

Prospect Local Environment Group Inc
Incorporation Number A39668 ABN 58 271 293 277

CONSTITUTION (Revised 23 March 2015)

1. Name

The name of the incorporated Association is Prospect Local Environment Group Inc (for the purposes of this constitution known as the "Association").

2. Definitions

(1) In these Rules, unless the contrary intention appears-

"**Act**" means the **Associations Incorporation Act 1985**;

"**committee**" means the committee of management of the Association;

"**financial year**" means the year ending on 30 June;

"**general meeting**" means a general meeting of members convened in accordance with rule 12.

"**member**" means a member of the Association;

"**ordinary member of the committee**" means a member of the committee who is not an officer of the Association under Rule 23;

"**Regulations**" means regulations under the Act;

"**relevant documents**" has the same meaning as in the Act.

(2) In these Rules, a reference to the Secretary of an Association is a reference--

(a) if a person holds office under these Rules as Secretary of the Association--to that person;
and

(b) in any other case, to the public officer of the Association.

3. Aims of the Association

- (1) Promote conservation of the earth's resources;
- (2) Work with government and community groups to develop awareness of environmental issues;
- (3) Develop mechanisms to collaborate with residents of Prospect and adjacent areas to save energy and reduce greenhouse gas emissions;
- (4) Initiate forums and develop educational material to highlight issues of social and environmental importance;
- (5) Raise and attract funds to achieve the aims of the Association;
- (6) Act locally to achieve global environmentally responsible goals.

4. Powers of the Association

The association shall have all the powers conferred by section 25 of the Act.

5. Alteration of the rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

6. Membership, entry fees and subscription

(1) The subscription fees for membership shall be such sum (if any) as the members shall determine at the Annual General Meeting.

(a) The Association may determine that a lower annual subscription is payable by associate members if the Association includes that class of membership.

(2) A person or organisation that applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of an annual subscription payable under these Rules or other fee as determined by the Annual General Meeting.

(3) An application of a person or organisation for membership of the Association must-

(a) be made to a committee member of the Association and noted in the minutes of the next committee meeting; and

(b) have the subscription fee fully paid, if any.

(4) The subscription fee shall be payable annually on 1 July or at a time that the committee determines.

(a) Members may pay subscription fees in advance of the due date.

7. Register of members

(1) The Secretary must maintain a register of members containing-

(a) the name and address and contact details of each member; and

(b) the date on which each member is accepted for membership

(c) if applicable, the date of and reason(s) for termination of membership.

(2) The register is only available to committee members for a valid reason.

8. Ceasing membership

(1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of an intention to resign.

(2) After the expiry of the period referred to in sub-rule (1)--

(a) the member ceases to be a member; and

(b) the Secretary must record in the register of members the date on which the member ceased to be a member.

9. Discipline, suspension and expulsion of members

(1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution--

(a) suspend that member from membership of the Association for a specified period; or

(b) expel that member from the Association.

10. Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between-
 - (a) a member and another member; or
 - (b) a member and the Association.
- (2) 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.

11. Annual general meetings

- (1) The committee may determine the date, time and place of the annual general meeting of the Association.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be-
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect officers of the Association and the ordinary members of the committee; and
 - (d) to receive and consider the statement submitted by the Association in accordance the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

12. Special general meetings

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must--
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

(8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

13. Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business if the annual general meeting, is deemed to be special business.

14. Notice of general meetings

(1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

(2) Notice may be sent--

(a) by prepaid post to the address appearing in the register of members; or

(b) if the committee decides, by electronic transmission.

(3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

(4) A member intending to bring any business before a general meeting must notify the Secretary in writing or by electronic transmission and allow enough time before the dates fixed for holding a general meeting of the Association so that the Secretary can include the nature of that business in the notice calling the next general meeting.

15. Quorum at general meetings

(1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

(2) Four members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

(3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present--

(i) in the case of a meeting convened upon the request of members--the meeting must be dissolved; and

(ii) in any other case--the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

16. Presiding at general meetings

The Chairperson or person nominated by the Committee shall preside as Chairperson at each general meeting of the Association.

17. Adjournment of meetings

(1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

(2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

(3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.

18. Voting at general meetings

(1) Upon any question arising at a general meeting of the Association, a member has one vote only.

(2) All votes must be given personally or by proxy.

(3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to.

19. Poll at general meetings

(1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

(2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

20. Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands-

(1) a declaration by the Chairperson that a resolution has been-

(a) carried; or

(b) carried unanimously; or

(c) carried by a particular majority; or

(d) lost; and

(2) 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.

21. Proxies

Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

22. Committee of Management

(1) The affairs of the Association shall be managed by the committee of management.

(2) The committee--

(a) shall control and manage the business and affairs of the Association; and

(b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and

(c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

(d) 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.

(e) The committee shall appoint a public officer as required by the Act.

(3) Subject to the Act, the committee shall consist of--

(a) the officers of the Association; and

(b) at least four ordinary members--

each of whom shall be elected at the annual general meeting of the Association in each year or added during the year in accordance with the rules of the Association.

(c) A committee member shall be a natural person.

23. Office holders

(1) The officers of the Association shall be--

(a) a Chairperson;

(b) a Treasurer; and

(c) a Secretary.

(2) The provisions of rule 24, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (1).

(3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

(4) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

(5) The Chairperson shall:

(a) Preside as the chairperson at all meetings of the Association;

(b) Have a casting vote in the event of any tied vote;

(c) Provide a written report of the activities of the Association at the Annual General Meeting;

(d) Act as the spokesperson for the Association.

24. Ordinary members of the committee

(1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.

(2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

25. Election of officers and ordinary committee members

(1) Nominations of candidates for election as officers of the Association or as ordinary members of the committee must be either--

(a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);

(b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting; or

(c) or accepted at the General Meeting.

(2) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.

(3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.

(4) 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.

(5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

(6) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

26. Vacancies

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member--

(a) ceases to be a member of the Association; or

(b) becomes an insolvent under administration within the meaning of the Corporations Law; or

(c) resigns from office by notice in writing given to the Secretary; or

(d) is expelled as a member under these rules; or

(e) is permanently incapacitated by ill health; or

(f) is absent without apology from more than three meetings in a financial year; or

(g) is no longer the duly appointed representative of an organisation member.

27. Meetings of the committee

(1) The committee must meet at least 3 times in each year at such place and such times as the committee may determine.

(2) Special meetings of the committee may be convened by the Chairperson or by any 4 members of the committee.

28. Notice of committee meetings

(1) Written or emailed notice of each committee meeting must be given to each member of the committee at least 4 business days before the date of the meeting.

(2) Written or emailed notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

29. Quorum for committee meetings

(1) Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.

(2) No business may be conducted unless a quorum is present.

(3) If within half an hour of the time appointed for the meeting a quorum is not present--

(a) in the case of a special meeting--the meeting lapses;

(b) in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.

(4) The committee may act notwithstanding any vacancy on the committee.

30. Presiding at committee meetings

The Chairperson or, other person as nominated by the committee shall chair meetings of the committee.

31. Voting at committee meetings

(1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

(2) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) Conflict of interest

(a) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.

(b) The member-

(i) must not be present while the matter is being considered at the meeting; and

(ii) must not vote on the matter.

(c) This rule does not apply to a material personal interest-

(i) That exists only because the member belongs to a class of persons for whose benefit the Association is established; or

(ii) the member has in common with all, or a substantial proportion of, the members of the Association.

32. Removal of committee member

(1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

(2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or Chairperson of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

(3) The Secretary or the Chairperson may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

33. Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

34. General Duties

(1) As soon as practicable after being elected or appointed to the committee, each committee member must become familiar with these Rules and the Act.

(2) The committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.

(3) Committee members must exercise their powers and discharge their duties with reasonable care, diligence and in good faith in the best interests of the Association; and for a proper purpose.

(4) Committee members must not make improper use of their position or information acquired by virtue of holding their position or to cause detriment to the Association.

35. Funds

(1) The Treasurer of the Association must-

(a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and

(b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee or by one member of the committee if that is the requirement of the financial institution and the committee passes a resolution approving this action.

(3) The funds of the Association shall be derived from entrance fees, annual subscriptions (if any), donations and such other sources as the committee determines.

(4) 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.

(5) 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.

(6) 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.

36. Seal

(1) The common seal (if required) of the Association must be kept in the custody of the Chairperson.

(2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

37. Notice to members

Except for the requirement in rule 12, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by-

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) electronic transmission.

38. Custody and inspection of books and records

(1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

(2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member at a reasonable time.

(3) A member can write to the Secretary asking for a copy of any accounts, books, securities and any other relevant documents of the Association with the exception of the members' register. The Secretary can charge a reasonable fee for providing copies.

- (a) The Secretary can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.
- (b) Members cannot inspect or get copies of Committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.

39. Winding up

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.