

Constitution of the Sutherland Shire Environment Centre Incorporated

Shop 4, 5-7 Boyle Street, Sutherland NSW 2232

Note: The Constitution which accompanied Incorporation of SSEC, 8 November 1991, was revised on: 1) 8 July 1993, 2) 21 September 1995 and 3) 23 September 1999 4) 22 September 2001 5) 5 September 2003 6) 20 September 2007

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Part I: Preliminary

1. Name

- a. The name of the association is "Sutherland Shire Environment Centre Incorporated" (abbreviated in this constitution as "SSEC").

2. Role

- a. As an independent not-for-profit association, SSEC is:
 - i. COMMITTED to "thinking globally and acting locally" by raising residents' awareness of the need for worldwide ecological sustainability while focusing on the active defence and improvement of the environment of the Sutherland Shire and its extensive associated bio-regions;
 - ii. SUPPORTIVE of others in the community including business, council, government and residents who are acting positively towards the environment.
 - iii. DEPENDENT on financial support of members, friends of SSEC, grants, donations and on funds raised by providing services to residents, community and school organisations, government bodies and private firms.
 - iv. AWARE that the original inhabitants of the Sutherland Shire came from the Dharawal and Gandangara peoples, who lived in the area for thousands of years prior to the arrival of Europeans.
 - v. MINDFUL of the three historical firsts of the Shire and its associated bio-regions: as Captain Cook's first landing place, as Governor Phillip's first site for raising a flag two days before doing so in Sydney Cove; and as Australia's first place of environmental protest, when Aborigines expressed concern at the clearing of land by Phillip's sailors.

3. Objects

- a. The objects of SSEC are:
 - i. To act to defend the environment of the Sutherland Shire and associated bio-regions by supporting members and local community organisations in their efforts to protect and improve their local areas.
 - ii. To develop and conduct environmental education initiatives to encourage behavioural change to achieve a sustainable environment in the Sutherland Shire and its bio-regions.

4. Interpretations

- a. In this constitution, except insofar as context indicates otherwise, certain words are defined:
 - i. "the Act" means the Associations Incorporation Act 1984.
 - ii. "the Association" means the Sutherland Shire Environment Centre Incorporated
 - iii. "SSEC" means the Sutherland Shire Environment Centre Incorporated
 - iv. "the Board" means the governing body of SSEC, and the Board for the purposes of the Act.
 - v. "the Regulation" means the Associations Incorporation Regulation 1999
 - vi. "the Secretary" means the officer of that name, who shall also be the Public Officer, unless the Board appoints a separate Public Officer.
 - vii. a "member" shall be any person supporting the objects of SSEC, is approved by the Board and is either a "financial member" or an "honorary member" as defined in viii. and ix. following.
 - viii. "financial member" shall be a member who has paid the prescribed membership fee.
 - ix. "honorary member" shall be a member who is a Life member or other member who is deemed by the Board to have achieved admirable environmental, social and/or SSEC services and may be granted the membership as a temporary or permanent status.
 - x. references to "associated bio-regions" in this document include all of the Sutherland Shire local government area, Botany Bay, Port Hacking, the Georges/Woronora and Hacking rivers systems, the portion of the Wollongong local government area that has related or interconnected ecosystems to Port Hacking and the Hacking river system, and the portions of the Botany, Bankstown, Campbelltown, Hurstville, Kogarah, Liverpool and Rockdale local government areas that have related or interconnected ecosystems to Botany Bay and the Georges/Woronora river systems.
 - xi. "ecological sustainability" refers to the maintenance and not the degradation of nature throughout time. Nature includes both the biotic and non-biotic aspects of a natural environment system and is inclusive of the maintenance of the processes and functions of that system. Ecological sustainability is the goal to be achieved through conservation and ecologically sustainable development.

Part II: Membership

5. Membership Qualification

- a. A person is qualified to be a member of SSEC if:
 - i. the person is currently a financial member and whose membership has not been revoked by the Board under rule 9.
 - ii. the person is granted an honorary membership by the Board and whose membership has not been revoked by the Board under rule 9.

6. Membership Entitlements not Transferable

- a. A right, privilege or obligation which a person has by reason of being a member of SSEC:
 - i. is not capable of being transferred or transmitted to another person; and
 - ii. terminates upon cessation of the person's membership.

7. Fees, Subscriptions, etc.

- a. A membership fee shall be determined by decision of two-thirds of the members present at a general meeting.

8. Members' Liabilities

- a. A member shall not be liable to contribute to the payment of the debts and liabilities of SSEC or the costs, charges and expenses of the winding up of SSEC

9. Disciplining Members

- a. Where the Board is of the opinion that a member of SSEC
 - i. has persistently refused or neglected to comply with a provision or provisions of the rules; or
 - ii. has persistently or wilfully acted in a manner prejudicial to the interests of SSEC,the Board may, by resolution, expel the member from SSEC.
- b. Where the Board passes a resolution under paragraph 9(a), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member
 - i. setting out the resolution of the Board and the grounds on which it is based;
 - ii. stating that the member may address the Board at a meeting to be held not earlier than 7 days and not later than 28 days after service of the notice;
 - iii. stating the date, place and time of that meeting; and
 - iv. stating that the member may attend and speak at the meeting and/or submit to the Board at or prior to the meeting written representations relating to the resolution.
- c. At a meeting of the Board held as referred to in paragraph 9(b), the Board shall
 - i. give to the member an opportunity to make oral representations;
 - ii. give due consideration to any written representations submitted to the Board by the member at or prior to the meeting; and
 - iii. by resolution determine whether to confirm or to revoke the resolution.

- d. A resolution of the Board under paragraph 9(a) is of no effect unless the Board, at a meeting held not earlier than 7 days and not later than 28 days after service on the member of a notice under paragraph 9(b), confirms the resolution in accordance with this rule.

Part III Board

10. Powers etc.

- a. The Board shall be called the Board of SSEC and, subject to the Act, the Regulation and this constitution and to any resolution passed by SSEC in general meeting:
 - i. shall control and manage the affairs of SSEC;
 - ii. shall exercise all such functions as may be exercised by SSEC, other than those required by the constitution to be exercised by a general meeting of the members of SSEC;
 - iii. shall perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of SSEC.
- b. The Board may appoint from time to time a patron or patrons of SSEC.

11. Election of the Board

- a. The Board shall consist of the three office bearers and five ordinary Board members from the membership as per rule 5.
- b. The office bearers of SSEC shall be elected by the members and shall consist of:
 - i. the Chairperson,
 - ii. the Treasurer, and
 - iii. the Secretary.
- c. The Chairperson must be elected from the members of SSEC; and the Treasurer and Secretary may also be so elected, but in the event of either or both of these positions not being thus filled a Treasurer and/or a Secretary shall be elected by the Board from persons who are not members, provided that they agree then to become members.
- d. The office-bearers shall hold office until the conclusion of the annual general meeting following the date of their election, and shall be eligible for re-election.
- e. In the event of a casual vacancy occurring in respect of the positions of office-bearers, the Board may appoint any member it deems fit to fill the vacancy and the member so appointed shall hold office, subject to these rules until the conclusion of the annual general meeting following the date of the appointment.
- f. The number of members of the Board will be determined from time to time by a majority of the Board, but shall not be less than five nor more than eight members.
- g. Election of the Board shall be by way of nomination, and if there are more than eight nominations, by ballot.
- h. The form of nomination shall be:
 - i. by verbal nomination and seconding at an annual general meeting, or
 - ii. by a written nomination presented prior to or at an annual general meeting as per appendix 1.

- i. If insufficient nominations are received, the persons nominated shall be deemed to be elected.

12. Secretary

- a. It is the duty of the Secretary to keep minutes of
 - i. all appointments of office-bearers and Board members;
 - ii. the names of members of the Board present at a Board meeting or a general meeting; and
 - iii. all proceedings at Board meetings and general meetings.
- b. Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

13. Register of Board Members

- a. The Secretary shall establish and maintain a register of Board members of SSEC, specifying the name and address of each person who is a member, together with the date on which the person became a member.
- b. The register of members shall be kept either at the residential address of the Public Officer or at the principal place of administration of SSEC and shall be made available free of charge within one week of a request by a member for inspection at a reasonable hour in the presence of the Public Officer.

14. Resignation of Board Membership

- a. A Board member may resign by giving one calendar month's notice of resignation in writing to the Secretary, and upon the expiration of that period the Secretary shall make the appropriate entry in the register of Board members recording that the member has ceased to be a Board member.

15. Treasurer

- a. It is the duty of the Treasurer to ensure that:
 - i. all moneys due to SSEC are collected and received and that all payments authorised by SSEC are made; and
 - ii. correct financial records are kept showing the financial affairs of SSEC, including full details of all receipts and expenditure connected with the activities of SSEC.

16. Casual Vacancies

- a. For the purpose of these rules, the office of a member of the Board, or an office-bearer is vacated if the Board member or office-bearer:
 - i. dies;
 - ii. ceases to be a member of SSEC;
 - iii. becomes an insolvent under administration within the meaning of the Corporations Act 2001;
 - iv. resigns by notice in writing to the Secretary;
 - v. is dismissed from membership under rule 9;
 - vi. becomes of unsound mind or is liable to be dealt with under the law relating to mental health;

- vii. is absent without the consent of the Board from all meetings of the Board held during a period of 3 months;
- viii. holds any office of profit under SSEC;
- ix. is directly or indirectly interested in any contract or arrangement with SSEC unless he/she discloses the nature of that interest at the first available opportunity to the Board and the Board is satisfied that notwithstanding his/her interest the person is still fit to carry on as a member or office-bearer; or
- x. stands for election as a candidate for political office in local, state or federal government, provided that such a candidate if not elected may again nominate for membership of the Board.

17. Alternate Board Members

- a. A Board member may appoint a person to be an alternate Board Member in his or her place during such period as he or she thinks fit.
- b. An alternate Board member is entitled to notice of meetings of the Board and, if the appointer is not present at such a meeting, is entitled to attend and vote in his or her stead.
- c. An alternate Board member may exercise any powers that the appointer may exercise and the exercise of any such power by the alternate Board member shall be deemed to be the exercise of the power by the appointer.
- d. An appointment of an alternate Board member shall be effected by a notice in writing signed by the Board member who makes the appointment and served on the Secretary.
- e. The appointment of an alternate Board member may be terminated at any time by the appointer or by resolution passed by the Board Members notwithstanding that the period of the appointment of the alternate Board Member has not expired, and shall terminate in any event if the appointer vacates office as a Board Member.
- f. The termination of an appointment of an alternate Board member shall be effected by notice in writing to the Secretary signed by the Board Member who made the appointment or signed by the chair of the meeting of the Board or in his or her absence another Board Member and served on the alternate Board Member.

18. Payment of Members and Office-bearers

- a. The income and property of SSEC from whatever source shall be applied solely to the promotion of the objects of SSEC, and no part of that property and income shall be paid or transferred directly or indirectly as dividend, or otherwise by way of profit to any office-bearer or member of the Board, provided that nothing in this rule shall prevent the payment in good faith of remuneration to any office bearer or servant of SSEC or to any member of the Board in return for services actually rendered to SSEC or for reasonable and proper rent for premises let by any member of SSEC.

19. Delegation by the Board

- a. The Board may delegate to one or more committees the exercise of such functions or powers of the Board as are specified other than:
 - i. this power of delegation; and
 - ii. a function which is a duty imposed on the Board by the Act or other law.
- b. The Board may from time to time appoint a Director and/or other Executive officers to administer the affairs of SSEC for such a period and on such terms as it thinks fit.

- c. The Board may assign to the Director or other Executive Officers the right to make policy decisions in matters arising from the day to day work of SSEC, and to establish committees and counsel them, if need be, to see that their decisions are in agreement with the objects of SSEC.
- d. The Board may review the policies of SSEC as determined by the Director or other Executive Officers or committees as it thinks fit.

20. Meetings and Quorum

- a. The Board shall meet from time to time at such time and place in such manner as it shall determine.
- b. A Board meeting may be held using any technology that enables each Member participating in the meeting to simultaneously hear and be heard by each other Member participating in the meeting.
- c. A Board meeting held solely or partly by technology is taken to have been held at the registered office of the Sutherland Shire Environment Centre Incorporated
- d. The Secretary shall give seven clear days notice in writing (or notice in such form and time as may be unanimously agreed by the members of the Board) to each member of the Board of any meeting of the Board.
- e. Any four members of the Board, or such number as the Board shall from time to time determine, constitute a quorum for the transaction of the business of the meeting of the Board.
- f. No business shall be transacted by the Board unless a quorum is present, and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following month or as determined by the Chairperson.
- g. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting will be dissolved.
- h. If the Chairperson is absent from the meeting of the Board, members present shall elect one of their number to preside as Chairperson of that meeting.
- i. A question arising at a meeting of the Board shall be determined on a show of hands and, unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously or carried by a particular majority or lost and an entry to that effect is made in the minute book, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against that resolution.
- j. A poll may be demanded by the Chairperson or by not less than 3 members present or by proxy at the meeting.
- k. Where the poll is demanded, the poll shall be taken
 - i. immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or
 - ii. in any other case, in such manner and at such time before the close of the meeting as the Chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.
- l. Upon any question arising at the meeting of the Board a member has one vote only.
- m. Subject to rule 20(p), all votes shall be given personally.

- n. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- o. A member shall not be entitled to participate in any discussion on or to vote on any matter raised at a meeting relating to any contract or arrangement proposed to be made with SSEC in which he or she is directly or indirectly interested.
- p. At the discretion of the Board, provision for proxy voting may be agreed upon if a member of the Board is overseas, distant from Sydney, or otherwise indisposed.

Part IV: General Meetings

21. Annual General Meetings - Holding of, Calling of and Business at

- a. SSEC shall, at least once in each calendar year within the period of 12 weeks after the expiration of each financial year of SSEC, convene an annual general meeting of the members.
- b. An annual general meeting shall be specified as such in the notice convening it.
- c. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
 - i. to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - ii. to receive from the Board and the Secretary reports on the activities of SSEC during the preceding financial year;
 - iii. to receive the audited financial statements of SSEC;
 - iv. to elect the Office bearers and Board members of SSEC;
 - v. to appoint an auditor and determine his/her remuneration (if any); and
 - vi. to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act.

22. General Meetings - Calling of and Procedure

- a. The Board may, whenever it thinks fit, convene a general meeting of SSEC.
- b. The Board shall convene a general meeting of SSEC upon receiving a written request from 10 or more members.
- c. The procedure at any general meeting, including an annual general meeting, shall be as prescribed for the Board in rule 21.

23. Special Resolution

- a. A resolution of SSEC is a special resolution if:
 - i. it is proposed in writing by a majority of the Board or by 20 members,
 - ii. it is passed by a majority which comprises not less than three-quarters of those members of SSEC or their proxies who are present at the general meeting for which not less than 21 days written notice has been given of the special resolution to be dealt with by this meeting; or
 - iii. where it is made to appear to the Director-General that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph 23(a), the resolution is passed in a manner specified by the Director-General.

Part V: Miscellaneous

24. Insurance

- a. SSEC shall effect and maintain insurance pursuant to section 44 of the Act.
- b. In addition to the insurance required under paragraph 24(a), SSEC may effect and maintain other insurance.

25. Funds - Source

- a. The funds of SSEC shall be derived from donations, grants and such other sources as the Board may determine.
- b. All moneys received by SSEC shall be deposited as soon as practicable and without deduction to the credit of SSEC's bank account.
- c. SSEC shall, as soon as practicable after receiving any money, issue an appropriate receipt.

26. Funds - Management

- a. Subject to any resolution passed by SSEC in general meeting, the funds of SSEC shall be used in pursuance of the Objects of SSEC in such a manner as the Board determines noting the conditions laid out in 26(b) and 26(c).
- b. The property purchased by SSEC known as Unit 11, 2-4 Merton Street, Sutherland NSW as part of Strata Plan 36041 can only be sold by SSEC under the following conditions:
 - i. all outstanding mortgage obligations are to be immediately paid-out, and
 - ii. all proceeds from the sale of all or part thereof of Unit 11, 2-4 Merton Street, Sutherland are to be immediately invested and maintained in either real property and/or a managed fund and that the capital component can only ever be invested and maintained in either property and/or a managed fund.
- c. SSEC cannot take out a mortgage(s) against the property known as Unit 11, 2-4 Merton Street, Sutherland NSW as part of Strata Plan 36041 except under the following conditions:
 - i. to renew the existing mortgage of \$250,000 SSEC took out at the time of purchase, or
 - ii. to extend the repayment period of the existing mortgage of \$250,000 SSEC took out at the time of purchase.
- d. The \$250,000 grant from LEAF (Local Environments of Australia Fund) to purchase the property described in 26(b) was made with the understanding that the Sutherland Shire Environment Centre Incorporated would continue as a local environmental action group, but if this ceases to be the case then the property described in 26(b) or the assets acquired in 26(b)(ii) are to be liquidated and the funds realised subject to 26(b)(i) are to be given to LEAF.
- e. All payments in excess of \$50.00 shall be paid by cheque signed by at least two (2) members of the Board authorised for the purpose by the Board, or by one (1) such member and at least one (1) other person authorised for the purpose by the Board.
- f. All accounts shall be approved by the Board and full details of such approvals shall be entered in the Minute Book.

- g. All payments of loans made by SSEC shall be subject to an authorisation process determined by resolution of the Board in any general meeting.
- h. The approved requirements for authorisation of payments of loans made under 26(g) shall be available on file with the Objects and Rules of SSEC.
- i. A Public Gift Fund shall be set up under the Objects and Rules of SSEC for the specific purpose of funding the Objects of SSEC: see Annexure A of this constitution.
- j. The Sutherland Shire Environment Centre Public Gift Fund shall comply with section 78 AB of the Income Tax Assessment Act 1936.

27. Audit

- a. The auditor or auditors shall be elected at the annual general meeting. They shall examine all accounts, vouchers, receipts, books, etc. and furnish a report on these to the members at the annual general meeting. Audits shall be conducted at regular intervals of not more than twelve months.
- b. An auditor shall not be a member or closely related to a member of the Board.
- c. Subject to paragraph 27(d), notice of the intention to nominate an auditor to replace the current auditor shall be given to the Secretary at least twenty-one (21) days before the annual general meeting. The Secretary shall send a copy of the nomination to the current auditor at least seven (7) days before the annual general meeting. The current auditor shall be entitled to attend the annual general meeting and, if she/he so wishes, to be heard at such annual general meeting.
- d. Where the current auditor submits his/her resignation, or notifies the Secretary of intention not to seek re-election as auditor, paragraph 27(c) shall not apply.

28. Financial Year

- a. The financial year shall conclude on 30th June.

29. Custody of Books, etc.

- a. Except as otherwise provided by the constitution, the Secretary shall keep in his or her custody or under his or her control all records, books and other documentation relating to SSEC.

30. Inspection of Books

- a. The records, books and other documents of SSEC shall be open to inspection, free of charge, by a member of SSEC at any reasonable hour.

31. Surplus Property

- a. In the event of SSEC being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be given to LEAF (Local Environments of Australia Fund).

32. Service of Notices

- a. For the purposes of this constitution, a notice may be served by or on behalf of SSEC upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- b. Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purpose of this constitution to have been served on the person

at the time at which the letter would have been delivered in the ordinary course of postal communication.

33. Alteration of Role, Objects and Rules

- a. The statement of role and objects and these rules may be altered, rescinded or added to only by a special resolution of SSEC.

Annexure A - Rules of the Sutherland Shire Environment Centre Public Gift Fund

1. The Board of Sutherland Shire Environment Centre Incorporated shall be the sole body authorised to (a) establish the Sutherland Shire Environment Centre Public Gift Fund to receive donations eligible for tax deductibility, (b) send to the relevant Commonwealth Government Department an annual statement of donations made to the Fund during the financial year (within four months of the end of the financial year, on the Statistical Return provided by the Department).
2. Donations to the Fund must be used solely for the purposes specified in the Objects of Sutherland Shire Environment Centre Incorporated - being generally environment protection, education and information-dissemination - and not as a conduit to other organisations or persons.
3. The Fund shall receive donations invited from members of the public made aware of the eligibility for tax deductibility.
4. A separate bank account shall be kept for donations made to the Sutherland Shire Environment Centre Public Gift Fund.
5. Records of the Fund shall be kept in a manner that conforms with the constitutional and legal requirements on Sutherland Shire Environment Centre Incorporated and receipts issued in the name of the Fund.
6. The Fund shall be managed by a sub-committee of the Board of Sutherland Shire Environment Centre Incorporated with a majority of persons who have a degree of responsibility to the community as defined by the requirements of the Register of Environmental Organisations.
7. None of the moneys/properties accumulated by the Fund shall be transferred to members of Sutherland Shire Environment Centre Incorporated or to the sub-committee for the Fund, except for validated administrative costs.
8. The Fund shall be operated on a non-profit basis.
9. If the Fund is wound up, any surplus moneys/property shall be transferred to another fund which has objects similar to the objects of Sutherland Shire Environment Centre Incorporated and which is on the Register of Environmental Organisations.
10. The members of the sub-committee for the Fund shall elect a Secretary by simple majority, whose duty shall be to keep the minutes of meetings of the Fund and to inform the relevant Commonwealth Department of any changes to the rules of the Fund and members of its committee.

APPENDIX 1

SUTHERLAND SHIRE ENVIRONMENT CENTRE INCORPORATED

ABN: 96 127 431 611

Shop 4, 5-7 Boyle St, Sutherland NSW 2232 | PO Box 589, Sutherland NSW 1499

ph: 02 9545 3077 | fax: 02 9521 1477 | email: centre@ssec.org.au

Election Nomination Form

(Note: It is not necessary to make a nomination for every position.)

Names of two other SSEC members (1. Nominator, 2. Secunder):

(1) Name: _____

Signature: _____

(2) Name: _____

Signature: _____

(For multiple nominations, please copy this form)

Nominations are to be lodged with the Secretary, Sutherland Shire Environment Centre, PO Box 589
Sutherland NSW 1499 prior to the annual general meeting to be held on September
Chairman

SSEC member to be nominated:

Name: _____

Signature: _____

Treasurer

SSEC member to be nominated:

Name: _____

Signature: _____

Secretary

SSEC member to be nominated:

Name: _____

Signature: : _____

Board member

SSEC member to be nominated:

Name: _____

Signature: : _____