

SUNSHINE COAST ENVIRONMENT COUNCIL INC
CONSTITUTION

Adopted: 16 June 2011

SUNSHINE COAST
Environment Council



Sunshine Coast Environment Council

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SECTION 1 – PRELIMINARY

ARTICLE 1 – INTERPRETATION

In this Constitution:

Act means the Associations Incorporation Act 1981 (as amended).

Chief Executive means the Chief Executive of the Department responsible for the administration of the Associations Incorporations Act 1981

Department means the Federal Department responsible for administration of the Register of Environmental Organisations

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)

Words indicating a gender include each other gender.

SECTION 2 – NAME, OBJECTIVES & POWERS

ARTICLE 2 – NAME

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

ARTICLE 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;
- 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

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- h) to cooperate with any individual or organisation to further the aims of the Association.

ARTICLE 4 – POWERS

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

- a) enter into contracts; and
- b) appoint, employ, remove or suspend such manager, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for to achieve the objects of the Association; and
- c) acquire, hold, deal with and dispose of property; and
- d) make charges for services and facilities it supplies; and
- e) do other things necessary or convenient to be done in carrying out its affairs and is consistent with the objects of the organisation.

SECTION 3 – MEMBERSHIP

ARTICLE 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 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.

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- 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.

ARTICLE 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 in the way the Management Committee decides; and
- c) will cover a period of twelve months.

ARTICLE 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.

ARTICLE 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 impact negatively on the reputation of the Association.

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- 3) 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.
- 4) If the application is rejected, the notice sent pursuant to clause 3) must set out the reasons for rejection and inform the applicant of the appeal process.

ARTICLE 9 – WHEN MEMBERSHIP STARTS & ENDS

- 1) Membership in the Association shall start at the date the Management Committee accepts an application for membership.
- 2) A member may renew her membership by giving written notice to the Association and paying the applicable membership fee. The membership period for a renewing member will be extended by a period of twelve months from the last day of the current membership period.
- 3) Membership will lapse if a member does not renew her membership within two months from the last day of the current membership period.
- 4) 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.

ARTICLE 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 herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 2) The Management Committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 3) The Secretary of the Association must, within ten business days after the Management Committee decides to terminate a member's membership, give written notice to the member of the Management Committee's decision.
- 4) The notice sent pursuant to clause 3) must set out the Management Committee's reasons for terminating the membership and inform the member of the appeal process.

ARTICLE 11 – APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 1) An applicant who has her application for membership rejected or a member who has her membership terminated by the Management Committee has the right to appeal the decision.

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- 2) A written notice of intent to appeal a decision by the Management Committee must be submitted to the Secretary within thirty days of notification of the decision that is being appealed.
- 3) Upon receipt of a notice of intent to appeal a decision the Secretary shall call a General Meeting to determine the appeal.
- 4) In determining the date for a General Meeting pursuant to clause 3) the Secretary shall make all reasonable efforts to ensure the applicant or member who is appealing the decision is able to attend the General Meeting.
- 5) At the General Meeting, the applicant or member appealing a decision by the Management Committee will be given the opportunity to fully present her case. A representative from the Management Committee will likewise be given the opportunity to fully present its case. Following this, the meeting will decide the issue.
- 6) If a decision is not appealed within the timeframe specified in clause 2) it will stand.

ARTICLE 12 – REFUND OF MEMBERSHIP FEES

- 1) Where an application for membership is rejected, the applicant will be refunded her membership fee in full. The refund will occur as soon as possible after:
 - a) the applicant notifies the Association that she will not be appealing the decision; or
 - b) the end of the period specified in article 11 clause 2; or
 - c) the issue is determined at a General Meeting.
- 2) 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.
- 3) The refund will occur as soon as possible after:
 - a) the member notifies the Association that she will not be appealing the decision; or
 - b) the end of the period specified in article 11 clause 2; or
 - c) the issue is determined at a General Meeting.
- 4) A member who resigns from the Association shall not be entitled to a refund of membership fees.

ARTICLE 13 – REGISTER OF MEMBERS

- 1) The Management Committee shall cause a Register to be kept in which shall be entered:

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- a) the names and postal or residential addresses of all members of the Association;
 - b) the date of admission as a member to the Association and the membership class and sub-class to which they were admitted;
 - c) the date of renewal of membership (if any);
 - d) the date the membership period will lapse;
 - e) particulars of cessation, death, resignations, termination and reinstatement of membership; and
 - f) any further particulars as the Management Committee or the members at any General Meeting may require from time to time.
- 2) The register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

SECTION 4 – MEETING PROCEDURES & DECISIONS

ARTICLE 14 – PARTICIPATION IN MEETINGS

- 1) The Association may hold meetings, or permit a person to take part in meetings, by using technology that reasonably allows members to hear and take part in discussions as they happen (for example tele- or video conferencing).
- 2) A person who participates in the meeting as mentioned in clause (1) is taken to be present at the meeting and shall count towards quorum.
- 3) The Association may invite any person or representative to address any meeting of the Association and to participate in its deliberation. A person so invited shall not count towards quorum and shall not be able to block consensus, shall not have voting rights and shall not be able to move or second a motion. The power to invite a person to participate in a meeting will vest in the following people:
 - a) For a General Meeting – in the Member Groups of the Association present at the meeting;
 - b) For a Management Committee Meeting – in the Management Committee members present at the meeting; and
 - c) For a Sub-committee Meeting – in the Sub-committee members present at the meeting.

ARTICLE 15 – CHAIRPERSON

- 1) The President will act as chairperson at all General Meetings and Management Committee meetings.
- 2) If the President is not present within fifteen minutes after the time fixed for a General Meeting or is unwilling to act as chairperson, the Member Groups present must elect one of their number to be chairperson of the meeting.

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- 3) If the President is not present within fifteen minutes after the time fixed for a Management Committee meeting or is unwilling to act as chairperson, the Management Committee members present must elect one of their number to be chairperson of the meeting.
- 4) At the start of a Sub-committee meeting the Sub-committee members present will select one of their number to be chairperson of the meeting.

ARTICLE 16 – DECISION BY CONSENSUS

The Association will endeavor to make decisions by consensus at all its meetings. Sufficient time will be allowed for discussion of different views and a serious attempt will be made towards achieving consensus at all times.

ARTICLE 17 – DECISION BY VOTING

- 1) If after a reasonable period of time, disagreement persists over a particular proposal, a procedural motion may be put that a vote be taken to resolve the matter.
- 2) 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.
- 3) If a procedural motion to vote on a matter is carried, the matter will be put to a vote immediately.
- 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.
- 6) In the case of a tied vote the chairperson of the meeting shall have a casting vote as well as a primary vote.

ARTICLE 18 – VOTING RIGHTS

The following persons will have voting rights at meetings of the Association:

- a) At a General Meeting those people representing a Member Group either directly or by proxy.
- b) At a Management Committee meeting those people who are the current members of the Management Committee
- c) At a Sub-committee meeting those people who have been elected or appointed to the Sub-committee.

ARTICLE 19 – ADJOURNMENT

- 1) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting.

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- 2) Prior to adjournment under clause (1) above the meeting will determine a date, time and place for the adjourned meeting.
- 3) If a meeting is adjourned, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 4) The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting.

SECTION 5 – GENERAL MEETINGS

ARTICLE 20 – ANNUAL GENERAL MEETING

- 1) An Annual General Meeting must be held every year within three months after the end of the Association's reportable financial year.
- 2) The Secretary shall give written notice to all members of the Association no less than two 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.
- 3) The following business must be conducted at each Annual General Meeting of the Association:
 - a) receiving and adopting the Association's financial statement, and audit report, for the last reportable financial year; and
 - b) electing members of the Management Committee; and
 - c) appointing an auditor for the present financial year.

ARTICLE 21 –GENERAL MEETING

- 1) A General Meeting will be called by the Secretary if instructed to do so by:
 - a) a written notice from the Management Committee authorised at a duly constituted Management Committee meeting; or
 - b) a written notice signed by as many Members Groups as the number of members on the Management Committee plus one.
- 2) A written notice issued under clause 1) a) or b) must set out:
 - a) why the General Meeting is being called; and
 - b) the business to be conducted at the General Meeting.
- 3) The Secretary must notify all members of the Association of a General Meeting within fourteen days after having received a notice under clause 1) or article 11 clause 2). The notice will set out:

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- a) the time and date for the General Meeting which shall be within three months of the Secretary receiving a notice under clause 1) above or article 11 clause 2);
 - b) the place for the General Meeting;
 - c) why the meeting is called;
 - d) the business to be conducted at the meeting; and
 - e) if the meeting is to decide an appeal against a decision to reject or terminate a membership, the particulars of the case.
- 4) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

ARTICLE 22 – QUORUM

- 1) A General Meeting will have a quorum if it is attended by at least that number of Member Groups (attending either in person or by proxy) that is equal to the number of persons elected or appointed to the Management Committee at the close of the Association's last Annual General Meeting plus one.
- 2) No business may be conducted at a General Meeting unless there is a quorum of Member Groups attending in person or by proxy when the meeting proceeds to business.
- 3) If there is no quorum within 30 minutes after the time fixed for a General Meeting the meeting is to be adjourned for at least 7 days.
- 4) The Management Committee is to decide the day, time 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 day, time and place of the adjourned meeting to the membership as soon as practical after the date, time and place have been determined by the Management Committee.
- 6) If, 30 minutes after the time fixed for the adjourned meeting there is no quorum but there are at least three Member Groups attending in person or by proxy in addition to any members of the Management Committee, the people present will constitute a quorum and the meeting may proceed to conduct business. For the duration of the meeting the members of the Management Committee in attendance will have the same rights and privileges (including voting rights) as Member Groups.

ARTICLE 23 – CREDENTIALS

- 1) A Member Group may be represented at a General Meeting of the Association by any person that is deemed suitable by the Member Group.
- 2) A person representing a Member Group at a General Meeting must have an instrument of accreditation. The instrument set out the name of the

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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.
- 3) 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.
- 4) An instrument appointing a proxy must be in the following form:

<p>Proxy form for the Sunshine Coast Environment Council Inc.</p> <p>I, <u>name of individual</u> representing <u>name of Member Group</u> which is a member of the Association, appoint:</p> <p><u>name of proxy</u> of <u>address of proxy</u></p> <p>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.</p> <p>Signed this _____ day of _____ 20____.</p> <p style="text-align: right;">Signature</p>
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- 5) The instrument appointing a proxy may contain instructions telling the proxy how to vote on a particular manner. To provide instructions to the proxy the instrument appointing a proxy should contain the following or similar information in addition to the information set out in clause (2) above:
- a) For instructions relating to a particular motion, for each motion:

This proxy is to be used in the following manner:	
Motion	in favour/against*
*Strike out whichever is not wanted	

- b) For instructions relating to election of the Management Committee, for each position:

This proxy is to be used in the following manner:

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Position	in favour of name of nominee
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- c) If no instructions are provided the proxy may vote as she thinks appropriate.
- 6) A person representing a Member Group by proxy will have the same rights as those enjoyed by a person representing a Member Group directly.
- 7) 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.

ARTICLE 24 – 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 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 and place; and
 - b) give the member copies of the minutes of the meeting if requested.
- 4) The Association may require the member to pay the reasonable costs of providing copies of the minutes.

SECTION 6 - THE MANAGEMENT COMMITTEE

ARTICLE 25 – MEMBERSHIP OF MANAGEMENT COMMITTEE

The Management Committee of the Association shall consist of a President, Vice President, Treasurer and such number of other members as the Member Groups of the Association at any General Meeting may from time to time elect or appoint but the total number of members of the Management Committee shall never be less than three.

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ARTICLE 26 – 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 later than four weeks 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
 - iii. signed by no less than two Member Groups or members of the Management Committee or combination thereof; and
 - iv. given to the Secretary no less than 14 days before the Annual General Meeting at which the election is to be held.
 - c) The Secretary shall provide all members with a list of the candidates names in alphabetical order, with the proposers and seconders names, and shall post a copy of the list in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the Annual General Meeting;
 - d) If, at the start of the General Meeting, there are an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- 4) Each Member Group of the Association present at the Annual General Meeting may vote for one candidate for each vacant position on the Management Committee.
- 5) At a General Meeting at which elections for the Management Committee shall take place, all the members of the Management Committee for the time being shall retire from office but shall be eligible upon nomination for re-election.

ARTICLE 27 – RESIGNATION OR REMOVAL FROM OFFICE 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. The resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

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- 2) A member of the Management Committee may be removed from office only at a General Meeting of the Association, where that member shall be given the opportunity to fully present her case. The question of removal shall be determined by the vote of the Member Groups present at such a General Meeting.

ARTICLE 28 – VACANCIES ON THE MANAGEMENT COMMITTEE

- 1) If a casual vacancy happens on the Management Committee, the continuing members of the Committee may appoint another person to fill the vacancy until the next Annual General Meeting. The person should have an affiliation with the Association or its Member Groups and should be supportive of the objects of the organisation.
- 2) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- 3) However, if the number of committee members is less than the number fixed under Article 31 as a quorum of the Management Committee, the continuing members may act only to:
 - a) increase the number of Management Committee members to the number required for a quorum; or
 - b) call a General Meeting of the Association.

ARTICLE 29 – FUNCTIONS OF THE MANAGEMENT COMMITTEE

- 1) Subject to this Constitution or a motion of the members of the Association adopted at a General Meeting, 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 this Constitution and any matter relating to the Association on which the Constitution is silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- 3) The Management Committee has the authority to adopt policies and positions in relation to environmental issues affecting the Sunshine Coast region.

ARTICLE 30 – MEETINGS OF THE 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 times in each financial year of the Association.
- 2) Subject to the provisions of the Act, its Regulations and this Constitution, the Management Committee may meet and conduct its proceedings as it considers appropriate and may formulate its own process for calling meetings.

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ARTICLE 31 – QUORUM FOR MANAGEMENT COMMITTEE MEETING

The quorum for a Management Committee meeting will be a majority of the number of persons elected to the Management Committee at the last Annual General meeting but never less than three.

ARTICLE 32 – MINUTES OF MANAGEMENT COMMITTEE MEETING

- 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.

ARTICLE 33 – SUB-COMMITTEES

- 1) The Management Committee may establish Sub-Committees to deal with a particular part of the Associations business.
- 2) The Management Committee and a General Meeting may appoint an individual to be a member of a Sub-Committee.
- 3) Sub-Committees will report to the Management Committee.
- 4) Subject 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.

SECTION 7 – FINANCIAL AFFAIRS

ARTICLE 34 – FINANCIAL YEAR

- 1) The end date of the Association's financial year is 31st of March in each year.
- 2) The Treasurer 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 weeks before the start of a new financial year.
- 3) 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.
- 4) The Treasurer must, as soon as practicable upon completion of these financial statements but within three months from the end of the financial year, ensure that the financial statement and the underlying administration are audited by the person appointed at the last Annual General Meeting.

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ARTICLE 35 – FUNDS & 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 petty cash account may be maintained for payments by the Association below the amount determined from time to time by the Management Committee. Particulars of all payments from, and reimbursements to, the petty cash account must be recorded in the petty cash book.
- 6) Payments by the Association shall normally be made by cheque or electronic funds transfer. The Management Committee may from time to time determine a maximum amount that may be paid in cash.
- 7) Any payment made by cheque or electronic funds transfer must be authorised by two signatories who are either members of the Management Committee or other persons authorised by the Management Committee as signatories to the accounts of the Association.
- 8) All expenditure must be approved or ratified at a Management Committee meeting.

ARTICLE 36 – NOT FOR PROFIT

- 1) All income and property of the Association and the public fund shall be used solely in 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.

SECTION 8 – THE SECRETARY

ARTICLE 37 – APPOINTMENT OF THE SECRETARY

The Management Committee of the Association shall appoint a Secretary for the Association. The Secretary will be:

- a) a member of the Association; or

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- b) a member of a Member Group of the Association; or
- c) a member of the Management Committee; or
- d) a person employed by the Association.

ARTICLE 38 – FUNCTIONS OF THE 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.

SECTION 9 – GIFT FUND

ARTICLE 39 – THE SCEC 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; and
- 2) The SCEC Gift fund will abide by the Ministerial Rules relating to Gift Funds listed on the Register of Environmental Organisations; and
- 3) The Association will maintain a separate bank account in the name of the SCEC Gift Fund; and
- 4) 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; and
- 5) The Association and the Public Fund will not receive any other money or property into this account; and
- 6) The Public Fund will comply with subdivision 30-E of the Income Tax Assessment Act 1997; and
- 7) All donations received by the SCEC Gift Fund will be acknowledged with a duly constituted receipt in the name of the SCEC Gift Fund.

ARTICLE 40 – THE GIFT FUND COMMITTEE

- 1) There will be a committee of no less than three members known as the 'Gift Fund Committee'.
- 2) Members of the Gift Fund Committee will be appointed at a General Meeting of the Association but the Management Committee of the Association may fill any

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casual vacancies to ensure the Gift Fund Committee can continue to discharge its responsibilities until the next General Meeting of the Association.

- 3) Membership of the Gift Fund Committee is restricted to individuals who are:
 - a) Long standing members of the Association or its Member Groups; and
 - b) A majority of members of the Gift Fund Committee are required to be 'responsible persons' as defined by the Guidelines of the Register of Environmental Organisations.
- 4) Any member of the Management Committee of the Association may be invited to participate in the deliberations of the Gift Fund Committee.
- 5) The Gift Fund Committee shall meet no less than two times a year.

ARTICLE 41 – FUNCTIONS OF THE GIFT FUND COMMITTEE

- 1) The Gift Fund Committee will be responsible for the management and administration of the 'SCEC Gift Fund'.
- 2) The Gift Fund Committee will ensure that members of the public are invited to make gifts of money and property to the SCEC Gift Fund to support the environmental objectives of the Association.
- 3) The Gift Fund Committee will decide how to allocate funds received by the SCEC Gift Fund giving due consideration to the objectives of the Association. 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.
- 4) The Gift Fund Committee will ensure that:
 - a) statistical Information relating to all gifts received by the SCEC Gift Fund during a financial year will be provided to the Department no less than 4 months after the end of the financial year.
 - b) the Department is promptly informed of any relevant changes to the Association or the SCEC Gift Fund.

SECTION 10 MISCELANIOUS

ARTICLE 42 – BY LAWS

- 1) The Management Committee may make, amend or repeal Bylaws, not inconsistent with this Constitution, for the internal management of the Association.
- 2) A Bylaw may be set aside by a vote of members at a General Meeting of the Association.

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ARTICLE 43 – CONSTITUTIONAL AMENDMENTS

- 1) Subject to the provisions of the Act, this Constitution may be amended, repealed or added to by a special resolution of a General Meeting.
- 2) However an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

ARTICLE 44 – COMMON SEAL

- 1) The Management Committee must ensure the Association has a common seal.
- 2) The common seal must be—
 - a) kept securely by the Management Committee; and
 - b) used only under the authority of the Management Committee.
- 3) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by—
 - a) the Secretary; or
 - b) another member of the Management Committee; or
 - c) someone authorised by the Management Committee.

ARTICLE 45 – DOCUMENTS

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

ARTICLE 46 – WINDING UP OF THE ASSOCIATION

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

ARTICLE 47 – DISTRIBUTION OF SURPLUS FUNDS

- 1) If the Association is wound up and there remains, after satisfaction of all its debts and liabilities, any property whatsoever – including any property held by the public fund – this property shall be distributed to other associations that:
 - a) have objects similar to the objects of the Association; and
 - b) have a provision in their constitution that imposes limits its capacity to distribute funds to its members similar to those in Article 36.
- 2) 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 people to manage the distribution of any remaining property in accordance with clause 1).
- 3) If the Association is wound up by the Supreme Court the Management Committee will be responsible for the distribution of any remaining property in accordance with clause 1).

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- 4) Should the Management Committee have less than three members upon winding up it will seek to increase its numbers to at least three, preferably calling upon a long standing member of the Association or one of its Member Groups, to discharge this responsibility.