

South Gippsland Conservation Society

The Constitution

1. Aims and Objectives

The Association shall be a non-profit, non-sectarian and non-party political organisation with the purpose of carrying out any lawful activity to further the conservation of the earth's natural resources to achieve ecological sustainability, in particular in the South Gippsland region by:

- 1.1 promoting and undertaking education about the environment.
- 1.2 undertaking conservation activities.
- 1.3 informing the public about natural attractions in the South Gippsland region.
- 1.4 affiliating, as appropriate, and working with peak and other conservation groups whose aims and objectives are consistent with those of the Association.
- 1.5 taking such action as may from time to time be decided necessary to achieve the general aims of the Association.

2. Interpretation

In this Constitution, unless the contrary intention appears:

- 2.1 "The Act" means the Associations Incorporation Act 1981.
- 2.2 "The Regulations" means the Regulations under the Act.
- 2.3 "Association" means the South Gippsland Conservation Society Incorporated, (SGCS).
- 2.4 "Executive" means the Committee of Management of the Association.
- 2.5 "Financial year" means the year ending 31 January.
- 2.6 "General Meeting" means a General Meeting of members convened in accordance with this Constitution.
- 2.7 "Member" means a member of the Association.
- 2.8 "President" means the member of the Executive elected as President and "Vice President" means "Vice President" and is the official policy contact for the Association.

- 2.9** “Secretary” means the member of the Executive elected as Secretary and in any other case, the public officer of the Association.
- 2.10** “Treasurer” means the member of the Executive elected as Treasurer.
- 2.11** “South Gippsland” means the South Gippsland region in the state of Victoria, and includes the area north to the Princes Highway, west to Westernport Bay, east to Woodside, and extending one kilometre off the coast.
- 2.12** Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

3. Membership

- 3.1** Application for Membership of the Association shall be open to any person, family or group who:
- (a) subscribes to the aims of the Association, and
 - (b) undertakes to abide by the Constitution.
- 3.2** An applicant shall be admitted to membership if:
- (a) nominated by a financial member of the Association;
 - (b) the admission as a member is approved by the Executive;
 - (c) payment of the annual subscription is made.
- 3.3** The application for membership of the Association:
- (a) shall be made in writing on an approved membership application form: and
 - (b) shall be lodged with the Membership Officer of the Association.
- 3.4** After the receipt of an application, the Membership Officer shall refer the application to the next meeting of the Executive.
- 3.5** The Executive shall determine whether to approve or reject the application. The Membership Officer shall notify the applicant of the result within twenty-eight days.
- 3.6** Where the application has been approved, the Membership Officer shall, upon payment of the annual subscription, enter the applicant’s name, postal address and date of acceptance in the Register of Members.
- 3.7** Rights, privileges, and obligations under this Constitution are not transferable.

3.8 Membership terminates upon death, resignation and/or expulsion or on the failure to pay the prescribed subscription within twelve months following the due date.

4. Register of Members

4.1 A Register of Members shall be kept by the Membership Officer, who will provide updated membership lists at least once each year to the Secretary, and local branches

4.2 Members may inspect the Register at the Environment Centre or by arrangement with the Membership Officer.

5. Annual Subscription

5.1 Annual subscriptions are available for members in the following categories:

(a) single membership — one vote,

(b) family membership — two votes,

(c) group membership — one vote.

5.2 The amount of the annual subscription shall be fixed at the Annual General Meeting in each year and is payable from the 1st day of March in each year.

6. Resignation and/or Expulsion of Members

6.1 A member of the Association may resign from the Association by notifying the Secretary or the Membership Officer in writing of their intention to resign. Upon receipt by the Executive, the member shall cease to be a member and the Membership Officer shall note in the Register of Members an entry recording the date of the resignation.

6.2 Where in the opinion of the Executive a member has refused or neglected to comply with the Constitution or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the Executive may, by two thirds majority resolution, expel a member from the Association or suspend a member from membership for a specified period;

6.3 Where the Executive passes a resolution under 6.2, the Secretary shall serve on the member by mail a copy of the resolution within fourteen days of the meeting at which the resolution was made.

6.4 Any expelled or suspended member may, on not less than fourteen days written notice, give grounds for appeal against the decision of the Executive, such appeal to

be considered at the next meeting of the Executive. The member may attend the meeting in person, or give a written statement to the Secretary at least forty-eight hours prior to the time for the commencement of the meeting.

- 6.5** The Executive may confirm the resolution, amend the resolution or revoke the resolution and the decisions of the Executive shall be conveyed to the member by the Secretary by mail within fourteen days of the meeting.

7. Annual General Meetings

- 7.1** The Association shall convene an Annual General Meeting of its members, to be held in March of each year, on such a day as the Executive determines.

- 7.2** Members shall be advised of the date and venue of the Annual General Meeting at least two weeks prior to the meeting. An Agenda of business to be conducted at the Annual General Meeting shall be sent to members in the Association's Newsletter prior to the meeting.

- 7.3** The ordinary business of the Annual General Meeting shall be:

- (a) to confirm the minutes of the preceding Annual General Meeting and of any General Meeting held since that meeting;
- (b) to receive from the Executive reports upon the transactions of the Association during the last preceding financial year;
- (c) to elect the Executive Officers of the Association;
- (d) to transact any other business of which at least two weeks' notice has been given.

- 7.4** The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

- 7.5** The quorum for the Annual General Meeting shall be twenty financial members of the Association.

- 7.6** Where a quorum is not present within one hour of the start of the meeting, the Annual General Meeting shall be adjourned and there shall be another meeting convened.

8. Special General Meetings

- 8.1** All General Meetings other than the Annual General Meeting shall be Special General Meetings.

- 8.2** If required by the Executive, or upon the requisition in writing of members representing not less than ten financial members, the Secretary shall convene a Special General Meeting of the Association.
- 8.3** The quorum for all Special General Meetings shall be twenty financial members of the Association.
- 8.4** Where a quorum is not present within one hour of the start of the meeting, the meeting shall be adjourned and there shall be another meeting convened. At this adjourned meeting any number of members exceeding ten shall constitute a quorum.
- 8.5** The Secretary shall, at least seven days before the date fixed for holding a Special General Meeting of the Association, notify all members of the date, venue and time of the meeting and the nature of the business to be transacted at the meeting.
- 8.6** A member desiring to bring any business before the meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling for the next General Meeting after the receipt of the notice.

9. Proceedings at General Meetings

- 9.1** All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in this Constitution as being the ordinary business of the Annual General Meeting, shall be deemed special business.
- 9.2** No item of business shall be transacted at a General Meeting unless a quorum of members entitled under this Constitution to vote is present during the time when the meeting is considering that item.
- 9.3** The President, or in his/her absence, the Vice-President, shall preside as Chairperson at each General Meeting of the Association.
- 9.4** If the President and the Vice-President are absent from a General Meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
- 9.5** Minutes of decisions taken at all General Meetings shall be prepared. Such Minutes, if passed as correct at the next General Meeting shall be evidence of the proceedings and such meeting shall be deemed to have been duly convened and held, and the resolutions recorded in the Minutes duly passed or otherwise recorded.

10. Voting at General Meetings of Members

- 10.1** At all General Meetings of members, questions and policy matters shall be determined by a show of hands; unless before or on the declaration of the show of

hands a poll is demanded by at least three members qualified to vote, in which event the matter shall be decided by poll. A declaration by the President that a resolution has, on a show of hands, been carried or otherwise, and an entry to that effect in the Minute Book of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 10.2** Upon any question arising at a General Meeting of the Association, each financial member who has paid the prescribed subscription for the relevant financial year shall be entitled to vote according to clause 5.1.
- 10.3** Voting shall be in person or if so determined by the Executive by postal vote.
- 10.4** Postal votes must reach the Secretary no later than 24 hours before the time of the meeting.
- 10.5** In the case of an equality of voting on a question, the President is entitled to exercise a second or casting vote.

11. Executive Committee of Management

- 11.1** The affairs of the Association shall be managed by an Executive Committee of Management constituted as provided in clause 11.3.
- 11.2** The Executive –
 - (a) shall control and manage the business and funds of the Association;
 - (b) may, subject to this Constitution, the Regulations and the Act, exercise all such powers and functions other than those that are required by this Constitution to be exercised by General Meetings of members; and
 - (c) subject to this Constitution, the Regulations and the Act, has power to perform all such things as appear to the Executive to be essential for the proper management of the business and affairs of the Association.
 - (d) shall issue an information bulletin (Greensheet) each year, which shall include names and contact numbers of the Executive, local branches and the Environment Centre, a calendar or organized activities and membership form.
 - (e) shall, where practicable circulate a newsletter at such times as it shall determine.
 - (f) shall, where appropriate appoint delegates to other environmental organisations.
- 11.3** The officers of the Association shall be –
 - (a) a President;

(b) one or two Vice Presidents;

(c) a Treasurer;

(d) a Secretary;

(e) a Membership Officer

11.4 Each officer of the Association shall hold office until the Annual General Meeting next after the date of their election but is eligible for re-election.

11.5 In the event of a casual vacancy in any office referred to in 11.3 the Executive may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting following the date of the appointment.

11.6 No member of the Executive shall be appointed to, or retain any paid office of the Association whilst being a member of the Executive of the Association. This excludes the payment of any Honoraria which may be paid to any member of the Executive in appreciation of voluntary services rendered to the Association.

11.7 Subject to Section 23 of the Act, the Executive Committee shall consist of:

(a) the Officers of the Association

(b) the shop committee convenor

(c) education committee convenor

(d) a delegate from each local branch who shall be nominated by each branch of the Association,

(e) up to two co-opted members

12. Election of Executive Committee

12.1 Nominations for candidates for election as Officers of the Association:

(a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate and delivered to the Secretary of the Association before the date fixed for the holding of the Annual General Meeting; and/or

(b) shall be taken at the Annual General Meeting in each year.

12.2 If insufficient nominations are received to fill all vacancies on the Executive, the candidates nominated shall be deemed elected and a smaller Executive formed, so long as a Secretary, a Treasurer and a Membership Officer are among those Officers elected.

12.3 If only one nomination is received for any office, the person shall be deemed to be elected unless the meeting decides that a ballot (requiring 60% vote in favour) should be held.

12.4 Where more than one nomination is received for any office, a ballot should be held.

12.5 The election of Officers shall be conducted at the Annual General Meeting.

13. Vacancy of Executive Office

For the purposes of this Constitution, the office of an Officer of the Association becomes vacant if the Officer:

(a) ceases to be a member of the Association;

(b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;

(c) resigns from office by notice in writing given to the Secretary.

(d) fails to attend three consecutive meetings without reasonable excuse.

14. Procedure of Executive

14.1 The Executive shall meet at least three times in each year at such place and such times as the Executive may determine.

14.2 Special meetings of the Executive may be convened by the President or by any four members of the Executive.

14.3 Notice shall be given to members of the Executive of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

14.4 Any five members of the Executive, including three Officers shall constitute a quorum for the transaction of business of an Executive meeting.

14.5 No business shall be transacted unless a quorum is present within half an hour of the time appointed for start of the meeting, in which case the meeting shall be adjourned.

14.6 At meetings of the Executive the President or in his absence the Vice-President shall preside, or if the President and Vice-President are absent, another member of the Executive shall be appointed to chair the meeting.

14.7 All questions arising at a meeting of the Executive or of any sub-committee appointed by the Executive shall be determined on a show of hands.

14.8 Each member present at a meeting of the Executive or of any sub-committee appointed by the Executive (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

14.9 Minutes of the decisions of the Executive meetings shall be recorded by the Secretary and confirmed at the following meeting as a true record of the proceedings of the Executive.

15. Appointment of Sub-Committees

15.1 The Executive may at any time appoint sub-committees of financial members of the Association and may prescribe the function of any such sub-committee. These members shall be appointed annually.

15.2 The President and Secretary shall be ex-officio members of all sub-committees. The quorum for a meeting of a sub-committee shall be one third of its voting members, and not less than two members.

15.3 The Executive shall have the power to co-opt persons outside the Association to serve on a sub-committee in an advisory capacity, but no such co-opted person shall be entitled to vote on any matter.

15.4 Joint committees. The Executive may appoint members and also co-opt persons from outside the Association to work with other groups on specific projects consistent with the aims of this Association. Such committees shall report to each executive meeting.

15.5 Where the sub committee or joint committee is responsible for significant funds, and audited financial report shall be prepared for each AGM of the Association.

15.6 At each meeting of the Executive, each sub-committee shall present a report which shall include any recommendations requiring decision by the Executive.

15.7 All permanent sub committees shall meet at least three times annually. All temporary sub committees shall meet as often as necessary to complete their tasks.

15.8 Where practicable the Executive shall appoint sub-committees for education, retail sales and records/library.

15.8.1 Education The Education Committee shall undertake education of the public in the understanding and conservation of the natural environment through the implementation of a range of activities and programs and the provision of appropriate literature and information. The Education Committee shall have a convenor, secretary, treasurer and a delegate from each branch. An Education Officer (voluntary or paid) may be appointed by the Executive to manage these activities (taking into account the advice of the Education Committee) or conjointly as provided under Clause 1.4. The Executive shall provide a job description of the

officer's duties. The Education officer shall report to each meeting of the Education Committee.

15.8.2 Shop/Retail Sales The Shop Committee shall undertake retail sales of books and other items appropriate to informing, encouraging, motivating and educating the public in the understanding and conservation of the natural environment (and acting as a public face of the SGCS). The Shop Committee shall have a convenor, secretary, treasurer and a delegate from each branch. The day to day running of the shop shall be by a manager (voluntary or paid) appointed by the Executive (taking into account the advice of the shop committee) on such terms as shall be determined by the Executive. The Executive shall provide a job description of the officer's duties. The shop manager shall report to each meeting of the Shop Committee. The shop treasurer shall prepare an audited annual financial report for each AGM of the members of the Society. Shop assistants shall be volunteers and shall be financial members of the Association. The convenors of the above committees (15.8.1 and 15.8.2) shall be members of both committees, or may be represented respectively by the Education Officer and the Shop Manager as proxies.

15.8.3 Records and Resource Library A Records and Resource Library shall be established and maintained by a Records and Library Officer and/or committee. The Resource Library shall contain the historical records of the Association, newsletter, activities, submissions and photographs, plus other information on the environment for members and public to access on request.

15.8.4 Newsletter and Greensheet A Newsletter Editor/Committee shall prepare and circulate a regular newsletter and the Society's information bulletin (Greensheet).

16. Local Branches

Local Branches carry out the aims of the Association in selected local areas. They may apply for grants, enter submissions and undertake other activities which promote the aims and policies of the Association.

16.1 A local branch shall comprise a minimum of five financial members.

16.2 Each local branch shall lodge with the Executive after each meeting a copy of the Minutes of that meeting.

16.3 Each local branch shall nominate a delegate to the Executive Committee, Education Committee and Shop Committee.

16.4 New branches can only be accepted at a General Meeting of the Association, and are bound by this Constitution.

16.5 Local branches may issue statements on their own behalf.

16.6 Approval of the President or Secretary must be obtained for a local branch to issue statements on behalf of the Association as a whole.

17. Finance

- 17.1** All payments shall be made by cheque. All payments over \$50.00 must have the authority of the Executive before being paid.
- 17.2** All cheques or withdrawals shall be signed by any two designated signatories.
- 17.3** The accounts and books shall be available for inspection by members on request.
- 17.4** All account books are to be checked annually by an Auditor.

18. Funds

- 18.1** The funds of the Association shall be derived from annual subscriptions, donations and shop sales, education program charges and any other such sources as the Executive determines.
- 18.2** Funds are to be lodged in a bank account operated on the signatures of any two of the President, Secretary and Treasurer.
- 18.3** The Association shall operate a South Gippsland Conservation Society Public Fund to accept gifts and donations to further the following objectives:
 - (a) promoting environmental issues,
 - (b) providing a source of informed opinion on environmental matters generally and with special emphasis on areas within South Gippsland.

This fund must comply with section 7AB of the Income Tax Exemption Act 1936.

- 18.4** Any allocation of funds or property from the SGCS Public Fund to other organisations or persons shall be made in accordance with the objectives of the Association and will not be influenced by the expressed preference of a particular donor to the fund.
- 18.5** In the administration of the Fund no action shall be taken that could be construed as acting as a mere conduit for the donation of money or property to other organisations or persons.

19. Common Seal

- 19.1** The Common Seal of the Association shall be kept in the custody of the Secretary.
- 19.2** The Common Seal shall not be affixed to any instrument except by the authority of the Executive and the affixing of the Common Seal shall be attested by the signatures of one member of the Executive and of the Public Officer of the Association.

20. Annual Returns.

Within one month following the date of each Annual General Meeting, the Secretary shall forward to the Registrar of Incorporated Associations two copies of:

- (a) The Annual Report of the Association.
- (b) An audited statement of the Financial Affairs of the Association.
- (c) A statement to the effect that the statement of Financial Affairs had been submitted to members at the Annual General Meeting of the Association.
- (d) A statement of the terms of any Resolutions passed concerning the statement of Financial Affairs.
- (e) The prescribed Fee (if any).

21. Alterations to the Constitution

- 21.1** Any proposed alterations to this Constitution of the Association shall be submitted to a Special General Meeting or Annual General Meeting of members of the Association.
- 21.2** At least twenty-eight days prior to being submitted to a Special General Meeting or Annual General Meeting of members, the proposed alterations shall be notified to members of the Association.
- 21.3** A resolution proposing to alter the Constitution shall be approved by a majority of at least three fourths of the members present and voting on the resolution, otherwise the resolution will be deemed to have been lost.
- 21.4** Where, in accordance with clause 21.3, the Constitution of the Association is altered, the Secretary shall, within twenty-eight days of the meeting, send copies of the Resolutions to The Office of Fair Trading.

22. Winding up of the Association and the Disposal of Assets

- 22.1** Where at any Annual or other General Meeting of members of the Association a resolution for the dissolution of the Association is approved by a majority of at least two thirds of the members present and voting on the resolution, the Executive Committee shall within seven days of the date of the meeting inform all government and other organisations with whom the Association has current agreements or negotiations, of the decision to wind up the Association.
- 22.2** Where it has been resolved in accordance with clause 22.1 that the Association will be wound up voluntarily, the winding up shall be carried out in accordance with the Act.

22.3 Any assets remaining after settlement of all debts and liabilities of the Association, including payment or re-payment to any member for out-of-pocket expenses, money lent, reasonable and proper charges for goods hired or purchased, or the provision of services, and including the cost of winding up, shall be given or transferred to similar not-for-profit organisation or organisations having purposes similar to the purposes of the Association.

22.4 On completion of the winding up, an application shall be made for cancellation of any registration of the Association under provisions of the Corporations Act.

23. Duties of Officers

23.1 Duties of President

23.1.1 Between meetings of the Executive, unless otherwise determined, the Power of the Executive (other than powers which are delegated to other Officers of the Executive) shall be delegated to the President, who shall act as spokesperson of the Association.

23.1.2 At each meeting of the Executive, the President shall be present a report on any Executive decisions made since the last Executive.

23.1.3 In the absence of the President, the Vice President shall carry out the duties of the President.

23.2 Duties of Secretary

23.2.1 The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each executive committee meeting in proper form, together with a record of the names of persons present.

23.2.2 The Secretary shall be responsible for dealing with all correspondence relating to the Policy of the Association, and for proper custody of Books, Documents and Securities of the Association.

23.2.3 The Secretary shall make such documents available for inspection by members upon request.

23.2.4 The Secretary shall be the Public Officer of the Association unless otherwise determined by the Executive.

23.3 Duties of Treasurer

23.3.1 The Treasurer of the Association shall:

(a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and

(b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure.

23.3.2 The Treasurer shall present a Financial Report to each Executive meeting and shall present an audited Annual Financial Report to each Annual General Meeting.

23.4 Duties of Membership Officer

The Membership Officer shall keep and maintain a register of financial members in which shall be entered the full name, address and the date of entry of each member, and shall notify members of membership renewal and current subscription rate.

23.5 Duties of Delegates

Delegates may be appointed to attend meetings of other organizations as representatives of the Association. They shall seek the advice of the Executive with respect to the business of such other organizations, and the business of such meetings shall be regularly reported to the Executive.