



HAWKESBURY ENVIRONMENT NETWORK INCORPORATED

Incorporated 1st March 2011

Constitution as amended on 27th November 2014

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CONSTITUTION OF HAWKESBURY ENVIRONMENT NETWORK INCORPORATED

The rules of the Hawkesbury Environment Network Inc herein are in accordance with section 11, and contain those matters specified in Schedule 1, of the Associations Incorporation Act, 1984.

1. Name

The name of the association shall be the Hawkesbury Environment Network Incorporated (referred to in these rules as “the association”).

2. Objectives

The objectives of the association shall be:

- a) The primary objective of the association shall be to support and promote environment groups operating in the Hawkesbury region who support the aims and objectives of the association.
- b) To raise the awareness of, and increase understanding within, the local community of natural resource degradation issues and the need to adopt more sustainable natural resource management practices.
- c) To identify problems relating to the degradation of natural resources in the local area or district.
- d) To foster cooperation between local landholders and land managers and others to plan and seek resources for, take action on and monitor the results of preventing, treating and controlling natural resource degradation and managing and using natural resources more sustainably.
- e) To promote our aims and dissemination of information and data through newsletters, events, presentations, publications and websites.
- f) To encourage youth to become aware of the natural environment and to participate.

- g) To promote the use of local provenance plants.
- h) To raise funds to pursue the aims of the association through the establishment of a Public Fund and other such sources.

3. Membership

- a) Subject to these rules the members of the association shall be the members of the association immediately prior to incorporation together with such other people and organisations as the committee admits to membership.
- b) Organisations who accept the objectives and rules of the association may apply for full membership.
- c) Individuals who accept the aims and objectives of the association may apply for full membership.
- d) Other categories as determined from time to time by the Management Committee.
- e) The committee shall determine whether or not to accept an application for membership. The committee is not required to supply reasons for accepting or rejecting an application for membership.
- f) Members shall pay such fees as are determined by the association at a general meeting.
- g) A register of members shall be kept by the association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- h) Membership shall cease upon resignation, expulsion, or failure to pay outstanding membership fees within six months of the due date.
- i) Membership fees shall fall due on the first day of each financial year of the association. The financial year of the association shall run from July 1st to June 30th or such other period as is determined by the committee.

4. Members' liability

The members of the association shall have no liability to contribute towards the payment of debts and liabilities of the association or the costs, charges and expenses of the winding up of the association except to the amount of any unpaid membership fees.

5. Disciplining of members

- a) A member may be expelled from membership of the association (or otherwise disciplined) by the committee if, in the opinion of the committee after affording the member an opportunity of offering an explanation of his/her conduct, the conduct is regarded as being detrimental to the interests of the association.
- b) A member who wishes to appeal against a decision expelling or otherwise disciplining him/her may do so by notifying the Secretary in writing that s/he wishes the decision to be reviewed at the next general meeting of the association.

6. Disputes between members

- a) In the event of a dispute arising between members (in their capacity as members) or between a member(s) and the association or a member(s) and the committee the following procedure shall apply.
- b) Each side of the dispute shall nominate a representative who is not directly involved in the dispute. Those representatives shall then attempt to settle the dispute by negotiation.
- c) Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they may agree upon) the dispute shall be referred to a person mutually agreed upon for mediation.
- d) In the event that no person can be agreed upon to mediate the dispute it shall be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

7. Management - by committee

- a) The association shall have its affairs controlled and managed by the office bearers and other members known as the committee.
- b) The office bearers shall be a Chairperson, Secretary and Treasurer, and any others deemed necessary. There shall be up to five additional members of the committee.
- c) The office bearers and other members of the committee shall be elected from members of the association at each annual general meeting. Any casual vacancy occurring in the committee may be filled by a member appointed by the committee.
- d) Each member of the committee shall hold office from the date of their election or appointment until the next annual general meeting.
- e) Retiring committee members are eligible for re-election.
- f) Equal representation of member organisations through the delegates needs to be considered so that a fair and balanced representation occurs.
- g) The committee shall meet as often as necessary to conduct the business of the association and not less than three times in each financial year of the association.
- h) The management committee shall meet within one month before the general meeting.
- i) The quorum for meetings of the committee shall be one half the number of committee members elected at the previous annual general meeting (rounded up), whichever is the greater.
- j) Notice of committee meetings shall be given at the previous committee meeting or by such other means as the committee may decide upon.
- k) A member of the committee shall cease to hold office: upon resignation in writing; or cessation of membership of the association;

or absence from three successive committee meetings without approval by the committee.

- l) The committee may function validly provided its number is not reduced below the quorum. Should the committee number fall below the quorum the remaining committee members may act only to appoint new committee members.
- m) Questions arising at any meeting of the committee shall be decided by the majority of votes of those present. In the case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- n) If within half an hour of the time appointed for a committee meeting a quorum is not present the meeting shall be dissolved.
- o) Additional meetings of the committee may be convened by the Chairperson or any two members of the committee.

8. General meetings

- a) An annual general meeting of the association shall be held each year within six months from the end of the financial year of the association.
- b) The committee may, whenever it thinks fit, convene a special general meeting of the association. A special general meeting must be convened by the committee within three months of receiving a written request to do so from at least three members of the association or five per cent of the membership of the association (rounded up), whichever is the greater.
- c) At least 14 days' written notice of all general meetings and notices of motion shall be given to members. In the case of general meetings where a special resolution is to be proposed, written notice of the meeting and the resolution shall be given to members at least 21 days before the meeting.
- d) In the case of the annual general meeting the following business shall be transacted:

- i) Confirmation of the minutes of the last annual general meeting and any recent special general meeting;
 - ii) Receipt of the committee's report on the activities of the association in the last financial year;
 - iii) Election of office bearers and other members of the committee;
 - iv) receipt and consideration of a statement from the committee which is not misleading and gives a true and fair view for the last financial year of the association's income and expenditure, assets and liabilities, mortgages, charges and other securities, and trust properties.
- e) The quorum for a general meeting shall be double the number of members currently present on the Management Committee plus one. For the purposes of this rule, "member" includes a person attending as a proxy.
- f) No business may be conducted at a general meeting unless a quorum is present. If within half an hour of the time appointed for a general meeting a quorum is not present the meeting shall be adjourned to a day, time and place decided by the Office Bearers of the Management Committee. If at such adjourned meeting a quorum is not present, then those members attending who have the right to vote shall be deemed to be a quorum, providing that the number of such members is not less than three.
- g) A member is not entitled to vote at any general meeting unless he/ she is a financial member. Voting at general meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three quarter majority is required.
- h) (i) Each financial member group and each financial individual member shall be entitled to be represented by one vote. Each group must appoint an authorised representative to vote on behalf of their group.
- ii) An authorised representative may for whatever reason appoint another member from their group to vote on their behalf which must be confirmed in writing by the authorised representative.

i) **Appointment of proxy:**

i) Each Ordinary Member shall be entitled to appoint another Ordinary Member as proxy by notice given to the meeting's Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

ii) The notice appointing the proxy shall be set out in the Appendix to these rules.

iii) No member other than the Chairperson of the meeting shall accept proxies from more than five other members.

iv) The Chairperson of the meeting must follow any instructions included in the form of proxy as to how to vote on a specific item or items.

j) In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote.

k) Nominations of candidates for election as office bearers or other committee members may be made at the annual general meeting or in such other ways as may be determined by the association at a general meeting.

l) Written notice of all general meetings shall be given to members either personally or by post.

m) Members who have items of business they wish considered at a general meeting shall give written notice of such business to the Secretary. The Secretary shall include that business in the next notice calling a general meeting.

9. Office bearers

a) The Chairperson shall chair each general meeting and committee meeting of the association.

- b) If the Chairperson is absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson.
- c) 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. The minutes must be forwarded to the representative of the respective member organisations prior to any subsequent management meeting.
- d) The Treasurer shall ensure that all money received by the association is paid into an account in the association's name. Payments shall be made through a petty cash system or by cheque signed by two signatories authorised by the committee. Major or unusual expenditures shall be authorised in advance by the committee or a general meeting.
- e) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the association. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.
- f) An external audit occurs at the end of each financial year and presents a report to the management committee.
- g) A copy of the annual financial report is to be sent to a representative of each member organisation and is to be given out upon request.

10. Special resolutions

- a) A special resolution must be passed by a general meeting of the association to effect the following changes:
 - i) a change of the associations name
 - ii) a change of the association's rules;
 - iii) a change of the association's objectives;

- iv) an amalgamation with another incorporated association;
 - v) to voluntarily wind up the association and distribute its surplus property;
 - vi) to apply for registration as a company or a co operative.
- b) A special resolution shall be passed in the following manner:
- i) a written notice must be given to all members advising that a general meeting is to be held to consider a special resolution;
 - ii) the notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting;
 - iii) a quorum must be present at the meeting; and
 - iv) at least three-quarters of the members at the meeting (rounded up) who are entitled to vote under these rules must be in favour of the resolution.
- c) In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Department of Fair Trading for permission to pass the resolution in some other way.

11. Public Officer

- a) The committee shall ensure that a person is appointed as Public Officer.
- b) The first Public Officer shall be the person who completed the application for incorporation of the association.
- c) The committee may at any time remove the Public Officer and appoint a new Public Officer provided that the person appointed is 18 years of age or older and a resident of New South Wales.
- d) The Public Officer shall be deemed to have vacated their position in the following circumstances:

- i) death;
 - ii) resignation;
 - iii) removal by the committee or at a general meeting;
 - iv) bankruptcy or financial insolvency;
 - v) mental illness; or
 - vi) residency outside New South Wales.
- e) When a vacancy occurs in the position of Public Officer the committee shall within 14 days notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer.
- f) The Public Officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances:
- i) appointment (within 14 days);
 - ii) a change of residential address (within 14 days);
 - iii) a change in the association's objectives or rules (within one month);
 - iii) the association's financial affairs (the Annual Statement) (within one month after the annual general meeting);
 - v) a change in the association's name (within one month).
- g) The Public Officer may be an office bearer; committee member, member or any other person regarded as suitable for the position by the committee.
- h) The Public Officer shall keep a register of members of the committee which must
- i) contain the name and residential address of each committee member and the date on which s/he became a member of the committee;

- ii) be updated within one month of any change taking place; and
- iii) be made available for inspection by any person, at all reasonable hours and free of charge.

12. Miscellaneous

- a) The association shall effect and maintain public liability insurance as is required under the *Associations Incorporation Act, 1984*, together with any other insurance which may be required by law or regarded as necessary by the association.
- b) The funds of the association shall be derived from the fees of members, donations, grants from funding bodies and such other sources approved by the association.
- c) Documents must be signed by two of the authorised signatories.
- d) In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members and in accordance with the provisions of the *Associations Incorporation Act, 1984*.
- e) Service of documents on the association is affected by serving them on the Public Officer or by serving them personally on two members of the committee.
- f) Notices sent by post shall be deemed to have been received two days after the date of posting.
- g) The assets and income of the association shall be applied solely in the furtherance of its above mentioned objectives and no portion shall be distributed directly or indirectly to the members of the association, except as bona fide compensation for services rendered or expenses incurred on behalf of the association.
- h) Where it furthers the objectives of the association to amalgamate with any one or more other incorporated associations having similar

objectives, the other association(s) must have rules prohibiting the distribution of its (their) assets and income to members, and must be exempt from income tax.

- i) The statement of objectives and these rules may be altered, rescinded or added to only by a special resolution of the association.
- j) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.

13. Hawkesbury Environment Network Public Fund

- a) The association shall establish and maintain a Public Fund called the Hawkesbury Environment Network Public Fund (the Fund) for the specific purpose of supporting the environmental objects of Hawkesbury Environment Network. The Fund is established to receive all gifts of money, donations or property for this purpose and any money received because of such gifts must be credited to the Hawkesbury Environment Network Public Fund bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.
- b) If the Fund is wound up, any surplus assets of the Fund are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
- c) The Fund shall not act as a 'mere conduit'. 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.
- d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Public Fund Management Committee or employees of the association, being members or employees authorised to do so by the Public Fund Management Committee.
- e) The association agrees to give the Environment Secretary, within a

reasonable period after the end of each income year, statistical information about gifts made to the public fund during that income year.

f) Hawkesbury Environment Network Public Fund Rules

- i) The objective of the fund is to support the association's environmental purposes.
- 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 interest on donations, income derived from donated property, and money from the realisation 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 of no fewer than three persons will administer the fund. The committee will be appointed by a general meeting of the organisation. 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.

**APPENDIX
FORM OF APPOINTMENT OF PROXY**

I,
(full name)

of
(address)

being an Ordinary Member of Hawkesbury Environment Network Inc hereby appoint the following person

.....
(full name)

of
(address)

being an Ordinary Member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (Annual General Meeting or Special General Meeting as the case may be) to be held on the day of and at any adjournment of that meeting.

*My proxy is authorised to vote in favour of/ against (delete as appropriate) the resolution (insert details).

* To be inserted if desired. (Unless otherwise instructed, the proxy may vote as the proxy considers appropriate).

.....
(Signature of Ordinary Member appointing proxy)

Date

NOTE: A proxy vote may not be given to a person who is not an Ordinary Member of the association.