

**THIS IS THE ANNEXURE MARKED "A" REFERRED TO IN THE STATUTORY
DECLARATION OF**

(NAME OF PUBLIC OFFICER)

MADE ON THE _____ DAY OF _____ 20____

BEFORE ME _____
(SIGNATURE OF WITNESS ON STATUTORY DECLARATION)

Constitution of Arid Lands Environment Centre Incorporated

1. NAME

The name of the Association shall be the "Arid Lands Environment Centre Incorporated".

2. DEFINITIONS

In this Constitution

- i. "Act" means the Northern Territory Associations Act 2004 and Regulations made under that Act;
- ii. "ALEC" and the Association means the Arid Lands Environment Centre Incorporated;
- iii. "**Board**" means the **Board of Governance** of ALEC composed in accordance with rule 14;
- iv. "life member" means a person admitted to membership of ALEC pursuant to rule 7;
- v. "member" means a person or organization admitted to membership of ALEC pursuant to rule 6;
- vi. "general meeting" means a meeting convened under rule 19;
- vii. "public officer" has the meaning given in Section 4 of the Associations Act;
- viii. Any inconsistency between these rules and the Act shall be resolved in the favour of the Act; and
- ix. words importing the masculine gender also import the feminine and where appropriate, the neuter, and words importing the singular include the plural, and the plural imports the singular.

3. OBJECTS

The central object of ALEC is to protect the environment and ensure healthy futures for arid lands and peoples. ALEC shall advance this central object by the following means:

- i. **By making every effort to ensure that the air, lands and waters of Central Australia and elsewhere are used with wisdom and foresight and that the competing demands upon them are resolved in the best long term interests of this nation;**
- ii. **By promoting energy policies and initiatives based on low impact renewable and sustainable sources and demoting energy sources with costly environmental impacts such as fossil and nuclear.**
- iii. **By working to create resilient communities, including but not limited to a focus on food security, sustainable transport, energy and water efficiency, and education for sustainability**
- iv. **By educating, advocating and modelling strategies for climate change mitigation and adaptation**
- v. **By advocating for social equity in environmental policy and programmes and supporting poor, vulnerable and disadvantaged groups**
- vi. **By co-operating with and fostering co-operation among, people and other bodies and associations concerned with or interested in conservation and sustainability**
- vii. **By taking such actions that are considered necessary or appropriate to promote conservation and sustainability of the natural environment, and**
- viii. **In furtherance of the object of ALEC, taking or encouraging actions and production of materials including but not restricted to written publications, online resources and other digital media, demonstration projects, research, social and environmental enterprise and other innovative means of advocacy, education, community engagement and action**

4. POWERS OF ALEC

In furtherance of its objects, ALEC may:

- i. hold and dispose of real or personal property, enter into contracts, receive and make gifts, be a beneficiary, construct maintain and alter buildings or works, procure contributions to the funds of

- ii. collect funds, solicit, receive, enlist and accept subscriptions, donations, bequests and any other financial or other aid or assistance from any person, trust, corporation, firm, association, institution, government body or instrumentality or any municipal body or any other body;
- iii. raise and borrow money and secure the repayment of money borrowed by any lawful means including mortgage, charge, debenture or bill of sale over any property of ALEC;
- iv. undertake and execute any trust it considers necessary or desirable and accept any gift, endowment, bequest, or devise made to ALEC generally or for a specific object and carry out any trust attached to any gift, endowment, bequest or devise;
- v. draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments;
- vi. provide any kind of financial and other assistance to any person or body for any purpose which furthers the objects of ALEC including conservation projects to research the establishment and management of National Parks and other parks, reserves, conservation areas, sanctuaries and the like;
- vii. offer, provide, sponsor or contribute towards any lecture, scholarship, prize or other award for any research, study, literature or other effort which furthers the objects of ALEC;
- viii. to do all such lawful things as are considered by the **Board** or the members at a general meeting incidental or conducive to the attainment of the objects or purposes of ALEC;

5. ALEC FUND

A gift fund set up under the Constitution and Rules of ALEC for the purpose of furthering the objects of ALEC shall be called the "ALEC fund". This fund must comply with Section 78AB of the Income Tax Assessment Act 1936.

6. INCOME AND ASSETS

- i. The income and assets of ALEC shall be applied solely to the promotion of the objects of the Association and, subject to Rule 6.2 hereunder, no portion thereof shall be transferred directly or indirectly by way of profit to any member of the Association.
- ii. Nothing herein shall prevent the payment in good faith to a member of the Association for:
 - (a) remuneration in return for services actually rendered or goods supplied in the ordinary course of business;
 - (b) interest at a mutually agreed rate on money lent to ALEC;
 - (c) a reasonable rent on premises let to ALEC;
 - (d) reimbursement of expenses actually incurred on association business or on behalf of ALEC.
- iii. Any member who receives remuneration shall be barred from voting, in any General or other Meeting or in any Committee, on any topic relating to that remuneration.

7. MEMBERSHIP

- i. ALEC must have a minimum of five (5) ordinary members.

7.1 Ordinary Members

- i. any person who subscribes to the objects of ALEC may apply for admission to membership of the Association.
- ii. admission of a person to ALEC shall not be refused by virtue of their race, ethnicity or political beliefs, however the **Board** may refuse membership to any person without assigning any reason therefore;
- iii. no person shall be admitted to membership unless:
 - (a) her application is made in writing;
 - (b) she has paid her first annual subscription to the Treasurer;
 - (c) she agrees to be bound by the Constitution of ALEC; and
 - (d) she has a genuine desire to further the objects of ALEC.

7.2 Life Members

- i. any person who has rendered or is rendering distinguished service to ALEC may be appointed a Life Member of ALEC by the **Board** on the written nomination of a member of the **Board** or of not fewer than six members submitted to the **Board**.
- ii. A vote on such nomination will be taken at an Annual General Meeting and must obtain a three fourths majority to succeed;
- iii. a Life Member shall not be liable for the payment of subscriptions, but shall otherwise be deemed to be a financial member of the Association and entitled to all the privileges of membership, including voting rights;
- iv. the number of Life Members allowable shall be decided upon by the **Board** from time to time, having considered what is a reasonable number of life members having taken into account the total number of members, life and ordinary, the finances of ALEC, and the benefits accruing to ALEC from the granting of life memberships.

7.3 Member Bodies

- i. ALEC may designate as a member body of ALEC any trust, association, institution, organisation, department, or instrumentality of government, local government authority, educational organization or other body which in its opinion has objects or aim similar to or cognate with all or any of the objects of ALEC provided that such body agrees to be bound by the constitution, regulations and rules of ALEC;
- ii. a member body may from time to time nominate in writing to the Secretary a person as its representative and, subject to this constitution, that person shall have the same rights and privileges as an ordinary member;
- iii. notwithstanding anything contained within this constitution, the representative referred to in the preceding clause shall cease to be a representative for the purposes of this constitution upon the body of which he is a representative ceasing to be a member body of ALEC;
- iv. where a member body has not nominated a representative or has no representative for the time being, the rights and privileges of that member body shall be as determined by ALEC.

7.4 Register of Members

- i. The secretary shall keep, or cause to be kept, a register of members in which shall be entered the members' names, addresses, bodies represented and the amounts of the annual subscriptions. All members have a duty to notify the Secretary of any change of address.

7.5 Privileges of Members

- i. A member has the right to attend and vote at all Annual General and Extraordinary General Meetings.
- ii. A person who is an appointed representative of a member body, as per Rule 8(ii) herein, may likewise attend Annual General and Extraordinary General Meetings and cast a vote on behalf of that member body, and, in the event that she is a member of ALEC, this vote may be cast in addition to the vote she is entitled to cast as an ordinary member.
- iii. All members are eligible for election to any office of the Association; and are entitled to receive one copy of every issue of the newsletter of ALEC.

7.6 Liability of Members

- i. No member shall be liable to contribute towards the payment of the debts and liabilities of ALEC or the costs, charges and expenses of a winding-up of ALEC.

7.7 Subscriptions for Members

- i. The subscription for a calendar year shall be set from time to time by a General Meeting of ALEC.
- ii. Subscriptions from new members paid in November or December shall cover the period ending the 31st of December of the following year.
- iii. A member shall not be deemed unfinancial until her subscription is three months in arrears, at which time she ceases to be a member.

7.8 Expulsion of Members

- i. A member who, in the opinion of the **Board** as expressed by a two-thirds majority of its members present in person or by proxy; has committed or been knowingly concerned in any act likely to bring discredit to the Association or deemed by the **Board** not in the best interest of the Association, may be suspended or expelled or called upon to resign from ALEC.

- ii. The **Board** shall ensure that, before any decision is made, the member shall be notified in writing of the allegations made against them and shall be afforded a reasonable opportunity to explain their actions to the **Board**.

7.9 Resignation of Members

- i. Any member or member body may resign their membership of the Association by written notice to the Secretary.
- ii. Any member or member body resigning or otherwise ceasing to be a member shall, as from the date of withdrawal or cessation, cease to have any claim they may have had upon ALEC, its property or its funds.

8. THE BOARD

8.1 Constitution of the Board

- i. A **board** member must be a member who is 18 years of age or over
- ii. the governing authority of ALEC shall be the **Board of Governance**, hereafter referred to as “the **Board**”.
- iii. the **Board** shall be comprised of a minimum of:
 - (a) **Chair;**
 - (b) **Deputy Chair;**
 - (c) Secretary;
 - (d) Treasurer; and
 - (e) one additional member.
- iv. A quorum for a **Board** meeting shall be four **Board** members.
- v. The **Board** may continue to function notwithstanding any casual vacancy in its numbers.
- vi. A member may not hold any position in the **Board** if she holds any elected office in State, Territory, Local or Commonwealth Government.

8.2 Removal of Officers

- i. An Officer shall be deemed to vacate their office if:
 - (a) they cease to be a member of the Association, or the organisation which they represent ceases to be a Member Body of the Association,
 - (b) they resign their office,
 - (c) by reason of death or physical or mental ill-health they become incapable of performing their duties,
 - (d) they are disqualified from being a **Board** member under section 30 or 40 or the Act,
 - (e) they accept a nomination, or nominate themselves, for an elected office in State, Territory, Local or Commonwealth Government, or
 - (f) for any other reason an absolute majority of the **Board** votes that they have ceased to be an effective member of the **Board**.
- ii. An ordinary member of the **Board** shall cease to hold office if they are absent from more than three consecutive **Board** meetings, or absent from three meetings in the same sitting year without tendering an apology to the **Board**.
- iii. Where an Member Body representative is absent from more than three consecutive **Board** meetings, or absent from three meetings in the same sitting year without tendering an apology to the **Board** the Member Body will be asked to replace that representative.
- iv. The Association through a special general meeting, may remove any **Board** member before that member's term of office ends.
- v. If a vacancy arises through removal under the preceding rule, an election must be held to fill the vacancy.

8.3 Powers of the Board

- i. The **Board** shall be responsible to ALEC.
- ii. The **Board** may elect additional or replacement members of the **Board** as it sees fit.
- iii. Without limiting the preceding sub-clause, in the event of a casual vacancy on the **Board**, the **Board** may choose to appoint a replacement to the position, temporarily, until the next General Meeting.

- iv. Subject to this constitution, the **Board** shall have the entire control and management of the affairs of ALEC, and may act in all matters concerning ALEC in such a manner as it judges appropriate to further the objects and interests of ALEC.
- v. Without prejudice to the generality of the powers vested in it by the last preceding rule, the **Board** may:
 - vi. establish sub-committees for any purpose;
 - vii. delegate any or all of its powers or functions under this Constitution (except this power of delegation) to a sub-committee or sub-committees consisting of a member or members of the **Board** with or without other persons. Every delegation under this rule shall be revocable by resolution of the **Board** and no delegation shall prevent the exercise of any power or function by the **Board**, and
- viii. All the powers as set out in section 4 of this constitution.

8.4 Election of Office Bearers

- i. At each Annual General Meeting all **Board** and sub-committee positions shall become vacant.
- ii. Nominations for positions shall be called at least 21 days before the Annual General Meeting, and nominations may be made in writing to the Secretary or be made at the meeting itself.
- iii. A nomination must be accepted by a nominee before it may be voted on.
- iv. Members who are financial at the date of the meeting are entitled to vote.
- v. Office bearers shall be elected by a show of hands, or by secret ballot if requested by any member present. The candidate receiving the largest number of votes shall be elected.
- vi. In the event of a tied vote, the Chairman of the meeting shall have a casting vote.
- vii. If only one nomination is received for an office, the nominee is automatically elected to that office.
- viii. Any office that becomes vacant may be filled at a General Meeting of which members have been given at least ten (10) days notice. This does not remove or reduce the power of the **Board** to replace officers as provided for in clause N15(ii).
- ix. No person shall be eligible for election to the **Board** if he is not a financial member.

9. PUBLIC OFFICER

- i. The **Board** shall ensure that a member resident in the Northern Territory is appointed as the Public Officer of ALEC.
- ii. The Public Officer of ALEC shall perform the functions and duties required to be performed by her under the Act, and such functions and duties as the **Board** determines.
- iii. The **Board** shall comply with the provisions contained in Sections 27 and 28 of the Act.

10. DISCLOSURE OF INTEREST

- i. Any member of the Association who has a direct or indirect pecuniary interest in any matter that is being considered or about to be considered at a meeting of the Association or the **Board** shall act in accordance with section 31 of the Act. They shall,
 - (a) as soon as possible after the relevant facts have come to their attention, disclose to those present at the meeting their interest and shall then cease to be present at any deliberation with respect to the matter, and
 - (b) disclose the nature and extent of that interest at the next Annual General meeting.
- ii. If a member of the **Board** obtains a direct or indirect pecuniary interest in a matter that has been considered by a meeting of the Association or the **Board** he shall disclose his interest at the first **Board** meeting after he becomes aware of that fact.
- iii. The **Chairman** must ensure that the disclosure is recorded in the minutes of the meeting;
- iv. A **Board** member who has a direct or indirect pecuniary interest in a contract or proposed contract must comply with section 32 of the Act.

11. MEETINGS

11.1 Frequency and calling of meetings

- i. The Board must meet together for the conduct of business not less than 6 times in each financial year .

- ii. The Chairperson, or at least half the Board members, may at any time convene a special meeting of the Board.

11.2 Procedure and order of business

- i. The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- ii. The order of business may be determined by the members present at the meeting.

11.3 Quorum

For a Board meeting, 4 Board members or half the Board members (whichever is larger) constitutes a quorum

11.4 Voting and decision making

- i. The Board aims to build consensus around decision-making; in the absence of consensus;*

Voting at meetings

- i. At any General Meeting of ALEC or meetings of the **Board** or of a sub-committee, or of any committee appointed by the **Board**:
 - (a) except as otherwise provided in this Constitution, a motion shall be deemed passed if it receives the affirmative vote of a simple majority of the members voting at the meeting either in person or by proxy;
 - (b) the Chairperson shall exercise a deliberative vote only;
 - (c) in the event of an equality of voting the motion shall be deemed lost.

12. GENERAL MEETINGS

12.1 Convening general meetings

- i. ALEC must hold all annual general meetings within 5 months after the end of the financial year.
- ii. The Board –
 - (a) may at any time convene a special general meeting;
 - (b) must, within 30 days after it receives a request for a special general meeting, convene a special general meeting for the purpose specified in that request..

12.2 Special general meetings

- i. Twenty (20) members constituting a quorum for a general meeting may make a written request to the Committee for a special general meeting.
- ii. The request must –
 - (a) state the purpose of the special general meeting; and
 - (b) be signed by the members making the request.

- iii. If the Board fails to convene a special general meeting within the time allowed –
 - the members who made the request may convene a special general meeting as if they were the Committee.
- iv.. If a special general meeting is convened, the Association must meet any reasonable expenses of convening and holding the special general meeting.
- v. The Secretary must give to all members not less than 21 days notice of a special general meeting.
- vi. The notice must specify –
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.

12.3 Annual general meeting

- i. The Secretary must give to all members not less than 14 days notice of an annual general meeting.
- ii. The notice must specify –
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.

12.4 Business of the Annual General Meeting

- i. The business of the Annual General Meeting shall include:
 - (a) a report by the **Board** on the activities of ALEC during the preceding financial year.
 - (b) election of officers for the ensuing Financial year.
 - (c) appointment of an Auditor on the nomination of the **Board**.
 - (d) the presentation by the Treasurer of a full and detailed statement of ALEC's financial affairs for the year. The Treasurer shall present to the Annual General Meeting a certificate by the auditor that the books have been audited and are in proper order.

12.5 Special resolutions

- i. A special resolution may be moved at any general meeting of the Association.
- ii. The Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed.
- iii. The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

12.6 Notice to members

- i. A notice may be served by or on behalf of the Association upon any member either personally, by email to their usual or last-known email address, by facsimile to their usual or last known facsimile number or by sending it through the post in a pre-paid letter addressed to the member at their usual or last-known postal address.

12.7 Quorum at general meetings

- i. At a general meeting, five (5) members present in person constitutes a quorum.

12.8 Lack of quorum

- i. If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –
 - (a) for an annual general meeting or special general meeting– the meeting stands adjourned to the same time on the same day in the following week and to the same place;
- ii. If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.
- iii. The **Board** may from time to time invite any person to attend any General Meeting. Such a person may, by resolution of the meeting, participate in discussions but may not vote.
- iv. The **Chair** shall chair General Meetings or, in her absence, the Meeting may elect a Member to chair the Meeting.
- v. Subject to this Constitution, a General Meeting may regulate its proceedings by resolution of a majority of Members voting.
- vi. There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- vii. If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

12.9 Voting

- i. Each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- ii. At a general meeting –
 - (a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
 - (b) a special resolution put to the vote is passed if two-thirds of the members who are present in person or by proxy vote in favour of the resolution.

12.10- Proxies

A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

13. GRIEVANCE AND DISPUTE MANAGEMENT

13.1 Raising grievances and complaints

- i. A member may raise a grievance or complaint about a **Board** member, the **Board** or another member of the Association.
- ii. The Executive Director is to facilitate the grievance and dispute procedure referred to herein. If, due to a conflict of interest or for any other reason it is inappropriate for the Executive Director to act as facilitator, then the **Chair** or, at his or her direction, the **Deputy Chair**, will act as facilitator.
- iii. The grievance or complaint must be dealt with by the procedures set out below.

13.2 Grievance and disputes procedures

- i. This clause applies to disputes between:
 - (a) a member and another member; or

- (b) a member and the **Board**.
- ii. Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- iii. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- iv. The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - i. for a dispute between a member and another member – a person appointed by the Board; or
 - ii. for a dispute between a member and the Board – a person who is a mediator appointed or employed by the department administering the Act.
- v. A member of the Association can be a mediator.
- vi. The mediator cannot be a party to the dispute.
- vii. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- viii. The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- ix. The mediator must not determine the dispute.
- x. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or by recourse to their usual rights under the law.

14. FINANCES

- i. All monies received shall be deposited in ALEC's bank account. Cheques on this account are to be signed by any two of the **Chair, Deputy Chair, Treasurer** and any other members authorised to do so by the **Board**.
- ii. The Treasurer shall keep a proper set of books of account and shall at all times have these available for inspection by any Member who desires to inspect them.
- iii. The financial year for ALEC shall end on the 30th June.
- iv. the Treasurer shall present the books of account to the auditor at least one (1) month prior to the Annual General Meeting, or a lesser time if the Treasurer has good reason to believe such a lesser time clearly allows sufficient time for the audit to be completed before the next Annual General Meeting.

15. ACCESS TO INFORMATION ON THE ASSOCIATION

- i. The following must be available for inspection by members:
 - (a) copy of this constitution;
 - (b) minutes of general meetings;
 - (c) annual reports and annual financial statements.

16. COMMON SEAL

- i. The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "Seal".

- ii. The seal of the Association shall not be placed on any document unless authorised by the **Board** or a General Meeting of the Association.
- iii. If the seal of the Association is placed on a document, either two (2) members of the **Board** or one (1) member of the **Board** and the Public Officer, or such other person as the **Board** may appoint for this purpose, shall sign the document.
- iv. The seal shall remain in the custody of the Secretary.

17. CONSTITUTION

17.1 Interpretation

- i. Any doubt as to the application of or meaning of any clause shall be decided on by a vote in a General Meeting. This decision shall be final and conclusive.

17.2 Amendment of Objectives and Rules

- i. The Objectives and Rules of ALEC may be amended, altered or repealed by a simple majority of members voting at a General Meeting either in person or by proxy where every financial Member has been given at least thirty (30) days notice of the proposal. The Secretary shall make available full details of proposed amendments or alterations to any Member who requests to see them.
- ii. If the constitution is altered the Public Officer must ensure compliance with section 23 of the Act

18. DISSOLUTION and WINDING UP

- i. ALEC may be dissolved upon the vote of a three-fourth majority of members present at a General Meeting convened to consider the question.
- ii. Any surplus funds, property or assets shall, after the payment of any debts and liabilities be transferred to an organisation, fund, authority or institution with one or more objectives similar to ALEC and which prohibits distribution of assets and income to at least the same extent as this constitution.
- iii. The organisation to receive the surplus assets of the Association will be decided by a resolution passed by a simple majority at the General Meeting called to dissolve the Association.
- iv. The process for dissolution or winding up of the Association will comply with the Act.