

CONSTITUTION OF THE ENVIRONMENT CENTRE (NT) INCORPORATED

Adopted 6 June 1993

Amended 17 November 1993

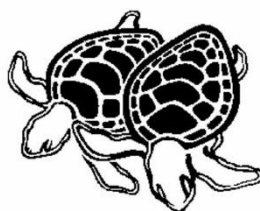
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The Environment Centre NT

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

_____ (Name of Public Officer)

MADE ON THE _____ DAY OF _____ 2005

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GENERAL

1. Name

The name of the Association is the Environment Centre (NT) Incorporated (in these rules called "the Centre")

2. Objects

The objects of the Centre are:

- (1) The protection of all aspects of the natural environment;
- (2) To initiate and carry out specific campaigns aimed at securing the protection of the natural environment;
- (3) To sponsor and carry out research on matters relating to the environment;
- (4) To educate and inform the public on environmental issues;
- (5) To maintain a permanent space to carry out the objects of the Centre;
- (6) To encourage and support individuals, environmental and other organisations and governments to help in achieving our objects;
- (7) To act as spokespersons on environmental issues;
- (8) To do all such things that are conducive to the achievement of the above objects; and
- (9) To maintain independence from all political parties.

3. Interpretation

In these rules, unless the contrary intention appears:

- (1) "employee" means any person employed and remunerated by the Centre on a non-casual basis.
- (2) "Management Committee" means the body referred to in rule 29.
- (3) "Convener" means the person elected to that position under rule 22 (13) at the previous Annual General Meeting (AGM)
- (4) "General Meeting" means a meeting convened under rule 22.
- (5) "member" means a person admitted to membership of the Centre under rules 8, 9 & 10. A member is entitled to one vote. The term member includes a Honorary Life member created under rule 12.
- (6) "Honorary Life member" means a person admitted to membership of the Centre under rule 12. An Honorary Life member is entitled to one vote.
- (7) - "Concession member" means an individual admitted to membership of the Centre under rules 8, 9 & 10 who is a concession card holder. A Concession member is entitled to one vote
- (8) "special resolution" means a resolution notice of which is given under clause 28 and passed in accordance with section 37 of the Act.

4. Powers

The powers of the Centre are:

- (1) To purchase, take on lease or in exchange, and to hire or otherwise acquire any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Centre;
- (2) To buy, sell, supply or deal in goods of all kinds;
- (3) To construct, maintain and alter buildings or works necessary or convenient for any of the purposes of the Centre;
- (4) To employ such staff and retain the services of such persons as the Management Committee from time to time deems necessary or convenient in order to further the objects of the Centre;
- (5) To receive any gift donated, whether by way of a trust or not, for any of the objects and purposes of the Centre;

- (6) To establish and maintain a Public Fund in accordance with these rules into which all monies donated to the Centre where tax deductibility is required, and interest accruing thereon, must be credited;
- (7) To print and publish such newspapers, periodicals, books, leaflets or other documents as the Management Committee or members in a General Meeting think desirable for the promotion of the objects and purposes of the Centre;
- (8) To borrow and raise money and to secure the repayment of money raised or borrowed or the payment of a debt or liability of the Centre in such manner and on such terms as the Management Committee thinks fit, by granting mortgages, charges or securities over any of the real or personal property of the Centre;
- (9) Within the law, to invest any moneys of the Centre not immediately required for any of the objects or purposes of the Centre, in such a manner as the Management Committee may from time to time determine;
- (10) To make gifts, subscription or donations to any of the funds, authorities or institutions:
 - (i) in accordance with provisions of the Income Tax Assessment Act (Commonwealth), as amended to provide tax deductibility for donations to groups on the Register of Environmental Organizations; and
 - (ii) which have the same or similar objects and purposes as those of the Centre;
- (11) To affiliate with or grant affiliation or provisional affiliation to, or collaborate with, any association or body whose objects are the same as or similar to those of the Centre;
- (12) To establish and support, or aid in the establishment and support, of any other association formed for any objects of the Centre;
- (13) To enter into such contracts, including contracts for services, as the Management Committee may think fit;
- (14) To charge fees for administrative services provided by the Centre, and to recover disbursements incurred by the Centre;
- (15) To do any other lawful thing which is incidental or conducive to the attainment of the objects of the Centre or the exercise of any of the powers contained in this rule.

5. Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

6. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

7. Altering the Constitution

- (1) The Association may alter this Constitution by special resolution but not otherwise.
- (2) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

MEMBERS

Membership

8. Application for membership

- (1) To apply to become a member of the Centre a person must submit a written application for membership to the Management Committee in a form approved by the Management Committee.

9. Approval of Management Committee

- (1) The Management Committee must consider any application made under clause 8 at the next Management committee meeting and must accept or reject the application at that meeting.
- (2) If an application is rejected, the applicant may appeal against the decision by giving written notice to the Secretary within 14 days after being advised of the rejection.
- (3) If an applicant gives notice of an appeal against the rejection of his or her application, the Management Committee must reconsider the application at the next Management Committee meeting after receipt of the notice of appeal.
- (4) If after reconsidering an application the Management Committee reaffirms its decision to reject the application, the decision is final.

10. Joining fee

- (1) If an application for membership is approved by the Management Committee, the applicant becomes a member on payment of the annual membership fee and will be added to the Register of Members.

11. Annual membership fees

- (1) The annual membership fee is the amount determined from time to time by resolution at a General Meeting.
- (2) Each member must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Management Committee from time to time.
- (3) A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Management Committee determines otherwise.

12. Honorary life membership

- (1) Honorary Life membership is conferred by an AGM on the recommendation of the Management Committee for an individual identified as having contributed/contributing to the Centre in such a way as to warrant the waiving of usual membership fees indefinitely.

Rights of members

13. General

- (1) Subject to sub-rules 11(2) and 11(3), a member may exercise the rights of membership when his or her name is entered in the register of members.
- (2) A right of membership of the Centre:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on the cessation of membership whether by death, resignation or otherwise.

14. Voting

- (1) Subject to subclause (2) each member has one vote at General Meetings of the Centre.
- (2) A member is not eligible to vote until 10 working days after his or her application has been accepted.

15. Notice of meetings and special resolutions

- (1) The Secretary must give all members notice of General Meetings and special resolutions in the manner and time prescribed by this Constitution.

16. Access to information on Centre

- (1) The following must be available for inspection by members:
 - (a) a copy of this Constitution;
 - (b) minutes of General Meetings;
 - (c) annual reports and annual financial reports; and
 - (d) access to current financial records subject to reasonable restrictions as to time and manner of inspection.

17. Raising grievances and complaints

- (1) A member may raise a grievance or complaint about a Management Committee member, the Management Committee or another member of the Centre.
- (2) The grievance or complaint must be dealt with by the procedures set out in rule 36.

Termination, death, suspension and expulsion

18. Termination of membership

Membership of the Centre may be terminated by:

- (1) a notice of resignation addressed and posted to the Centre or given personally to the Secretary or another committee member;
- (2) non-payment of the annual membership fee within the time allowed under clauses 11(2 & 3); or
- (3) expulsion in accordance with this Division.

19. Death of member or whereabouts unknown

- (1) If a member dies or the whereabouts of a member are unknown, the Management Committee must cancel the member's membership.

20. Suspension or expulsion of members

- (1) If the Management Committee considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Centre, the Management Committee must give notice of the proposed suspension or expulsion to the member.
- (2) The notice must:
 - (a) be in writing and include:
 - (i) the time, date and place of the Management Committee meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
 - (b) be given to the member not less than 30 days before the date of the Management Committee meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Management Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Management Committee may suspend or expel or decline to suspend or expel the member from the Centre and must give written notice of the decision and the reason for it to the member.
- (5) Subject to Appeal as outlined in this section, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

21. Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 20 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Management Committee's decision.
- (2) The appeal must be considered at a General Meeting of the Centre and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The members present at the General Meeting must, by resolution, either confirm or set aside the decision of the Management Committee to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the Management Committee to suspend or expel him or her is confirmed by a resolution of the members.

General Meetings

22. Annual General Meeting

- (1) The members of the Centre shall hold an Annual General Meeting (AGM) within five months following the close of the financial year of the Centre, on such day as the Management Committee shall determine.
- (2) At least 28 days clear written notice of the AGM shall be given to all members by the Convener. The notice must specify that the meeting is the AGM.
- (3) The ordinary business of the AGM shall be:

- (a) to confirm the minutes of the last preceding Annual General Meeting held under rule 22 and any Special General Meeting held since that meeting;
 - (b) to receive reports on the activities and transactions of the Centre since the last Annual General Meeting from the Convener and Treasurer of the Centre;
 - (c) to receive the audited accounts from the auditor of the Centre;
 - (d) to elect for the forthcoming year
 - (i) the Convener;
 - (ii) the Public Officer;
 - (iii) the Treasurer;
 - (iv) the Secretary; and
 - (v) up to 6 general members of the Management Committee; and
 - (e) to appoint an auditor for the forthcoming year.
- (4) The AGM may consider and decide upon matters arising from its ordinary business.
 - (5) Persons seeking election under sub-rule (3)(d) shall be members of the Centre.
 - (6) A nomination of a member for election shall be made in writing and signed by another member and shall be made with the consent of the member nominated. All nominations shall be received by the Convener 5 days prior to the AGM.
 - (7) If insufficient nominations are received to fill all the vacancies on the Management Committee, then further nominations may be received at the AGM.
 - (8) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
 - (9) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
 - (10) The ballot for the election of officers and ordinary Management Committee members shall be conducted at the AGM in such proper manner as the Management Committee may direct.
 - (11) Appointments for office bearers and ordinary Management Committee members take effect from the close of the AGM and continue until the close of the following AGM.
 - (12) If insufficient nominations are received to fill all Management Committee positions during the AGM, unfilled positions become casual vacancies and may be filled by the Management Committee under rule 30.
 - (13) At the AGM once the election for membership of the Management Committee is complete, elected members should nominate for the position of Convener, Treasurer, Public Officer, Secretary and are voted upon separately and sequentially by the meeting.

23. Special General Meetings

- (1) A Special General Meeting (SGM) shall be convened by the Convener.
 - (a) when directed to do so by the Management Committee - this direction shall clearly specify the reasons why an SGM is being convened;
 - (b) when directed to do so in writing by at least seven members - this direction shall clearly state the reasons why an SGM is being convened; or
 - (c) upon receipt of a notice of intention to appeal against termination of membership.
- (2) 21 days' clear notice of an SGM shall be given;

- (3) The SGM shall be convened within a maximum of six weeks of the Convener receiving notice of direction to do so.
- (4) Where an SGM is convened under rule 14 the notice shall specify the reasons for the SGM and no other business may be transacted at the SGM.

24. Powers of Special General Meetings

- (1) The members at an SGM may make, amend and repeal by-laws for the internal management of the Centre. These by-laws must not be inconsistent with this constitution.
- (2) The members at an SGM may dismiss a member of the Management Committee who was elected under section 22, including the Convener, Secretary, Public Officer or Treasurer.
- (3) The members at an SGM may settle any question concerning interpretation of this constitution and any by-laws made under it.
- (4) The members at an SGM may determine an appeal against termination of membership.
- (5) Matters at an SGM shall be resolved by consensus of members present or by a majority of members present.

25. Proxies

- (1) Members can appoint a person as proxy to attend general meetings and vote for them.
- (2) Members can bind their proxy to vote in a particular way on special resolutions.
- (3) Proxies can also speak at meetings and join in demanding a poll. They can vote if their appointment allows them to.
- (4) A proxy appointment must contain the member's name and address, the Centre's name, the proxy's name, the meeting the proxy will attend, any voting directions the proxy may have been given and it must be signed by the member.
- (5) The Centre must receive the proxy's appointment at least 48 hours before the meeting.
- (6) A person must not be a proxy for more than two members.

26. Notice of General Meetings

- (1) The Secretary or Management Committee delegate must give a notice of General Meetings by:
 - (a) serving it on a member personally; or
 - (b) sending it by email to a member at the address of the member appearing in the register of members; or
 - (c) sending it by post to a member at the address of the member appearing in the register of members.
- (2) If a notice is sent by post under subclause (1)(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

27. Procedure of Annual & Special General Meetings

- (1) Subject to the resolution of the General Meeting (GM) to the contrary, the chairperson at all SGMs and AGMs, shall be the Convener.
- (2) A quorum at a GM shall be 10 members or 50% of the membership, whichever is less.
- (3) Attendance includes via telephone or video conferencing.

- (4) A genuine attempt must be made at a GM to determine questions arising at a General Meeting by reaching consensus among the members present.
- (5) If, after a genuine attempt, consensus cannot be reached, a vote shall be taken on the question if requested by not less than three members present.
 - (a) If a vote is taken, the question will be passed by a simple majority.
 - (b) If a vote on a question is tied, the decision shall be in the negative.
- (6) If a quorum is not reached within 30 minutes of the time appointed for the commencement of the GM, it shall be adjourned to the same day in the next week at the same time and venue, or at such other time and date as those present at the meeting shall determine. If at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the members present shall be deemed to constitute a quorum.
- (7) The Convener shall take all reasonable steps to notify members of the date, time and venue of a meeting adjourned under sub-rule (6).

28. Special resolutions

- (1) A special resolution may be moved at any general meeting of the Association.
- (2) The Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed unless otherwise provided in the Schedule.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

Management Committee

29. Membership of the Management Committee

- (1) The members of the Management Committee shall be:
 - (a) the Convener of the Centre;
 - (b) the Public Officer of the Centre;
 - (c) the Treasurer of the Centre;
 - (d) the Secretary of the Centre;
 - (e) 6 general members; and
 - (f) no more than 2 positions may be filled by paid centre staff.
- (2) A Management Committee member may resign by giving notice to the Management Committee either verbally or in writing.
- (3) The position of the Public Officer automatically becomes vacant if the person who holds that position ceases to reside in the Northern Territory.
- (4) Any person elected to the Management Committee who without reasonable excuse fails to attend three consecutive Management Committee meetings during her or his year of office shall be deemed to no longer be a member of the Management Committee, and a casual vacancy on the Management Committee shall thereby arise.

30. Filling casual vacancy on Management Committee

- (1) If a vacancy remains on the Management Committee after the application of clauses 22(5-13) or if the office of a Management Committee member becomes vacant under clause 29 (2), (3) or (4), the Management Committee may appoint any member of the Centre to fill that vacancy.
(a) In the case of an office bearer resigning their office but not vacating the committee, the committee may fill that office vacancy internally.
- (2) However, if the office of Public Officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.
- (3) Before a vacancy can be filled it must be advertised electronically to members at least one week before the Management Committee meeting where the appointment will be made.

31. Management Committee meetings

- (1) The Management Committee shall meet at least six times a year. Management Committee meetings shall not be more than two months apart.
- (2) An extraordinary Management Committee meeting shall be convened by the Convener when requested to do so either verbally or in writing by half of the members of the Management Committee.
- (3) Reasonable notice of the date, time and place of Management Committee meetings shall be given to members of the Management Committee by the Convener.
- (4) Quorum for a Management Committee meeting is 5 members.
- (5) Attendance includes via telephone or video conferencing.
- (6) Members of the Centre may attend MC meetings without voting rights. Speaking rights may be given.
- (7) A genuine attempt will be made to reach consensus on questions arising for decision at Management Committee meetings. If consensus cannot be reached after a genuine attempt, a majority vote shall be held.
- (8) A member of the Management Committee shall not participate in the decision of any matter in which he or she has a direct or indirect pecuniary interest.
- (9) If a quorum is not reached within 30 minutes of the time appointed for a Management Committee meeting, it shall be adjourned to such time and place as those Management Committee members present decide.
- (10) The procedure to be followed at a Management Committee meeting is as determined from time to time by the Management Committee.
- (11) The order of business may be determined by the members present at the meeting.

32. Disclosure of interest

- (1) A committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Centre must disclose the nature and extent of the interest to the Management Committee in accordance with section 31 of the Act.
- (2) There must be a record of the disclosure in the minutes of the meeting.
- (3) The Convenor must ensure a Management Committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

33. Powers of the Management Committee

- (1) The role of the Management Committee is to implement the objects, goals and policies of the Centre.
- (2) The Management Committee may exercise all the powers of the Centre except those matters that the Act or this Constitution requires the Centre to determine through a General Meeting of members.

34. Collective responsibility of Management Committee

- (1) As soon as practicable after being elected to the Management Committee, each Management Committee member must become familiar with the Act and regulations made under the Act.
- (2) The Management Committee is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

35. Delegation

- (1) The Management Committee may delegate to a subcommittee or staff any of its powers and functions other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the Management Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Management Committee considers appropriate.
- (3) The Management Committee may, in writing, revoke wholly or in part the delegation.

Grievance and disputes procedures

36. Disputes

- (1) This clause applies to disputes between:
 - (a) a member and another member; or
 - (b) a member and the Committee.
- (2) 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.
- (3) 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.
- (4) 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 Management Committee; or
 - ii. for a dispute between a member and the Management Committee – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Centre can be a mediator.

- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) 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.
- (9) The mediator must not determine the dispute.
- (10) 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 otherwise at law.

FINANCIAL

37. Financial year

- (1) The financial year of the Centre is specified as 1 July to 30 June.

38. Funds and accounts

- (1) The Centre must open an account with a financial institution from which all expenditure of the Centre is made and into which all of the Centre's revenue is deposited.
- (2) Subject to any restrictions imposed by the Centre at a General Meeting, the Management Committee may approve expenditure on behalf of the Centre within the limits of the budget.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories, one of whom must be a Management Committee member.
- (4) All funds of the Centre must be deposited into the financial account of the Centre no later than 5 working days after receipt or as soon as practicable after that day.
- (5) With the approval of the Management Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

39. Accounts and audits

- (1) The responsibility of the Management Committee under clause 34(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:
 - (a) the keeping of accounting records;
 - (b) the preparation and presentation of the Centre's annual statement of accounts; and
 - (c) the auditing of the Centre's accounts.

40. Public fund

- (1) Income of the Centre derived from donations by members of the general public, where tax deductibility is required shall be paid into a bank account separate from the general accounts of the Centre. This account shall be known as the Environment Centre NT Public Fund, Interest accruing on monies in the Public Fund shall be credited and kept in the Fund.

- (2) The Management Committee shall appoint a Management Sub-Committee in accordance with this rule known as the Public Fund Management Committee, to which it will delegate the general control and management of funds kept in the account known as the Environment Centre NT Public Fund established pursuant to rule 40(1) to be administered in accordance with this constitution.
- (3) The members of the Public Fund Management Committee shall be:
 - (a) the Convener of the Centre;
 - (b) the Public Officer of the Centre;
 - (c) three other members appointed by the Management Committee who have a degree of responsibility to the general community.
- (4) The Public Fund Management Committee shall meet not less than two times per year.
- (5) Quorum for a meeting of the Public Fund Management Committee shall be three.
- (6) Any member appointed to the Public Fund Management Committee who is not available to attend two consecutive meetings of the Public Fund Management Committee shall be deemed no longer to be a member of the Public Fund Management Committee, and a casual vacancy on the Public Fund Management Committee shall thereby arise.
- (7) Decisions of the Public Fund Management Committee shall be made in the same manner as Management Committee meetings in accordance with rules in section 31.

OTHER

41. Alteration of the rules

- (1) The rules may be amended by resolution passed by a two-thirds majority of members voting at an SGM.
- (2) Notice of the proposed amendments shall be included in the notice calling the SGM.
- (3) Within one month of an alteration of the objects, purposes or rules, all changes must be filed by the Public Officer in accordance with the Act.

42. By-laws

- (1) By-laws made under rule 24(1) shall be entered in a book which shall be available for inspection by members of the Centre, subject to reasonable restrictions as to time and manner of inspection.
- (2) By-laws may be printed and circulated at the discretion of the Management Committee.

43. Common seal

- (1) The common seal of the Centre must not be used without the express authority of the Management Committee and every use of that common seal must be recorded by the Secretary.
- (2) The affixing of the common seal of the Centre must be witnessed by any 2 of the following:
 - (a) the Convenor;
 - (b) the Secretary;
 - (c) the Treasurer.
- (3) The common seal of the Centre must be kept in the custody of the Secretary or another person the Management Committee from time to time decides.

44. Dissolution

- (1) The Centre shall not be wound up or dissolved except by consent of three-fourths of those present at a Special General Meeting of the Centre having been specifically called for the purpose.

45. Distribution of surplus assets on winding up

- (1) If on the winding up or dissolution of the Centre, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- (2) The surplus assets must be given or transferred to another Centre incorporated under the Act that:
 - (a) has similar objects or purposes;
 - (b) is not carried on for profit or gain to its individual members; and
 - (c) is determined by resolution of the members.