

**Sunshine Coast Environment Council**

**SUNSHINE COAST ENVIRONMENT COUNCIL INC**  
**CONSTITUTION**

To replace the Constitution adopted in 2011 and amended in 2017.

# Sunshine Coast Environment Council

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## **SECTION 1 – PRELIMINARY**

### **1. INTERPRETATION**

In this Constitution:

*Act* means the Associations Incorporation Act 1981 (as amended);

*Group* means an incorporated or unincorporated association;

*Person* means a natural person or a group of natural people such as a family;

*Regulations* means the Associations Incorporation Regulations 1999 (as amended).

### **2. NAME**

The name of the association is Sunshine Coast Environment Council Incorporated (the Association). The Association's name may be abbreviated to 'SCEC'.

### **3. OBJECTS**

The objects of the Association are:

- a) to ensure that the natural environment of the Sunshine Coast and adjacent area is maintained in accordance with the best principles of total ecological planning and management, and that the natural environment and man-made environment are maintained in a balanced relationship; and
- b) to co-ordinate joint activities of Member Groups; and
- c) to assist Member Groups with expertise or other support as required; and
- d) to provide a forum for the dissemination of information among members; and
- e) to act as an environmental lobby group at all levels of government; and
- f) to improve the environmental awareness of the general public, students, members of government and the business community; and
- g) to establish and maintain a public fund called the '*SCEC Gift Fund*' and to actively solicit gifts of money and property to the fund for the specific purpose of supporting the environmental objectives of the Association; and
- h) to cooperate with any individual or organisation to further the aims of the Association.

### **4. POWERS**

The Association has the powers of an individual and may, for example

- a) enter into contracts; and
- b) acquire, hold, deal with and dispose of property; and**
- c) make charges for services and facilities it supplies; and**

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- d) do other things necessary or convenient to be done in carrying out its affairs that are consistent with the objects of the organisation.

## **SECTION 2 – MEMBERSHIP**

### **5. CLASSES OF MEMBERS**

- 1) The membership of the Association shall consist of the following classes of members:
  - a) Member Groups: This class of membership is restricted to incorporated and unincorporated associations that support the objects of the Association.
  - b) Associate Members: This class of membership is open to individuals and organisations that support the objects of the association.
- 2) Associate Membership of the Association shall have the following sub classes:
  - a) Individual and Family: This class of membership is open to individuals and families who are supportive of the objects of the Association.
  - b) Business: This class of membership is restricted to entities that are run on a for-profit basis and are supportive of the objects of the Association.
  - c) Lifetime Supporter: This class of membership is open to individuals, families and businesses that provide a substantial financial donation to the Association.
  - d) Honorary Life Member: This class of membership is limited to individuals who are considered by the Management Committee to have made an outstanding contribution to the preservation of the environment on the Sunshine Coast.
- 3) The different classes of members will have the following rights and privileges:
  - a) Member Groups will have voting rights and all other rights and privileges that are commonly associated with membership in an association and are set out in this Constitution.
  - b) Associate Members shall not have voting rights and shall have none of the rights and privileges that are commonly associated with membership in an association except where this Constitution or the Bylaws expressly confer rights on Associate Members.
- 4) The number of members in each of these classes of members shall be unlimited.

### **6. MEMBERSHIP FEES**

The membership fee for each class of members:

- a) is the amount decided from time to time at a General Meeting; and
- b) is payable when, and in the way the Management Committee decides; and
- c) will cover a period of twelve (12) months.

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### 7. NEW MEMBERSHIP

- 1) An applicant for membership as a Member Group of the Association must be nominated by one Member Group or Management Committee member (the *proposer*) and seconded by another Member Group or Management Committee member (the *seconder*).
- 2) An application for membership as a Member Group must be:
  - a) in writing; and
  - b) signed by the applicant and the proposer and seconder; and
  - c) in the form decided by the Management Committee.
- 3) An application for associate membership must be in writing and signed by the applicant.
- 4) No application can be made for Honorary Life Membership. This class of membership can only be granted by the Management Committee.

### 8. ADMISSION OF MEMBERS

- 1) The Management Committee must consider an application for membership at the next committee meeting held after it receives:
  - a) the application for membership; and
  - b) the appropriate membership fee for the application.
- 2) The Management Committee must decide at the meeting whether to accept or reject the application. In determining the application, the Management Committee must consider:
  - a) whether or not the applicant supports the objects of the Association;
  - b) whether or not the Member Groups would support the application; and
  - c) whether or not accepting the applicant might negatively impact on the reputation of the Association.
- 3) **If the majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.**
- 4) **The Secretary of the Association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.**

### 9. WHEN MEMBERSHIP STARTS & ENDS

- a) Membership in the Association shall start at the date the Management Committee accepts an application for membership.
- b) A member may renew their membership by paying the annual membership fee. The membership period for a renewing member will be extended by a period of twelve (12) months from the last day of the current membership period.

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- c) **Membership will lapse if a member does not renew their membership within three (3) months from the last day of the current membership period.**
- d) A member may resign from the Association by giving a written notice of resignation to the Secretary. The resignation takes effect:
  - a) at the time the notice is received by the Secretary; or
  - b) if a later time is stated in the notice, the later time.

### **10. TERMINATION OF MEMBERSHIP**

- 1) The Management Committee may terminate a membership if the member:
  - a) is convicted of an indictable offence; or
  - b) does not comply with any of the provisions of this Constitution; or
  - c) conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 2) **Before the Management Committee terminates a membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.**
- 3) **If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the Secretary of the Management Committee must provide a written notice to the member of the decision.**
- 4) The notice sent pursuant to clause 3) must set out the Management Committees reasons for terminating the membership and inform the member of the appeal process.

### **11. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

- 1) **An applicant who has their application for membership rejected or a member who has their membership terminated, may give the Secretary written notice of their intention to appeal against the decision.**
- 2) A written notice of intent to appeal a decision by the Management Committee must be given to the Secretary within thirty (30) Days after receiving written notice of the decision.

### **12. GENERAL MEETING TO DECIDE APPEAL**

- 1) **The General Meeting to decide on an appeal must be held within three (3) months after the Secretary receives the notice of intention at a date to ensure the applicant or member who is appealing the decision is able to attend the general meeting.**
- 2) **At the General Meeting, the applicant or member appealing a decision by the Management Committee will be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.**

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- 3) Also, the Management Committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 5) If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful the Secretary must, as soon, as practicable, refund the membership fee paid by the person.
- 6) Where a membership is terminated, the member will be entitled to a partial refund of her membership fee. The refund amount will be equal to one twelfth of the membership fee multiplied by the whole number of calendar month remaining in the membership period at the time the decision to terminate the membership was taken.
- 7) A member who resigns from the Association shall not be entitled to a refund of membership fees.

### **12A Grievance procedure**

- 1) This rule sets out a grievance procedure for dealing with a dispute under the rules between parties as mentioned in section 47A(1) of the Act.
- 2) To remove any doubt, it is declared that the grievance procedure cannot be used by a person whose membership has been terminated if the rules provide for an appeal process against the termination.
- 3) A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute to—
  - a) the other party; and
  - b) if the other party is not the Management Committee—the Management Committee.
- 4) If 2 or more members initiate a grievance procedure in relation to the same subject matter, the management committee may deal with the disputes in a single process and the members must choose 1 of the members (also the aggrieved party) to represent the members in the grievance procedure.
- 5) Subject to rule 12B, the parties to the dispute must, in good faith, attempt to resolve the dispute.
- 6) If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may,

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within a further 21 days, ask the association's secretary to refer the dispute to mediation.

- 7) Subject to rule 12B, if the aggrieved party asks the association's secretary to refer the dispute to mediation under subrule (6), the management committee must refer the dispute within 14 days after the request.
- 8) If the aggrieved party does not ask the association's secretary to refer the dispute to mediation under subrule (6), the grievance procedure in relation to the dispute ends.

### **12B Grievance procedure not continued in particular circumstances**

1) This rule applies if—

- a) a member initiates a grievance procedure in relation to a dispute and the association or association's management committee is the other party to the dispute; or
- b) the aggrieved party asks the association's secretary to refer the dispute to mediation under rule 12A(6).

2) The management committee does not have to act under rule 12A(5) or (7) if—

- a) the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the management committee grounds for taking disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure; or
- b) before the grievance procedure was initiated, a process had started to take action under the rules against the aggrieved party or terminate the aggrieved party's membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process; or
- c) the dispute relates to an obligation under the Liquor Act 1992 or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the association, or to refuse to serve liquor to the aggrieved party at the premises; or
- d) the dispute could reasonably be considered frivolous, vexatious, misconceived or lacking in substance, or relates to a matter that has already been the subject of the grievance procedure.

### **12C Appointment of mediator**

1) If a dispute under rule 12A is referred to mediation—

- a) the parties to the dispute must choose a mediator to conduct the mediation;  
or

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- b) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be—
  - i) for a dispute between a member and another member—a person appointed by the management committee; or
  - ii) for a dispute between a member and the management committee or the association—an accredited mediator or a mediator appointed by the director of a dispute resolution centre.
- 2) An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.
- 3) If subrule (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### 12D Conduct of mediation

- 1) If a mediator is appointed under rule 12C, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.
- 2) Subrule (1) does not apply if the mediator is a mediator appointed by the director of a dispute resolution centre.
- 3) The mediator—
  - a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
  - b) must comply with natural justice; and
  - c) must not act as an adjudicator or arbitrator; and
  - d) during the mediation—may see the parties with or without their representatives, together or separately.
- 4) The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the period mentioned in subrule (1).
- 5) The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
- 6) If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

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### **12E Representation for grievance procedure**

- 1) A party to a dispute may appoint any qualified person to act on behalf of the party in the grievance procedure.**
- 2) For subrule (1), a person is qualified to act on behalf of a party if the person—**
  - a) has sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and**
  - b) is authorised to negotiate an agreement for the party.**
- 3) If a party appoints a person under subrule (1) to act on the party's behalf, the party must give written notice of the appointment to each of the following entities—**
  - a) the other party to the dispute;**
  - b) the management committee;**
  - c) if a mediator has been appointed before the party appoints the person—the mediator.**

### **12F Electronic communication for grievance procedure**

- 1) Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agree.**

## **13. REGISTER OF MEMBERS**

- 1) The Management Committee must keep a register of members of the association.**
- 2) The register must include the following particulars for each member:**
  - a) the full name of the member;**
  - b) the postal or residential addresses for each member;**
  - c) the date of admission as a member to the Association and the membership class to which they were admitted;**
  - d) the date of renewal of membership (if any);**
  - e) the date the membership will lapse;**
  - f) particulars of cessation, death, resignations, termination and reinstatement of membership; and**
  - g) any further particulars as the Management Committee or the members at any General Meeting decide.**

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- 3) **The register must be open for inspection by members of the Association at all reasonable times. A member must contact the Secretary to arrange an inspection of the register.**

### **SECTION 3 – MANAGEMENT COMMITTEE**

#### **14. MEMBERSHIP OF MANAGEMENT COMMITTEE**

- 1) **The Management Committee consists of a President, Vice President, Treasurer, Secretary and any other members the association members elected at an Annual General Meeting, but the total number of members of the Management Committee shall never be less than three (3).**
- 2) **A member of the Management Committee, other than a Secretary appointed by the Management Committee, must be a member of the Association.**
- 3) **Members are elected for a two-year term and are eligible, on nomination, for re-election.**
- 4) **A member of the Association may be appointed to a casual vacancy on the Management Committee under rule 17.2.**

#### **15. ELECTION OF THE MANAGEMENT COMMITTEE**

- 1) Election of the Management Committee shall occur at the Annual General Meeting or another General Meeting called for that purpose.
- 2) The Secretary shall call for nominations of members of the Management Committee no less than twenty-eight (28) days prior to a General Meeting at which elections for the Management Committee shall take place.
- 3) Nominations for members of the Management Committee shall take place in the following manner:
  - a) Member Groups and members of the Management Committee can nominate a person for a position on the Management Committee. This person must be a member of the Association or any of its Member Groups.
  - b) The nomination must be:
    - i. in writing; and
    - ii. signed by the nominee; and no less than two (2) member groups or members of the Management Committee or combination thereof who nominated them
    - iii. given to the Secretary no less than fourteen (14) days before the Annual General Meeting at which the election is to be held.
  - c) **Each member of the Association present and eligible to vote at the Annual General Meeting may vote for one (1) candidate for each vacant position on the Management Committee.**
  - d) **A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous**

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place in the office or usual place of meeting of the Association for at least seven (7) days immediately preceding the Annual General Meeting.

- e) If, at the start of the Annual General Meeting, there are an insufficient number of candidates nominated, nominations of candidates by Association members may be taken from the floor of the meeting.

### **16. RESIGNATION, REMOVAL OF MANAGEMENT COMMITTEE MEMBER**

- 1) Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary.
- 2) The resignation takes effect at –
  - a) the time the notice is received by the Secretary; or
  - b) if a later date is specified in the notice – the later time.
- 3) A member of the Management Committee may be removed at an Annual General Meeting or at a called General Meeting if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 4) Before a vote of membership is taken about removing the member from Management Committee, the member must be given a full and fair opportunity to show cause why they should not be removed from Management Committee.
- 5) A member has no right of appeal against the member's removal from Management Committee under this rule.

### **17. MANAGEMENT COMMITTEE VACANCIES**

- 1) If a casual vacancy happens on the Management Committee, the continuing members of the Management Committee may act despite a casual vacancy.
- 2) However, if the number of Committee members is less than the number required under rule 14.1 as a quorum of the Management Committee, the continuing members may:
  - a) increase the number of Management Committee members to the number required for a quorum by appointing other member(s) to fill the vacancy until the Annual General Meeting; or
  - b) call a General Meeting of the Association.

### **18. FUNCTIONS OF THE MANAGEMENT COMMITTEE**

- 1) Subject to these rules or a resolution of the members of the Association, the Management Committee has the general control and management of the administration of the affairs, property and funds of the association.
- 2) The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

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- 3) The Management Committee may exercise the powers of the association-
- a) to borrow, raise or secure the payment of amounts in a way the members of the Association decide; and
  - b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future; and
  - c) to purchase, redeem or pay off any securities issued; and
  - d) to mortgage or charge the whole or part of its property; and
  - e) to invest in a way the members of the Association may from time to time decide.
- 4) The Management Committee has the authority to adopt policies and positions in relation to environmental issues affecting the Sunshine Coast region.

### **18 A LEGAL DUTIES OF MANAGEMENT COMMITTEE MEMBERS**

- 1) Duty of care and diligence
  - a) Members must act with the care and diligence that a reasonable person would exercise in the same position and circumstances
- 2) Duty of good faith
  - a) Actions must be in the best interests of the association and for a proper purpose.
- 3) Duty to prevent insolvent trading
  - a) Committee members must ensure the association does not incur debts if it is insolvent or would become insolvent as a result
- 4) Proper use of position and information
  - a) Members must not use their position or information gained through their role to:
    - i. Gain a personal or third-party advantage.
    - ii. Cause detriment to the Association.
- 5) Disclosure of material personal interests
  - a) Any material personal interest in matters being considered must be disclosed:
    - i. To the Management Committee as soon as the member becomes aware.
    - ii. At the next general meeting of the Association.
- 6) Disclosure of remuneration and benefits
  - a) Members must disclose any remuneration or benefits received by themselves or their relatives to the Management Committee and at the next general meeting of the Association.

### **19. APPOINTMENT OF SECRETARY**

The Secretary must be an adult residing in Queensland, who is –

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a) **A member of the Association elected by the Association appointed by the Management Committee as Secretary –**

- (i) **a member of the Association’s Management Committee;**
- (ii) **another member of the Association;**
- (iii) **another person.**

**2) If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed within thirty (30) days after the vacancy happens.**

### **20. REMOVAL OF SECRETARY**

**1) The Management Committee may at any time remove a person appointed by the Committee as Secretary.**

**If the Management Committee removes a Secretary, the person remains a member of the Management Committee.**

### **21. FUNCTIONS OF SECRETARY**

The Secretary’s functions shall include but not be limited to:

- a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association; and
- b) keeping minutes of each meeting; and
- c) keeping copies of all correspondence and other documents relating to the Association; and
- d) maintaining the Association’s register of members.

### **22. MEETING OF MANAGEMENT COMMITTEE**

- 1) Meetings of the Management Committee shall be held as often as may be necessary for properly conducting the business and operations of the Association, but no less than eight (8) times in each financial year of the Association.
- 2) **Notice of a meeting is to be given in the way decided by the Management Committee.**
- 3) **The Management Committee may hold meetings or permit a Committee member to take part in its meetings by using any technology that reasonably allows the member to hear and take part in discussions as they happen.**
- 4) **A Committee member who participates in the meeting as mentioned in subrule (3) is taken to be present at the meeting.**
- 5) **A question arising at a Committee meeting is to be decided by a majority vote of members of the Committee present at the meeting and, if votes are equal, the question is decided in the negative.**
- 6) **The President is to preside as Chairperson at a Management Committee meeting.**

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- 7) If the President is not present within fifteen (15) minutes after the time fixed for a Management Committee meeting, or is unwilling to act as chairperson, the Management Committee members present may choose one of their number to preside as Chairperson of the meeting.

### **23. QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING**

- 1) At a Management Committee meeting, more than 50% of the members of the Management Committee must be present to form a quorum, but never less than three (3).
- 2) If there is no quorum within thirty (30) minutes after the time fixed for a Management Committee meeting called on the request of members of the Committee, the meeting lapses.

### **24. SPECIAL MEETING OF MANAGEMENT COMMITTEE**

- 1) If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the Secretary must call a special meeting of the Committee by giving each member of the Committee notice of the meeting within fourteen (14) days after the Secretary receives the request.
- 2) A request for a special meeting must state –
  - a) why the special meeting is called; and
  - b) the business to be conducted at the meeting.
- 3) A notice of a special meeting must state -
  - a) the time, date and place of the meeting; and
  - b) the business to be conducted at the meeting.

### **25. MINUTES OF MANAGEMENT COMMITTEE MEETINGS**

- 1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.
- 2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next Management Committee meeting, verifying their accuracy.

### **26. SUB-COMMITTEES**

- 1) The Management Committee may appoint a Sub-Committee consisting of Management Committee members and members of the Association considered appropriate by the Committee to help with the conduct of the Association's operation.

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- 2) Sub-Committees will report to the Management Committee. A member of the Sub-Committee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.**
- 3) Subject to the provisions of the Act, its Regulations and this Constitution, a Sub-Committee may meet and conduct its proceedings as it considers appropriate and may formulate its own process for calling meetings.

### **27. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING**

- 1) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.**

## **SECTION 4. GENERAL MEETINGS**

### **28. ANNUAL GENERAL MEETING**

- 1) The Annual General Meeting must be held within six (6) months after the end date of the Association's reportable financial year.
- 2) The Association must elect the members of the Management Committee at each Annual General Meeting of the Association.
- 3) The following business must be conducted at each Annual General Meeting –
  - a) receiving the Association's financial statement, and audit report, for the last reportable financial year.
  - b) presenting the financial statement and audit report to the meeting for adoption
  - c) disclosure of any remuneration or benefits received by Management Committee members, senior staff or their relatives.

### **29. NOTICE OF GENERAL MEETING**

- 1) The Secretary shall give written notice to all members of the Association no less than two (2) weeks in advance. The notice shall set out:**
  - a) the time, date and place for the meeting;**
  - b) business to be conducted at the meeting; and**
  - c) nominees for each position on the Management Committee.**

### **30. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING**

- 1) The quorum for a general meeting is at least the number of members elected or appointed to the Management Committee at the close of the Association's last general meeting plus one (1).**

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**2) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.**

3) If there is no quorum within thirty (30) minutes after the time fixed for a general meeting, the meeting is to be adjourned for at least seven (7) days.

4) The Management Committee is to decide the time, date and place of the adjourned meeting as soon as possible after a general meeting has been adjourned pursuant to clause (3) above.

5) The Secretary will communicate the time, date and place of the adjourned meeting to the membership as soon as practical after the time, date and place have been determined by the Management Committee.

**6) If, thirty (30) minutes after the time fixed for the adjourned meeting there is no quorum but there are at least three (3) Member Groups attending in person in addition to any members of the Management Committee, the people present will constitute a quorum and the meeting may proceed to conduct business.**

### **31. PROCEDURE AT GENERAL MEETING**

**1) At each general meeting:**

**a) the President is to preside as Chairperson; and**

**b) if the President is not present within fifteen (15) minutes after the time fixed for the meeting, the members present must elect one (1) of their number to be Chairperson for the meeting; and**

**c) the Chairperson must conduct the meeting in a proper and orderly way.**

**2) A Member Group may be represented at a General Meeting of the Association by any person that is deemed suitable by the Member Group.**

**3) A person representing a Member Group at a General Meeting must have an instrument of accreditation. The instrument sets out the name of the representative and the date, time and place of the General Meeting. The instrument must be in writing and must be either:**

**a) An instrument on the letterhead of the Member Group; or**

**b) An instrument under common seal of the Member Group; or**

**c) An instrument under signature of the President or authorised officer of the Member Group.**

4) A member may take part and vote in a general meeting in person, by proxy, or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

### **32. VOTING AT GENERAL MEETINGS**

1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.

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- 2) Each member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the Chairperson has a casting vote as well as a primary vote.
- 3) Where a procedural motion is moved, the Chairperson shall immediately put the motion to the meeting. All procedural motions will be resolved by means of a vote.
- 4) All motions will be resolved by a simple majority of those present and eligible to vote except for those that are the subject of a special resolution, which requires a three-quarters majority.
- 5) Voting will be conducted by a show of hands except in the case of a contested election in which case voting will be determined by ballot.

### 33. SPECIAL GENERAL MEETING

- 1) The Secretary must call a special general meeting by giving each member of the Association notice of the meeting within fourteen (14) days after –
  - a) Being directed to call the meeting by the Management Committee; or
  - b) Being given a written request signed by –
    - i. At least 33% of the number of members of the Management Committee when the request is signed; or
  - c) Being given a written notice of an intention to appeal against the decision of the Management Committee –
    - i. To reject an application for membership; or
    - ii. To terminate a person's membership.
- 2) A request must state-
  - a) Why the special general meeting is being called; and
  - b) The business to be conducted at the meeting.
- 3) A special general meeting must be held within three (3) months after the Secretary –
  - a) Is directed to call the meeting by the Management Committee, or
  - b) Receives the written request mentioned in 1 b or 1 c.

### 34. PROXIES

- 1) **A Member Group may be represented by proxy. An instrument appointing a proxy for a Member Group must be in writing and must be either:**
  - a) **An instrument on the letterhead of the Member Group; or**
  - b) **An instrument under common seal of the Member Group; or**
  - c) **An instrument under signature of the President or authorised officer of the Member Group.**
  - d) **An instrument appointing a proxy must be in writing and be in the following form:**

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### Proxy form for the Sunshine Coast Environment Council Inc.

I, name of individual representing name of Member Group which is a member of the Association, appoint:

name of proxy of address of proxy

as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Association, to be held on the \_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_.

Signature

- 2) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting, or adjourned meeting, at which the person named in the instrument proposes to vote.
- 3) A person representing a Member Group by proxy will have the same rights as those enjoyed by a person representing a Member Group directly.
- 4) Each instrument accrediting a representative or appointing a proxy must be given to the Secretary before the start of the meeting, or adjourned meeting, at which the person named in the instrument proposes to vote.

### 35. MINUTES OF GENERAL MEETINGS

- 1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are entered in a minute book.
- 2) To ensure the accuracy of the minutes—
  - a) the minutes of each General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next General Meeting, verifying their accuracy; and
  - b) the minutes of each Annual General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next meeting of the Association that is a General Meeting or Annual General Meeting, verifying their accuracy.
- 3) If asked by a member of the Association, the Secretary must, within twenty-eight (28) days after the request is made—
  - a) make the minute book for a particular General Meeting available for inspection by the member at a mutually agreed time, date and place; and
  - b) give the member copies of the minutes of the meeting if requested.

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- 4) **The Association may require the member to pay the reasonable costs of providing copies of the minutes.**

### **36. BY-LAWS**

- 1) The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- 2) A by-law may be set aside by a vote of members at a general meeting of the Association.

### **37. ALTERATION OF RULES**

- 1) **Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried out at a general meeting.**
- 2) **However, an amendment, repeal or addition is valid only if it is registered by the President or Chief Executive Officer.**

## **SECTION 5 – FINANCIAL MATTERS**

### **38. FUNDS AND ACCOUNTS**

- 1) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.
- 2) The funds of the Association must be kept in an account in the name of the association in a financial institution decided by the Management Committee.
- 3) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 4) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 5) **A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.**
- 6) **For a payment of \$100 or more, the cheque or electronic funds transfer must be signed/approved by any two (2) of the following -**
  - a) the President;
  - b) the Secretary;
  - c) the Treasurer;
  - d) any other members of the Management Committee authorized by the Management Committee to sign/approve cheques and electronic funds transfers;
- 7) **However, one (1) of the persons who signs cheques/approves the transfer must be the President, the Secretary or the Treasurer.**
- 8) **A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.**

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**Particulars of all payments from, and reimbursements to, the petty cash account must be recorded in the petty cash book.**

- 9) All expenditure must be approved and ratified at a Management Committee meeting.**

### **39. GIFT FUND**

- 1) The Association will establish and maintain a public fund known as the 'SCEC Gift Fund' for the purpose of receiving gifts of money and property to be used solely to support the environmental objectives of the organisation;**
- 2) The SCEC Gift fund will abide by the Ministerial Rules relating to Gift Funds listed on the Register of Environmental Organisations;**
- 3) The SCEC Gift Fund will abide by the Australia Tax Office rules relating to Gift Funds listed for Environmental Organisations;**
- 4) The Association will maintain a separate bank account in the name of the Sunshine Coast Environment Council Inc. (SCEC) Gift Fund;**
- 5) All donations received by the SCEC Gift Fund and all interest or other proceeds earned from such donations will be deposited into this bank account;**
- 6) The Management Committee will provide oversight and approve expenditures of the SCEC Gift Fund;**
- 7) The Association and the Gift Fund will not receive any other money or property into this account;**
- 8) The Gift Fund will comply with subdivision 30-E of the Income Tax Assessment Act 1997;**
- 9) All donations received by the SCEC Gift Fund will be acknowledged with a duly constituted receipt in the name of the SCEC Gift Fund.**
- 10) Any allocation of funds will be made in accordance with the established purposes of the Association only and not in any way be influenced by the preference of the donor.**

### **40. GENERAL FINANCIAL MATTERS**

- 1) On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.**
- 2) The Treasurer must, as soon as practicable upon completion of these financial statements but within three (3) months from the end of the financial year, ensure that the financial statement and the underlying administration are audited.**
- 3) The Chief Executive Officer must ensure a budget is prepared to be presented to and adopted by the Management Committee at a duly constituted Management Committee meeting no later than two (2) weeks before the start of a new financial year.**

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### **41. DOCUMENTS**

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

### **42. FINANCIAL YEAR**

The end date of the Association's financial year is 30<sup>th</sup> of June in each year.

### **43. NOT FOR PROFIT**

- 1) All income and property of the Association and the public fund shall be used solely in the promotion of the objects of the Association. No portion of the Association's assets – including those held by the public fund – shall be distributed to the members.
- 2) This does not prevent the Association from making payment at market value for products or services rendered to the Association by any of its members or from reimbursing the reasonable out of pocket expenses of a member of the Association incurred in the service of the Association.

### **44. WINDING UP OF THE ASSOCIATION**

Subject to the Act, the Association may be wound up by the special resolution of the Member Groups, passed at a General Meeting called for that purpose.

### **45. DISTRIBUTION OF SURPLUS FUNDS ON WINDING UP**

- 1) This rule applies to the following:
  - a) the Association is wound up under part 10 of the Act: and
  - b) has surplus assets, after satisfaction of all its debts and liabilities, any property whatsoever – including any property held by the public fund.
- 2) The Association must transfer the Association's relevant assets to another entity that has been endorsed as a deductible gift recipient under that Act.
- 3) As an Association registered under the Australian Charities and Non-for-profits Commission Act 2012, the Association's relevant assets must be transferred to a registered charity.
- 4) If the Association is wound up voluntarily, the General Meeting at which the resolution to wind up the Association is carried will appoint a committee of no less than three (3) people to manage the distribution of any remaining property in accordance with rules 2 and 3.
- 5) Should the Management Committee have less than three (3) members upon winding up, it will seek to increase its numbers to at least three (3), preferably calling upon a long-standing member of the Association or one of its Member Groups, to discharge this responsibility.