominate for election to the Board by giving or emailing to the Secretary a signed nomination form seconded by another Ordinary or Paid Student Member not later than 28 days prior to the next Annual General Meeting;
- (c) A full list of all members nominated for election shall be included in the materials provided to members as required by clause 10.2 of this Constitution;

- (d) The election of members to the Board shall take place at the Annual General Meeting in accordance with this Constitution and otherwise in accordance with such arrangements and requirements as the Board determines at the Board meeting immediately prior;
- (e) The term of each Board membership is two years, except as follows:
 - (i) At the first Annual General Meeting after this clause takes effect (the relevant date) the positions held by the five most longstanding (consecutive) members of the Board at that time shall become vacant together with the position held by any member appointed by the Board under clause 5.3 (f); and
 - (ii) For all other members of the Board as at the relevant date, their term shall be one year as and from the relevant date.
 - (iii) The term of the National Student Committee representative shall be one year.
- (f) Subject to the Act and this Constitution the Board may appoint a member in any of the following situations:
 - (i) where an election of members to the Board results in a Board of less than 9 elected persons or where, for whatever reason, a casual vacancy arises, the Board may appoint an Ordinary Member or a Paid Student Member;
 - (ii) where the Board, by a majority of at least two thirds of those of its members in attendance at the relevant Board meeting, determines that its membership lacks relevant skills, expertise or experience it may appoint an Associate Member or Honorary Member with such skills, expertise or experience.
- (g) Where the Board appoints a member to be a member of the Board, the appointment lasts until the next Annual General Meeting unless the Board determines a shorter period.
- (h) A member may neither be elected nor appointed if he or she has served on the Board for more than 8 years or 4 terms consecutively, whichever is the shorter period, unless a period of at least 11 months has passed since the member was a member of the Board.

5.4 OFFICE BEARERS

- (a) The office bearers of the Association shall be the Chairperson, Deputy Chairperson, Secretary and Treasurer or, if the Board so determines, two Co-Chairpersons, Secretary and Treasurer.
- (b) These positions shall be filled by the Board from amongst those elected or appointed to the Board in accordance with this Constitution.
- (c) If necessary, one person may hold more than one office.
- (d) Office bearers do not need to be ratified by the members at the Annual General Meeting or otherwise.

- (e) An office of the Board shall become vacant if the relevant officeholder:
 - (i) is disqualified from being a Board member under the Act;
 - (ii) is expelled as a member under this Constitution;
 - (iii) dies or is unable to perform his or her duties by ill-health;
 - (iv) is absent without leave of the Chairperson for more than three meetings between Annual General Meetings; or
 - (v) resigns by notice in writing to the Chairperson.
- (f) Casual vacancies amongst office bearers may be filled by the Board by co-option of another Board member to the vacant position for the unexpired remainder of the term.

5.5 SUB-COMMITTEES

The Board may appoint sub-committees of members and non members for specific purposes who shall meet as they see fit or as directed by the Board and who shall report to the Board.

5.6 PATRONS

The Board may appoint one or more Patrons of the Association.

6. Board Meetings

- (a) The Board shall meet as often as may be required to conduct the business of the Association but not less than three times in each calendar year.
- (b) Notice of Board meetings shall be by not less than 7 days' notice distributed to all Board members. Notice must be given in writing and must be provided to Board members in a manner determined by the Board. With the agreement of the Board, a shorter period of notice may be given and ratified at the meeting to which the notice relates.
- (c) Meetings of the Board and of any subcommittee may be held in person or by any other method determined by the Board including teleconference, video-link, e-mail exchange or other means.
- (d) The quorum of a Board meeting shall be 5 Board members.
- (e) Motions requiring a vote shall be decided by majority. The person chairing the meeting shall have a personal vote and, if votes are equal, shall in addition have a casting vote.
- (f) A member of the Board having a conflict of interest in any matter the subject of a decision of the Board must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that matter.

7. Co-Chairpersons and/or Chairperson and Deputy Chairperson

- (a) The Chairperson/s shall ensure the safekeeping of the Common Seal which shall be affixed only by resolution of the Board or of an Annual General Meeting or Special General Meeting and in the presence of two Board members including at least one office bearer.
- (b) The Common Seal shall only be used in circumstances in which the Association is required to be legally bound, such as leasing premises.
- (c) The Chairperson shall chair Board and Annual General Meetings and Special General Meetings. If there are Co-Chairpersons they shall decide amongst them who will chair each meeting with any dispute to be decided by the drawing of lots.
- (d) The Chairperson (or, if there are Co-Chairpersons, both of them) together with the Secretary shall prepare the agenda for Board and Annual General Meetings and Special General Meetings called by the Board in accordance with clause 10.3(a)(i) of this Constitution.
- (e) The Chairperson (or, if there are co-Chairpersons, either or both of them) shall act as spokesperson for the Association. This does not preclude the Board appointing alternative or additional spokespersons either generally or on specific subjects.
- (f) If there is only one Chairperson, the Deputy Chairperson shall have that role if the Chairperson is unable to perform any of the above roles at any time.

8. Treasurer

- (a) The Treasurer shall cause monies received to be paid into an account authorised by the Board in the name of the Association. Cheque signatories and other necessary authorities shall be determined from time to time by the Board.
- (b) The Treasurer shall cause records to be kept of all receipts and payments and other financial transactions.
- (c) The Treasurer shall cause to be prepared financial budgets and statements and shall submit a report on the finances to each Annual General Meeting and each Board meeting.
- (d) The Treasurer shall present audited financial reports to the Annual General Meeting.

9. Secretary

- (a) The Secretary shall ensure that notice of meetings is given in accordance with the provisions of this Constitution.

- (b) The Secretary shall ensure that records are kept of the Association including this Constitution and policies, a register of members, a register of minutes of meetings of the Board and of the Association in Annual General Meeting and Special General Meeting howsoever held including a register of proxies for each such meeting (if any), a register of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Association.
- (c) In the absence of the Secretary or at the request of the Secretary or of a majority of a meeting another member shall be elected as minutes' secretary at every meeting.

10. General Meetings of the Association

10.1 ANNUAL GENERAL MEETING

- (a) The Annual General Meeting shall be held once in each calendar year after the close of the financial year and not later than 30th November.
- (b) The business of the Annual General Meeting shall be:
 - (i) to confirm the minutes of the preceding Annual General Meeting and any Special General Meeting held since the preceding Annual General Meeting;
 - (ii) to receive the Chairperson's report for the previous financial year;
 - (iii) to receive the Treasurer's report and the audited financial statements for the previous financial year;
 - (iv) to elect the Board by means of an election process approved by the Board at the board meeting immediately prior;
 - (v) to appoint an auditor;
 - (vi) to deal with any other business that is required by the Act or this Constitution to be dealt with at an Annual General Meeting of the Association or which may conveniently be dealt with and which has been previously notified to members in accordance with this Constitution.
- (c) Members may attend an Annual General Meeting in person, by telephone or by video-link.
- (d) A quorum at an Annual General Meeting shall be 20 members present by any of the means listed in clause 10.1(c).
- (e) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

10.2 NOTICE OF THE ANNUAL GENERAL MEETING

- (a) Unless a longer period is required by the Act, at least 21 days written notice of the Annual General Meeting shall be given to members. The notice shall set out:

- (i) where and when the meeting will be held;
 - (ii) the means by which members may attend by telephone and video link;
 - (iii) the particulars of the nature and order of business to be transacted at the meeting; and
 - (iv) the names of each member nominated for election to the Board.
- (b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 28 days prior to the date of the meeting.
- (c) The Association may give a notice to any member by serving the member with the notice personally or by emailing to the email address appearing in the register of members.
- (d) Where a member of the Association is served by email, it shall be sufficient for the Secretary to provide any notice in that manner. The Secretary shall keep a written record of all notices sent to members electronically. Where a notice is sent electronically, unless the contrary is proved, service will be taken to have been effected at the time of transmission.

10.3 SPECIAL GENERAL MEETINGS

- (a) A Special General Meeting will be called by the Secretary upon either:
 - (i) a decision of the Board to do so; or
 - (ii) the written request of not less than 20 members.
- (b) Any such meeting shall be called not less than 28 days nor more than 2 months after the Board's decision or the member's request for the meeting.
- (c) Notice to members of a Special General Meeting shall be given at least 28 days prior to the date of the meeting and otherwise in the same manner as for the Annual General Meeting.
- (d) A quorum at a Special General Meeting shall be 30 members.
- (e) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

10.4 VOTING AT GENERAL MEETINGS

- (a) In this clause 10 'special resolution' means:
 - (i) a resolution at a Special General Meeting called by the Secretary at the request of members in accordance with clause 10.3(a)(ii); and
 - (ii) a resolution at an Annual General Meeting or Special General Meeting to amend this Constitution; and
 - (iii) a resolution at an Annual General Meeting or Special General Meeting to wind up the Association.

- (b) Pursuant to clause 4 of this Constitution only Ordinary Members, Paid Student Members and Honorary Members may vote at Annual General Meetings and Special General Meetings and in each case each member has one vote.
- (c) Subject to this Constitution, a motion for decision at an Annual General Meeting or Special General Meeting, other than a special resolution, must be determined by a majority of members who vote in person or by proxy at that meeting.
- (d) A special resolution must be determined by a majority of not less than two thirds of members who vote in person or by proxy at that meeting.
- (e) Unless a poll is demanded by at least five members, a question for decision at an Annual General Meeting or Special General Meeting must be determined by a show of hands.
- (f) If a poll is demanded by at least five members, it must be conducted immediately in a manner specified by the Chairperson for that meeting and the result of the poll is the resolution of the meeting on that question.

10.5 PROXIES

- (a) Subject to this subclause 10.5, a member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy, and attend and vote at the Annual General Meeting or a Special General Meeting of the Association.
- (b) Each member holding a proxy for another member must register that proxy with the Secretary not less than 48 hours before the scheduled start of the relevant meeting and a failure to do so precludes the use of such proxies.
- (c) No member may hold more than 5 proxies at any particular meeting.

11. Property and Dissolution

- (a) The income property and funds of the Association shall be used and applied solely towards the promotion of the objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to any members or relatives of members provided that nothing herein shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association and without undue preference.
- (b) The Association shall not be dissolved except by special resolution.
- (c) Following dissolution, after payment of all debts, any surplus moneys will be paid to an Association with similar objectives and which also satisfies the eligibility requirements as an income tax-exempt charity or tax deductible gift recipient in accordance with the relevant Australian taxation laws.

12. Public Fund

- (a) There shall be a public fund known as The DEA Fund.
- (b) The purpose of the fund is to support the Association's environmental objects.
- (c) Members of the public are to be invited to make gifts of money or property to the fund for the environmental objects of the Association.
- (d) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.
- (e) A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Association.
- (f) Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.
- (g) The fund will be operated on a not-for-profit basis.
- (h) A Committee of Management of no fewer than three persons will administer the fund. The Committee of Management for the fund will be appointed by the Board of the Association. A majority of the members of the committee of management for the fund are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations published by the Commonwealth Department responsible for the environment.
- (i) The Association shall inform the Department responsible for the environment as soon as possible if:
 - (i) it changes its name or the name of its public fund; or
 - (ii) there is any change to the membership of the management committee of the public fund; or
 - (iii) there has been any departure from the model rules for public funds as outlined in the guidelines of the Register of Environmental Organisations.
- (j) The Association agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.
- (k) Any allocation of funds or property to other persons or organisations shall be made in accordance with the established objects of the Association and shall not be influenced by the preference of the donor.
- (l) Within 4 months of the end of each financial year, statistical information about gifts made to the fund during that financial year will be provided to the Secretary of the Commonwealth Department responsible for the environment. This annual statistical return will provide information about the expenditure of the fund monies.
- (m) In the case of winding up of the Fund, any surplus assets will be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.

Constitution revised and approved at the Special General Meeting held on the 9th October 2020.