

# **Sustainable Living Armidale Inc.**

## **Constitution**

**Draft June 2017**

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## **Appendix 1**

The public officer

## **Part 1 - Preliminary**

### **1. Definitions**

In this constitution, except in so far as the context or subject matter otherwise indicates or requires:

“Association” means and includes all individual members of Sustainable Living Armidale – A Transition Initiative (SLA).

“Sub-group” means a group of members of the association who come together to address a specific topic or task.

“Committee” means and includes all the members of the association elected and/or delegated to serve on the committee which coordinates the activities of the association.

“the Act” means the *Associations Incorporation Act 2009*.

“the Regulation” means the *Associations Incorporation Regulation 2016*.

### **2. Names**

The name of the association shall be Sustainable Living Armidale.

The name of the committee shall be the Sustainable Living Armidale Coordinating Committee.

### **3. Vision, Mission and Values**

The vision of the association is:

A thriving, proactive, self-reliant community, with low carbon emissions.

The mission of the association is:

To raise awareness of the implications of climate change and the depletion of natural resources, to build networks, and inspire and empower our community to build a more self-reliant, resilient and sustainable future.

The association values:

- caring for the earth and caring for people
- empowerment
- inclusive, participatory and democratic processes, which value the contribution of others
- optimism and encouraging positive change
- inter-generational equity
- sharing of knowledge and resources

The main aim of the association is to pursue the vision, mission and values in the community of Armidale and district.

## **Part 2 – Membership**

### **4. Membership qualifications**

A person is qualified to be a member of the association if that person is a natural person who shares the vision and values of the association, who agrees with the mission of the association and who agrees to be bound by the rules of the association.

## **5. Membership application**

An application for membership of the association must be made in writing (including by email or other electronic means, if the committee so determines) along with the sum payable under this constitution by a member as required by clause 9.

On payment of the annual subscription the name of the applicant and other details of the applicant as deemed relevant by the committee must be entered into the register of members and, on the name being so entered, the applicant becomes a member.

## **6. Cessation of membership**

A person ceases to be a member of the association if the person:

- a. dies, or
- b. resigns membership, or
- c. remains unfinancial for a period of three months from the date when annual subscriptions are due, or
- d. is expelled from the association.

## **7. Membership entitlements**

A right, privilege or obligation, which a person has by reason of being a member of the association:

- a. is not capable of being transferred or transmitted to another person, and
- b. terminates on cessation of the person's membership.

## **8. Register of members**

The secretary shall establish and maintain a register of members of the association specifying the name, address, telephone number and email address of each person who is a member of the association together with the date on which the person became a member.

## **9. Fees and subscriptions**

- a. There is no joining fee.
- b. A member of the association must pay to the association an annual subscription amount determined by the committee.

## **10. Members' liabilities**

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 9.

## **11. Disciplining of members**

- a. Where the committee is of the opinion that a member of the association has:
  - i. persistently refused or neglected to comply with a provision of this constitution; or
  - ii. persistently or wilfully acted in a manner prejudicial to the interests of the association,



## **15. Meetings**

A sub-group may meet and adjourn as its members see fit.

## **Part 4 – The Committee**

### **16. Functions of the committee**

The committee, subject to the Act, and this constitution, and to any resolution passed by the association in a general meeting :

- a. is to control and manage the affairs of the association, and
- b. is to appoint the public officer, and
- c. may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and
- d. has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

### **17. Constitution and membership**

- a. The committee is to consist of:
  - i. the convenor, the secretary and the treasurer, together known as the office bearers of the association and
  - ii. a delegate from each sub-group.
- b. Each office bearer of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- c. In the event of a casual vacancy occurring in the membership of the committee:
  - i. in the case of an office bearer, the committee may appoint a member of the association to fill the vacancy and the memberso appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
  - ii. in the case of a sub-group delegate, the sub-group may nominate a new delegate.

### **18. Election of members**

- a. The election of the office bearers shall take place at the annual general meeting.
- b. The nominated delegates of the sub-groups shall be endorsed at each annual general meeting.

### **19. Office bearers**

- a. The convenor shall act as chairperson at each general meeting and committee meeting of the association.
- b. The secretary shall ensure that records of the business of the association including the rules, register of members, minutes of all general and committee meetings and a file of correspondence are

kept. These records shall be available for inspection by any member and shall be held in the custody of the secretary.

- c. The treasurer shall ensure that:
  - i. all money due to the association is collected and received and that all payments authorised by the association are made, and
  - ii. correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association. These records shall be available for inspection by any member and shall be held in the custody of the treasurer.

## **20. Removal of a member**

- a. The association in general meeting may by resolution remove any member of the committee
  - i. from the office of convenor, secretary or treasurer before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed or
  - ii. from the office of delegate and may by resolution call on the sub-group to nominate another delegate.
- b. If a member of the committee to whom a proposed resolution referred to in clause (a) relates makes representations in writing to the committee (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the committee may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **21. Meetings and quorum**

- a. The committee must meet at least four times in each period of 12 months at such place and time as the committee may determine.
- b. Additional meetings of the committee may be convened by any member of the committee.
- c. Oral, electronic or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- d. Notice of a meeting given under clause (c) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- e. The quorum for the transaction of the business of a meeting of the committee shall be any three members of the committee or forty percent of the number of members of the committee endorsed at the

previous annual general meeting (rounded to the nearest whole number), whichever is the greater.

- f. No business is to be transacted by the committee 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 is to be adjourned and rescheduled.
- g. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved
- h. At a meeting of the committee one of the members of the committee may be chosen by the members present at the meeting to preside.

## **22. Delegation by committee to sub-committee**

- a. The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - i. this power of delegation, and
  - ii. a function which is a duty imposed on the committee by the Act or by any other law.
- b. A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- c. A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- d. Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- e. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- f. The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- g. A sub-committee may meet and adjourn, as its members see fit.

## **23. Decision making**

- a. Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by consensus. If a decision cannot be made by consensus, a vote of committee members will be taken only in exceptional circumstances. A decision of the majority will be recorded as a decision of the whole committee.
- b. Each member present (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.



- c. Subject to clause 21(e), the committee may act despite any vacancy on the committee.
- d. Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **Part 5 – General meeting**

### **24. Annual general meetings – holding of**

- a. With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- b. The association must hold its first annual general meeting within 18 months after its registration under the Act.

### **25. Annual general meetings – calling of and business at**

- a. The annual general meeting of the association is, subject to the Act and to clause 24, to be convened on such date and at such place and time as the committee thinks fit.
- b. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - 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 committee reports on the activities of the association during the last preceding financial year,
  - iii. to elect office-bearers of the association and endorse nominated delegates,
  - iv. to receive and consider the statement which is required to be submitted to members under the Act .
- c. An annual general meeting must be specified as such in the notice convening it.

### **26. Special general meetings – calling of**

- a. The committee may, whenever it thinks fit, convene a special general meeting of the association.
- b. The committee must, on the requisition in writing of at least 5 percent of the total number of members, convene a special general meeting of the association.
- c. A requisition of members for a special general meeting:
  - i. must state the purpose or purposes of the meeting, and
  - ii. must be signed by the members making the requisition, and

- iii. must be lodged with the secretary, and
      - iv. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
  - d. If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
  - e. A special general meeting convened by a member or members as referred to in clause (d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee, and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

## **27. Notice**

- a. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- b. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (a), the intention to propose the resolution as a special resolution.
- c. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 25(b).
- d. A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **28. Procedure**

- a. No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- b. A quorum for the transaction of the business of a general meeting shall be the greater of seven members or 10% of the membership present, being members entitled under these rules to vote at a general meeting.
- c. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- i. if convened on the requisition of members, is to be dissolved, and
  - ii. in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- d. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.

## **29. Chairing member**

The convenor, or a member elected by the members present at the meeting, shall act as chairperson at each general meeting of the association.

## **30. Adjournment**

- a. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- b. If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- c. Except as provided in clauses (a) and (b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **31. Making of decisions**

- a. A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration 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, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- b. At a general meeting of the association, a poll may be demanded by the chairperson or by at least five members present at the meeting.
- c. If a poll is demanded at a general meeting, the poll must 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 is taken to be the resolution of the meeting on that matter.

### **32. Special resolution**

A resolution of the association is a special resolution if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under this constitution so to do, vote at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

### **33. Voting**

- a. On any question arising at a general meeting of the association a member has one vote only.
- b. In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- c. A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.
- d. The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12). A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### **34. Use of technology at general meetings**

- a. A general meeting may be held at two or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- b. A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **Part 6 – Miscellaneous**

### **35. Insurance**

The association may effect and maintain insurance.

### **36. Funds – source**

- a. The funds of the association are to be derived from annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- b. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.

- c. The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **37. Funds – management**

- a. Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the vision, mission and values of the association as specified in clause 3 of the association’s constitution and rules in such manner as the committee determines. Further, no portion of the funds of the association shall be distributed, directly or indirectly, to members of the association except as *bona fide* compensation for services rendered or expenses incurred on behalf of the association.
- b. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee or employees of the association, being members or employees authorised to do so by the committee.

### **38. Association is non-profit**

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

### **39. Alteration of name, objects and constitution**

- a. The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the association.
- b. An application for registration of a change in the association’s name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

### **40. Custody of books**

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- a. at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- b. if the association has no premises, at the association’s official address, in the custody of the public officer.

### **41. Inspection of books**

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

### **42. Service of notices**

- a. For the purpose of this constitution , a notice may be served on or given to a person:
  - i. by delivering it to the person personally, or

- ii. by sending it by pre-paid post to the address of the person, or
  - iii. by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- b. For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- i. in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - ii. in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - iii. in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **43. Financial year**

The financial year of the association is the reporting period 1 July – 30 June.

#### **44. Winding up**

The association may by special resolution wind up the association. In the event of the winding up or the cancellation of the incorporation of the association, the assets of the association must be disposed of in accordance with the provisions of the Act. In the event of the winding up or the cancellation of the incorporation of the association, the amount that remains, after such dissolution and the satisfaction of all debts and liabilities, shall be transferred to another association with similar purposes which is not carried on for the profit or gain of its individual members, providing it is in accordance with the provisions of the Act. In the event of winding up the Fund see clause 45 f.

#### **45. Sustainable Living Armidale Fund**

##### **a. Establishment**

A public fund, called the Sustainable Living Armidale Fund (the Fund), may be established and maintained to receive all gifts of money or property for the specific objective of supporting the environmental purposes of the association. The Fund will not receive any other money or property into the account established for the Fund and will comply with subdivision 30-E of the *Income Tax Assessment Act 1997*.

##### **b. Governance**

The Fund will be governed by a committee of management, appointed by the Sustainable Living Armidale Coordinating Committee, which will abide by the following rules:

- i. The objective of the Fund is as stated in clause 45 a.
- ii. Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the association.

- iii. Money from the interest on donations, income derived from donated property, and money from the realization of such property is to be deposited into the Fund.
  - iv. A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Association.
  - v. Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the fund.
  - vi. The fund will be operated on a not for profit basis.
  - vii. A committee of management will consist of no fewer than three persons. A majority of the members of the committee are required to be 'responsible' persons as defined by the Guidelines to the Register of Environmental Organisations.
- c. Requirements of the public fund**  
The association must inform the Department responsible for the environment as soon as possible if:
- It changes its name or the name of its public fund; or
  - There is any change to the membership of the management committee of the public fund; or
  - There has been any departure from the model rules for public funds located in the Guideline to the Register of Environmental Organisations.
- d. Ministerial Rules**  
The association agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.
- e. Conduit Policy**  
Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the association and not be influenced by the preference of the donor.
- f. Winding up**  
In the case of winding up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
- g. Statistical Information**  
Statistical information requested by the Department on donations to the Fund will be provided within four months of the end of the financial year. An audited financial statement of the association and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public monies and the management of public fund assets.

## **Associations Incorporation Act 2009 No 7**

Current version for 1 September 2016 to date (accessed 28 February 2017 at 15:55)

[Part 4](#) [Division 2](#) [Section 34](#)

### **34 Public officer**

(1) An association's committee must appoint a public officer.

Maximum penalty: 1 penalty unit.

(2) The public officer must be a person who is aged 18 years or more and is ordinarily resident in New South Wales.

#### **Note.**

An association's registration is liable to be cancelled if its public officer does not comply with this subsection.

(3) The position of public officer may, but need not be, held by a committee member.

(4) The public officer's acts are valid despite any defect in his or her appointment.

(5) The first public officer of an association is the person nominated as public officer in the application for registration of the association.

(6) Within 28 days after taking office as an association's public officer (other than its first public officer), a person must notify the Secretary, in the approved form, of:

(a) the person's full name and date of birth, and

(b) an address within New South Wales:

(i) at which the person can generally be found, and

(ii) at which documents can be served on the association by post, and

(c) the fact that the person has taken office as public officer.

Maximum penalty: 1 penalty unit.

(7) If there is any change in the address of the public officer of an association, the public officer must notify the Secretary, in the approved form, of the new address within 28 days after the change occurs.

Maximum penalty: 1 penalty unit.