



SOUTH COAST ENVIRONMENT CENTRE

Rules of Association

Endorsed by the Office of Consumer and Business Affairs 16th April 2015

1. NAME

The name of the incorporated association is South Coast Environment Centre referred to herein as “the association”.

2. DEFINITIONS

“committee” means the committee of management of the association

“general meeting” means a general meeting of members of the association convened in accordance with these rules

“member” means a member of the association

“the Act” means the Associations Incorporation Act 1985

“special resolution” means a special resolution defined in the Act

“month” shall mean a calendar month.

3. OBJECTS OR PURPOSES OF THE ASSOCIATION

The South Coast Environment Centre will promote and increase the knowledge of ecological sustainable natural resource management issues by:

- a. Providing resources and information to build the capacity of landholders and community groups in the region.
- b. Raising community awareness and encouraging community engagement in Natural Resource Management (NRM) issues.
- c. Acting as a referral centre to service providers.
- d. Providing a meeting centre/venue for the use of community groups involved in natural resource management.
- e. Providing a focus for activities of groups and agencies, and facilitating co-ordination of these groups.
- f. Supporting local groups engaged in natural resource issues and their management.
- g. Providing linkages and encouraging collaboration between community groups and other bodies associated with natural resource management.

4. POWERS OF THE ASSOCIATION

The association may:

- a. acquire, hold, deal with, and dispose of, any real material property
- b. administer any property on trust
- c. open and operate ADI accounts
- d. invest its money
 - (1) in any security in which trust moneys may, by Act of Parliament, be invested; or
 - (2) in any other manner authorized by the rules of the association
- e. borrow money upon such terms and conditions as the association thinks fit
- f. give such security for the discharge of liabilities incurred by the association as the association thinks fit
- g. appoint agents to transact any business of the association on its behalf
- h. enter into any other contract it considers necessary or desirable.

5. MEMBERSHIP

5.1 TYPES

Active Volunteer – Active Volunteer membership shall comprise members who are actively involved, as volunteers, in the provision of the South Coast Environment Centre’s services to the community. Members become eligible for Active Volunteer membership when accepted as South Coast Environment Centre volunteers as per the Centre’s volunteer policy.

General Member – General Member membership applies to any member of the general community who supports the objects of the association and agrees to be bound by its rules. Any person who applies for general membership of the association shall submit their application to the committee for approval at its next practicable committee meeting. The application for membership shall be made in writing, and signed by the applicant.

5.2 MEMBERSHIP FEES

- a. The Management Committee has the power from time to time to determine the membership fees that are applicable to any class of member and the timetable of payment of any such membership fee.
- b. No member whose membership fee is unpaid or who owes any money to the association for arrears of membership fees will be entitled to vote at any meeting or upon any ballot, or be eligible to be nominated for election to the Management Committee.

5.3 RESIGNATIONS

- a. A member may resign from membership of the association by giving written notice thereof to the secretary or public officer of the association.
- b. A member will be deemed to have resigned if no response from the member has been received within two months of being contacted by the Management Committee to inquire about their ongoing membership status.

5.4 EXPULSION OF A MEMBER

Note: this section should be read in conjunction with section 9 where the proposed expulsion of a member results from a dispute between members or a member and the association or its committee.

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- c. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.3d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- d. It shall be open to a member to appeal to the association in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.

- e. In the event of an appeal under 5.3d above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated for a period of 2 years effective from the date of the general meeting at which the determination of the committee is upheld.

5.4 REGISTER OF MEMBERS

A register of members must be kept and contain:

- i) the name and address of each member;
- ii) the date on which each member was admitted to the association; and
- iii) if applicable, the date of, and reason(s) for, termination of membership.

A copy of the register will be kept in the Minutes book and updated at least annually.

6. THE COMMITTEE

6.1 POWERS AND DUTIES

- a. The affairs of the association shall be managed and controlled by a committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b. The committee has the management and control of the funds and other property of the association.
- c. The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- d. The committee shall appoint a public officer as required by the Act.
- e. An Executive, comprising the positions of Chair, Secretary and Treasurer shall be appointed to deal with association business outside of committee and general meetings where appropriate.

6.2 APPOINTMENT

- a. The committee shall be comprised of at least five members of the association and no more than eight, including the South Coast Environment Centre Coordinator (ex officio). Up to two members of the committee may be Active Volunteers, subject to the discretion of the committee.
- b. The committee shall elect from within its membership the positions of chairperson, secretary and treasurer.
- c. A committee member shall be a natural person.
- d. The first committee of the association shall be appointed from the promoters of the association, or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation. Thereafter the term of tenure for all committee positions shall be three years.
- e. A retiring committee member shall be eligible to stand for re-election without nomination. Any current member of the association may stand for election at the AGM provided that person is nominated and seconded by a current association member of at least one years' continuous membership or a retiring committee member. Any member standing for election to the Management Committee must lodge their nomination two weeks prior to the AGM.
- f. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held at the annual general meeting. The ballot shall be conducted in accordance with the rules set out under section 7.5 of these rules.
- g. The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.

6.3 PROCEEDINGS OF COMMITTEE

- a. The committee shall meet together for the dispatch of business at least four times per year.
- b. Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- c. A quorum for a meeting of the committee shall be one half of the members of the committee.
- d. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract, with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

6.4 DISQUALIFICATION OF COMMITTEE MEMBERS

The office of a committee member shall become vacant if a committee member is:

- disqualified from being a committee member by the Act;
- expelled as a member under these rules;
- permanently incapacitated by ill health;
- absent without apology from more than two meetings in a calendar year;
- no longer the duly appointed representative of a corporate member.

7. GENERAL MEETINGS

7.1 ANNUAL GENERAL MEETINGS

- a. The committee shall call an annual general meeting in accordance with the Act and these rules.
- b. The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter annually
- c. The order of the business at the meeting shall be:
 - i) confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - ii) consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required)
 - iii) election of committee members
 - iv) appointment of auditors (if required)
 - v) other business requiring consideration by the association in general meeting.

7.2 SPECIAL GENERAL MEETINGS

- a. The committee may call a special general meeting of the association at any time.
- b. Upon a requisition in writing of not less than 5% of the total number of members of the association, the committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

7.3 NOTICE OF GENERAL MEETINGS

- a. Subject to 7.3b, at least 14 days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c. A notice may be given by the association to any member by one of the following:-
 - serving the member with the notice personally ,
 - by email (and requiring a "read" receipt),
 - by placing said notice on the South Coast Environment Centre website and/or in the local newspaper
 - by sending it by post to the address appearing in the register of members.
- d. where a notice is sent by post:
 - i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and

- ii) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

7.4 PROCEEDINGS AT GENERAL MEETINGS

- a. Four members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c. Subject to 7.4d, the chairperson shall preside as chairperson at a general meeting of the association.
- d. If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

7.5 VOTING AT GENERAL MEETINGS

- a. Subject to these rules, every member of the association over 18 years of age has only one vote at a meeting of the association.
- b. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- c. Unless a poll is demanded by at least four members, a question for decision at a general meeting must be determined by a show of hands.
- d. A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

7.6 POLL AT GENERAL MEETINGS

- a. If a poll is demanded by at least four members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

7.7 SPECIAL AND ORDINARY RESOLUTIONS

- a. A special resolution is a special resolution as defined in the Act.
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

7.8 PROXIES

A member shall be entitled to appoint in writing to the committee at least twenty four hours prior to the meeting a natural person who is also a member of the association to be their proxy, and attend and vote at any general or special meeting of the association.

8. MINUTES

- a. Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.
- c. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held,
- e. and that all appointments made at a meeting shall be deemed to be valid.

9. DISPUTE RESOLUTION

The dispute resolution procedure set out in this rule applies to disputes under these Rules between –

- (i) a member and another member
- (ii) a member and the association which shall include the committee.

The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute, within 14 days after the dispute comes to the attention of all of the parties.

If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

If the dispute cannot be resolved by a third person, the committee may make a determination on the dispute following the procedure set out in section 5.3 of these rules if required.

10. FINANCIAL REPORTING

10.1 FINANCIAL YEAR

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

10.2 ACCOUNTS TO BE KEPT

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

10.3 ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS

The accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting. If the association becomes a prescribed association the auditor's report shall also be laid before members at the annual general meeting.

10.4 ANNUAL RETURN TO OFFICE OF CONSUMER AND BUSINESS AFFAIRS

If the association becomes a prescribed association, then the annual (periodic) return shall be lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the Management Board's statement and the Management Board's report.

10.5 APPOINTMENT OF AUDITOR

If the association becomes a prescribed association, then:

- a. At each annual general meeting, the members shall appoint a person to be auditor of the association.
- b. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c. If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

11. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

12. WINDING UP

The association may be wound up in the manner provided for in the Act.

13. APPLICATION OF SURPLUS ASSETS

- a. If after the winding up of the association there remain "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- b. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

14. RULES

These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.

The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.