

# Australian Association for Environmental Education Constitution

## 1. NAME

**1.1.** The name of the Association shall be the AUSTRALIAN ASSOCIATION FOR ENVIRONMENTAL EDUCATION INCORPORATED.

**1.2.** The Association is a not for profit association, incorporated under the *Associations Incorporation Act 1991 (A1991-46, Australian Capital Territory)*.

## 2. DEFINITIONS

**2.1.** In this Constitution:

- “Association” means the Australian Association for Environmental Education Incorporated.
- “financial year” means the year ending on 30 June.
- “membership year” means a year commencing on 1 October.
- “member” means an Association Member however described by the Association.
- “ordinary committee member” means a member of the Executive Committee who is not an office bearer.
- “secretary” means the person holding office under these rules of the Association.
- “the Act” means the *Associations Incorporation Act 1991 (A1991-46, Australian Capital Territory)* and accompanying regulations.
- “meeting” means not only face to face meetings but may include electronic conferences.
- “corresponding body” means an organisation with which the Association enters into a formal written agreement establishing that organisation as a corresponding body.
- “rule’ means any element of this constitution, binding upon the Association.

## 3. OBJECTS

**3.1.** The Objects of the Association are as follows:

- Be a robust professional organisation with an active growing membership in all states and territories, supporting environmental/sustainability educators in rich and diverse ways, promoting professional leading practice and advocating at all levels for better educational and sustainability outcomes.
- Take leadership in promoting, advocating for and advancing environmental and sustainability education in Australia.
- Serve as a guardian of, and advocate for, professional standards in environmental and sustainability education and facilitate research, practice and policy dialogue on professional practice.
- Be a catalyst for and develop, support and contribute to continuing professional development programs to assist educators to work effectively with all sectors of society towards a sustainable Australia.
- Build a strong professional body valued by all those delivering Environmental Education and Education for Sustainability through external and internal communication and by providing an attractive and useful range of services to members.
- Develop partnerships, affiliations and cooperative projects to advance the work of the Association.
- Ensure the operations of the Association adopt environmentally sustainable practices, are financially viable and are undertaken with transparent and effective governance.
- Establish and maintain a public fund to be called the Australian Association for Environmental Education Gift Fund for the specific purpose of supporting the environmental education objects and activities of the Association.

## 4. MEMBERSHIP of the ASSOCIATION

**4.1.** A person is qualified to be a member of the Association if she or he satisfies the requirements of the Act and has not been expelled from this Association.

**4.2.** In order to join the Association a person must:

Complete the membership application form and return it to the Association Administration

Officer; and

Pay the applicable membership fees.

**4.3.** The secretary shall, on payment of the amounts stipulated by the Association, within 28 days enter the member's name in the register of members and, upon the name being so entered, the person shall become a member of the Association.

**4.4.** There shall be seven categories of membership:

individual membership

joint membership

school membership

student/pensioner membership

corporate membership

life membership

honorary life membership

**4.5.** Honorary Life membership can be bestowed at the Annual General Meeting by the Executive Committee to individuals who have given outstanding service to the organisation.

**4.6.** A corporate member shall have the right to appoint two voting representatives to the Annual General Meeting.

## **5. FEES**

**5.1.** Annual fees for each membership category shall be determined at the Annual General Meeting or in the absence of such determination, will be the same as the fees for the preceding year.

**5.2.** Each member shall pay the relevant annual membership fee by the commencement of the membership year.

**5.3.** Where a person first becomes a member on or after 1 July, they are entitled to membership until the end of the next membership year.

**5.4.** Any member who is more than three months in arrears and who fails to give an explanation that is acceptable to the Executive Committee of the Association shall cease to be a member.

## **6. MEMBERSHIP ENTITLEMENTS**

**6.1.** A right, privilege or obligation which a person has by reason of being a member of the Association is not capable of being transferred to another person and terminates upon cessation of the person's membership.

**6.2.** Membership does not entitle a member to use the AAEE branding/logo without written approval of the Executive Committee.

**6.3.** Management and extension of the rights and benefits of membership is the responsibility of the Executive Committee and member services will vary over time. Schedule 2 identifies rights and benefits of each membership category.

**6.4.** A member may join any Special Interest Group of the Association and is automatically a member of their State or Territory Chapter. Only members of the Association may be members of a Special Interest Group.

## **7. INDEPENDENCE OF MEMBERS**

**7.1.** Notwithstanding anything in this constitution:

Where a member wishes to record dissent from any resolution passed by the Association the member shall have the right to do so.

Nothing in this constitution shall be construed as limiting the freedom of any member to take action on any matter which the member thinks fit regardless of any action taken by the Association. However, in taking action independently of the Association a member shall not use the Association's name or involve the Association in any manner.

## **8. CESSATION OF MEMBERSHIP**

**8.1.** A person ceases to be a member of the Association if the person:

- dies or, in the case of a body corporate, is wound up;
- resigns from membership of the Association;
- is expelled from the Association; or
- fails to renew membership of the Association.

## **9. RESIGNATION OF MEMBERSHIP**

**9.1.** A member is entitled to resign at any time. This must be done in writing to the Association's secretary or administration officer.

**9.2.** Where a person ceases to be a member, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member. Resignation takes effect from the date the request is received by the Association.

**9.3.** Resignation does not entitle refund of fees, except where resignation occurs within the first 3 months of the membership year, in which case 50% of the membership fee shall be returned.

## **10. MEMBER LIABILITIES**

**10.1.** The liability of a member 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.

## **11. DISCIPLINING OF MEMBERS**

**11.1.** Where the Executive Committee is of the opinion that a member –

- has persistently refused or neglected to comply with a provision of these rules; or
- has persistently and wilfully acted in a manner prejudicial to the interests of the Association, the Executive Committee may, by resolution –

- expel the member from the Association; or
- suspend the member from such rights and privileges of membership of the Association as the Executive Committee may determine for a specific period.

**11.2.** Where the Executive Committee confirms a resolution under rule 11.1, the Secretary shall, within 7 days provide notice in writing to the member to inform of the member's right to appeal.

**11.3.** A member may appeal to the Association in meeting against a resolution of the Executive Committee which is confirmed under rule 11.4, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

**11.4.** Upon receipt of a notice under rule 11.3, the Secretary shall notify the Executive Committee which shall convene a meeting of the Association to be held within 21 days after the date the Secretary received the notice or as soon as possible after that date.

**11.5.** A resolution of the Executive Committee takes effect:

- If no appeal is notified within the appeal period under Rule 11.3 - at the expiration of the appeal period; or
- If an appeal is notified within the appeal period under Rule 11.3 – only if the Association confirms the resolution in accordance with Rule 11.7.

**11.6.** At a meeting of the Association convened under rule 11.4:

- no business other than the question of the appeal shall be transacted.

the Executive Committee and the member shall be given the opportunity to make representations in relation to the appeal orally, or in writing, or both; and

the members present shall vote by secret ballot upon the question of whether the resolution made under rule 11.4, that the resolution is confirmed.

**11.7.** If the meeting passes a special resolution in favour of the confirmation of the resolution made under the rule 11.4, that resolution is confirmed.

## **12. RELATIONSHIPS WITH OTHER ORGANISATIONS**

**12.1.** An organisation wishing to maintain close liaison with the Association is known as a corresponding body.

**12.2.** The relationship between the Association and a corresponding body may be defined by written agreement through a Memorandum of Understanding, or a Partnership Agreement or an Alliance Deed as appropriate to the level of need.

**12.3.** A corresponding body shall have the right to send a participant to any conference of the Association and may have such further rights as the Association from time to time determines through its written agreement with the corresponding body.

**12.4.** If deemed necessary as a part of the agreement, a corresponding body shall pay annual dues or other fees as determined by the Executive of the Executive Committee and formalised in the written agreement.

**12.5.** The acceptance of a corresponding body shall be decided by the Executive Committee and they may for reasons deemed good and sufficient, terminate the relationship with a corresponding body.

## **13. EXECUTIVE COMMITTEE**

**13.1.** The Association is managed by an Executive Committee drawn from across Australia. The Committee is responsible for the day-to-day management and operation of the Association, its fiscal management, establishing strategic directions and appointing and managing staff.

**13.2.** The Executive Committee, subject to the Act, the Regulation, these Rules, and to any resolution passed by the association in general meeting:

controls and manages the affairs of the Association; and

may exercise all functions that may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in general meeting; and

has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

## **14. EXECUTIVE COMMITTEE COMPOSITION**

**14.1.** The Executive Committee of the Association shall consist of the President, 3 Vice Presidents, Secretary, Treasurer and between 4 and 6 Executive Committee Members elected by the membership of the Association.

**14.2.** In the event that the Association is able to appoint an Executive Officer, he/she will perform a secretariat function to the Executive Committee and be an ex-officio member.

**14.3.** The Executive Committee must comprise members from a minimum of four States/Territories at any one time.

**14.4.** Each member of the Executive Committee shall hold office until the conclusion of the Annual General Meeting two years after the date of the member's election.

**14.5.** Any member of the Executive Committee may stand for re-election or election to a different Executive Committee role. The maximum term in any one position is four years.

**14.6.** Notwithstanding Rule 14.4, for the initial year of functioning under this constitution all positions will be vacated for election of a transitional Executive Committee.

## **15. EXECUTIVE COMMITTEE ELECTIONS**

**15.1.** Nominations of candidates for election to the Executive Committee of the Association:

shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate

shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for the Annual General Meeting at which the election is to take place.

**15.2.** If nominations are not received either for specific positions or general Executive Committee member positions, then nominations for those positions may be received at the Annual General Meeting.

**15.3.** If insufficient further nominations are received, any vacant positions remaining on the Executive Committee shall be deemed to be vacancies capable of being filled in accordance with Rule 19.

**15.4.** If at the AGM the number of nominations received for any position is equal to the number of vacancies to be filled, the persons shall be taken to be elected. If the number of nominations received for any position exceeds the vacancies to be filled, a ballot shall be held to fill specific or general positions.

**15.5.** A person is not eligible to simultaneously hold more than one position on the Executive Committee but they may also hold a position at Chapter level, or Special Interest Group Leader position.

## **16. EXECUTIVE COMMITTEE FUNCTIONS**

**16.1.** The Executive Committee will meet a minimum of nine times per year.

**16.2.** The Executive Committee will hold a meeting with representatives of the key Association functions (Chapters, SIGs, *OzEENews*, Journal, website and national conference) at least 3 times per year.

**16.3.** The Executive Committee shall ensure that proper minutes and records are kept of the proceedings and affairs of the Association including record of monies received and expended, the accounts thereof to be audited at least annually.

**16.4.** The Executive Committee will be responsible for delivering an Annual report to all members for consideration at the AGM. This report will contain a record of the activities of the Association and an audited report of its financial records. This report will be delivered to members two weeks prior to the AGM, electronically or by hard copy, whichever is appropriate.

**16.5.** The Executive Committee shall appoint annually an auditor who shall not be a member, or the Public Officer, of the Association.

**16.6.** The Executive Committee shall appoint a member, resident in the Australian Capital Territory to be the Public Officer of the Association to fulfil the duties of this position as defined in the ACT Associations Incorporation Act 1991 and refill the position within 14 days if it should at any time become vacant.

**16.7.** The Public Officer shall notify the Registrar of Incorporated Associations in the Australian Capital Territory of the location of the Association's books.

**16.8.** The Treasurer, as directed by the Executive Committee will open or maintain a bank account/accounts and all payments shall be paid by cheque signed by the Treasurer and one other member of the Executive Committee.

**16.9.** The Executive Committee will appoint the organiser of the Association's National Conference. In addition it will ensure that significant national input is provided into the planning and the management of the conference.

**16.10.** The Executive Committee may speak on behalf of the Association in accordance with the policy of the Association.

**16.11.** The Executive Committee shall be responsible for developing and maintaining a handbook of all Association policies and procedures. They will also communicate Association policies to members and consult with them extensively in the development of new policies.

## **17. RESPONSIBILITIES OF THE SECRETARY**

**17.1.** The Secretary of the Association shall, as soon as practicable after being elected as Secretary, notify the Association of his or her address and contact details for Executive Committee

**17.2.** The Secretary shall keep records of:

all elections and office bearers within each State and Territory Chapters

- the names of members of the Executive Committee including records of those present at each Executive Committee meeting or a General Meeting; and
- all proceedings of meetings of the Executive Committee and the Advisory Board and General Meetings.

**17.3.** The minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

**17.4.** The Secretary shall give not less than 30 days notice in writing to every member of the time and place of the Annual General Meeting, together with a resume of the business to be transacted.

## **18. RESPONSIBILITIES OF THE TREASURER**

**18.1.** The Treasurer of the Association shall:

- collect and receive all moneys due to the Association and make payments authorised by the Association; and
- 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.

**18.2.** The Treasurer shall report on the financial matters of the Association at all meetings of the Executive Committee provided and Audited Financial Statement as a part of the Annual Report

**18.3.** In addition, the Treasurer will prepare annual budget for the Association for consideration by Executive Committee and report regularly on expenditure against budget.

## **19. VACANCIES ON THE EXECUTIVE COMMITTEE**

**19.1.** A vacancy in the office of a member of Executive Committee occurs if the member:

- dies;
- ceases to be a member of the Association;
- resigns from the office;
- is removed from office pursuant of rule 21;
- becomes an insolvent under administration within the meaning of the Corporations Law;
- suffers from mental or physical incapacity;
- is disqualified from office as stipulated under the Act; or
- is absent without the consent of the executive members from all meetings of the Executive Committee held during a period of 6 months.

**19.2.** Any vacancy that may arise in the Executive Committee shall be filled by the Executive Committee for the remaining term of the position vacated, ensuring that the provisions under rule 15.4 representation of 4 states on the Executive Committee) is maintained.

## **20. REMOVAL OF EXECUTIVE COMMITTEE MEMBERS**

**20.1.** The Association in a General Meeting may by resolution, subject to Section 50 of the Act, remove any member of the Executive Committee from the office of member of the Executive Committee before the expiration of the member's term of office.

## **21. EXECUTIVE COMMITTEE MEETINGS AND QUORUM**

**21.1.** The Executive shall meet at least nine times in each year of the term of the Executive Committee at such place[s] and time[s] as the Executive determines. Additional meetings of the Executive Committee may be convened by any member of the Executive as required.

**21.2.** Members of the Executive Committee may attend a meeting in person or with prior approval of the Secretary, by such other means as may be approved from time to time, including by telephone, video conference or other means of electronic communication.

**21.3.** Oral or written notice of a meeting of the Executive shall be given by the Secretary to each member of the Executive Committee at least 48 hours (or such period as may be unanimously agreed upon by the members) before the time appointed for the holding of the meeting.

**21.4.** Notice of a meeting shall specify the nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Executive members present at the meeting agree to treat as urgent business.

**21.5. The quorum at Executive meetings shall be five members.** No business shall be transacted by the Executive unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present and meeting stands adjourned to the same place and at the same hour of the day of the following week or another date, time and place agreed by the Executive Committee. If at the adjourned meeting a quorum is not present within half an hour after the time appointed by the meeting, the meeting shall be dissolved.

**21.6.** At meetings of the Executive:

- the President or in the absence of the President, a Vice President shall preside; or
- if the President and all Vice Presidents are absent one of the remaining members of the Executive may be chosen by the members present to preside.

## **22. ADVISORY BOARD**

**22.1.** The Executive Committee shall be responsible for establishing an Advisory Board of people selected for their profile and/or expertise in areas relevant to the interests and goals of the Association, including key academics, sector environmental/sustainability education leaders, experts in advocacy, sponsorship, communication and other fields deemed desirable.

**22.2.** The functions of the Advisory Board are to provide input into the broad directions of Association but it is not responsible for day-to-day management of the Association. The Board responds to papers put forward by the Executive Committee and can request that issues to be considered by the Executive Committee.

**22.3.** Advisory Board members will have an initial two year term and may be reappointed for a further two year term. The Advisory Board will comprise no more than ten members. Members will be drawn from across Australia. In addition to the ten invited members, the immediate Past President has an ex officio position on the Board for a period of up to two years following his/her cessation of office.

**22.4.** The Advisory Board will meet at least twice a year.

**22.5.** Members of the Advisory Board may attend a meeting in person or with prior approval of the Secretary, by such other means as may be approved from time to time, including by telephone, video conference or other means of electronic communication.

**22.6.** The Advisory Board will elect a Chair at its first meeting.

**22.7.** The Association's President, Secretary and Executive Officer will attend Advisory Board meetings. Executive Committee members may attend Advisory Board meetings with prior approval of the President.

## **23. STATE/TERRITORY CHAPTERS**

**23.1.** Any State and Territory may establish a State Chapter, and through it Regional Chapters of the Association.

**23.2.** Each Chapter will be managed by an Executive Committee for each State Chapter, and Regional Chapter.

**23.3.** The Chapter Executive committee may comprise the following office bearers, but this may be varied as required locally:

- Chair – responsible for calling general and executive meetings; establishing initiatives for consideration of the Chapter; liaising with the State Liaison Officer and co-ordinating lobbying at the State level.
- Secretary Treasurer – responsible for providing assistance to the Chapter; distribution of meeting information to members; acting as membership officer; maintaining the records of the Chapter; responsible for administration of funds.
- Liaison Officer** - responsible for liaison between Executive Committee and the Chapter;

As a part of this role they will communicate regularly with the Executive Committee, report to members in the Association via the Newsletter and maintain Chapter web page on the Association website. They will also be involved with meetings with the Executive Committee three times per year, see rule 17.3. This role may be held by any member of the Chapter Executive conjointly with another position.

Any other Members as the Chapter requires to undertake its functions – responsible for such things as assisting with Chapter meetings, conference organisation, preparation of local newsletter, organising special events, marketing Association products and products under franchise.

**23.4.** All members of the State/Territory Executive Committee shall be elected every two years by that Chapter.

**23.5.** A Regional Chapter and/or sub committees shall:

be responsible directly to the state/territory chapter or to the Executive Committee where no state chapter exists;

elect such office bearers as deemed necessary including a Convenor and Secretary; and

nominate one person for the Executive of the State Chapter where it exists.

**23.6.** State and Territory Chapter Liaison positions shall be appointed by the Chapter and the position confirmed by the Association AGM. Terms of office will be from one national AGM to the next.

**23.7.** A person can hold both a position at State level and hold a position on the Association's Executive Committee.

**23.8.** Where deemed appropriate by a State or Territory Chapter, that Chapter can become an incorporated branch of the Association, The constitution of incorporated branches shall reference the parent body in the Objects/Goals, membership fees shall be collected by the parent body and split with the Chapter on an agreed basis and the parent body shall maintain public liability insurance for all branches. Where a Chapter is incorporated as a separate organisation (e.g. The Victorian Association for Environmental Education) an Alliance Deed shall be established between the Chapter and the Association. From 2010, a Chapter that holds the national conference shall be incorporated in order to hold that conference.

## **24. OTHER MEMBER SERVICE FUNCTIONS**

**24.1.** The Association has a range of member services that vary and expand over time. Traditionally these include the production of the Australian Journal of Environmental Education, the OzEEnews newsletter, the Association e monthly news update, the leadership of Special Interest Groups, the national and chapter conferences and the website. All of these services are managed by Association members and all members can nominate to undertake these functions.

**24.2.** The Executive Committee is responsible for appropriately seeking nominations and recommending people for management roles for these services for the following terms:

Two years: OzEEnews editor(s), website manager, emonthly update

Four years: AJEE editor(s)

**24.3.** The national conference convenor is appointed by the Executive Committee up to three years in advance for the specific conference.

**24.4.** Special Interest Group [SIG] Leaders may be elected by their SIG group or appointed by the Executive Committee as appropriate.

**24.5.** All of these positions shall be confirmed by the AGM. There is no limit on the maximum length of time an individual can serve the Association in any of these positions.

## **25. DELEGATION BY EXECUTIVE COMMITTEE OR EXECUTIVE TO SUBCOMMITTEE**

**25.1.** The Executive Committee may, by instruction in writing, delegate to one or more sub-committees (consisting of such member or members of the Association that the Executive Committee thinks fit) the exercise of such of the functions of the Executive Committee as are specified in the instrument, other than:

this power of delegation; and

a function which is a function imposed on the Executive Committee by the Act, by any other law of the Territory, or by resolution of the Association in General Meeting.

**25.2.** A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains un-revoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.



**25.3.** A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as time or circumstances, as may be specified in the instrument of delegation.

**25.4.** Notwithstanding any delegation under this rule, the Executive Committee may continue to exercise any function delegated. The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

**25.5.** Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had done or suffered by the Executive Committee.

## **26. VOTING AND DECISIONS**

**26.1.** Questions arising at the meeting of the Executive Committee, or any sub-committee appointed by Executive Committee, shall be determined by a majority of the votes of members of Executive Committee, present at the meeting.

**26.2.** Each member present at a meeting of Executive Committee, or any sub-committee appointed by Executive Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an inequality of votes on any question, the meeting chairperson presiding may exercise a second or casting vote.

**26.3.** The Executive Committee may continue to act notwithstanding any vacancy on Executive Committee

**26.4.** Any act or thing suffered, or purporting to have been done or suffered, by Executive Committee or the sub-Executive Committee appointed by Executive Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of Executive Committee.

## **27. ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS**

**27.1.** The Association shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members. The Annual General Meeting shall be conducted in accordance with the Act.

**27.2.** These rules have effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

**27.3.** The Annual General Meeting of the Association shall subject to the Act, be convened on such a date and at such place and time as the Executive Committee thinks fit.

**27.4.** In addition to any other business which may be transacted at an Annual General Meeting, the business of any Annual General Meeting shall be:

to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;

to receive from Executive Committee any reports on the activities of the Association during the last preceding financial year – including the Annual Report;

to elect a new Executive Committee;

to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73 (1) of the Act;

to confirm Chapter Liaison Officers and other officers as required [see rules 24.5 and 25.5]

to discuss and if necessary vote on motions submitted to the Annual General Meeting; and

to discuss and if necessary vote on any matter which the majority of those members present at the Annual General Meeting resolve to discuss.

## **28. GENERAL MEETINGS – CALLING OF**

**28.1.** A General Meeting of the Association may be called as and when required to deal with special items of business.

**28.2.** The President shall call a General Meeting to be held within one calendar month of his/her receipt of a petition signed by at least five percent of members representing more than one State or Territory and setting out the matter to be discussed at the meeting.

**28.3.** A requisition of members for a General Meeting:

- shall state the purpose or purposes of the meeting;
- shall be signed by the members making the requisition;
- shall be lodged with the Secretary; and
- may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

**28.4.** If the President fails to convene a General Meeting within 1 month of the date on which a requisition of members for the meeting is lodged with the Secretary, any 1 or more of the members who made the requisition may convene a meeting to be held not more than 3 months after that date.

## **29. GENERAL MEETING – NOTICE**

**29.1.** Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent to each member at the member's address appearing to the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

**29.2.** Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before either date fixed for the holding of the General Meeting, cause notice to be sent to each member in the manner provided in rule 28.4.

**29.3.** No business other than that specified in the notice convening a General Meeting shall be transacted except in the case of an Annual General Meeting.

**29.4.** A member desiring to bring business before a General Meeting may give notice in writing of that business to the Secretary who shall include that notice from the member.

## **30. GENERAL MEETING – PROCEDURE AND QUORUM**

**30.1.** No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote. Not less than five members present in person (being members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

**30.2.** If, after a lapse of half an hour from the time set for the General Meeting, a quorum be not present, the meeting shall stand adjourned to a date and time approved by a majority of those members present and voting. If a quorum is not present at the adjourned General Meeting, the members present shall transact the business on the notice paper.

## **31. GENERAL MEETING – PRESIDING MEMBER**

**31.1.** The President, or in the absence of the President, a Vice President, shall preside at each General Meeting of the Association. If the President and all Vice Presidents are absent from the General Meeting, the members present shall elect one of their number to preside at the meeting.

## **32. GENERAL MEETING – ADJOURNMENT**

**32.1.** The person presiding at 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

**32.2.** Where a General Meeting is adjourned for 14 days or more, the Secretary shall 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.

**32.3.** Except as provided this Rule, 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.

## **33. GENERAL MEETING – MAKING OF DECISIONS**

**33.1.** A question arising at a General Meeting of the Association shall be determined on a show of hands and unless a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and 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.

**33.2.** At a General Meeting of the Association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.

**33.3.** Where the poll is demanded at a General Meeting, the poll shall be taken:

immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or

in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

#### **34. GENERAL MEETING – VOTING**

**34.1.** Subject to rule 36, upon any question arising at a General Meeting of the Association a member has one vote.

**34.2.** All votes shall be given personally or by proxy but no member may hold more than 5 proxies.

**34.3.** In the case of an equality of votes on a question at a General Meeting, the person presiding is entitled to exercise a second or casting vote.

**34.4.** A member or proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the current year.

#### **35. GENERAL MEETING – APPOINTMENT OF PROXIES**

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

**35.2.** The notice appointing the proxy shall provide a statement with the name and address of the member appointing the proxy, the name of the Association, the name and address of the proxy who must also be a member and a statement providing details of the General Meeting and authorising the proxy to vote on the member's behalf, the notification must provide a signature of the member appointing the proxy and the date.

#### **36. FUNDS – SOURCE**

**36.1.** The funds of the Association shall be derived from annual subscriptions of members, donations, sales, grants and, subject to any resolution passed by the Association in a General Meeting and subject to section 114 of the Act, such other sources as Executive Committee determines, including sponsorship.

**36.2.** All money received by the Association shall be deposited as soon as practicable and without deduction to the Association's bank account.

#### **37. FUNDS – MANAGEMENT**

**37.1.** Subject to any resolution passed by the Association in a General Meeting, the funds of the Association shall be used in such a manner as the Executive Committee determines.

**37.2.** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments, shall be signed by two authorised members of the Executive Committee or designated State and Territory members.

#### **38. AMENDMENT TO CONSTITUTION**

**38.1.** Any member who wants to propose an amendment to the constitution must submit the proposed amendment in writing to the Secretary at least four months prior to the Annual General Meeting.

**38.2.** The Secretary must circulate any proposed amendment to the Members at least one month prior the Annual General Meeting.

**38.3.** Any amendment to the Constitution must be passed by a three quarters majority in a Special Resolution and in the absence of any contrary indication, will take effect immediately upon being passed.

#### **39. INDEMNITY**

**39.1.** No office bearer, or member of the committee or other group working for the Association shall be liable for the acts or default of any other person working for the Association or for any error or judgement or his/her part or for any loss or damage resulting from his/her duties unless it be dishonesty or wilful negligence on his/her part. Each person so mentioned shall be entitled to be indemnified out of the fund of the Association for any liability incurred by him/her on behalf of the Association.

#### **40. COMMON SEAL**

**40.1.** The Association shall acquire a common seal which shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "Seal". The seal shall remain in the custody of the Secretary or the Administration Officer under delegation.

**40.2.** The seal of the Association shall not be affixed to any instrument except by the authority of the Executive and the affixing thereof shall be attested by the signatures either of two members of the Executive or of one member of the Executive and of the Public Officer of the Association or such other person as the Executive may appoint for that purpose, and that attestation is sufficient for all purposes and that the seal was affixed by authority of the Executive.

#### **41. CUSTODY OF BOOKS**

**41.1.** Subject to the Act, the Regulations and these rules, the Secretary shall keep in his or her control all records, and other documents relating to the Association.

#### **42. INSPECTION OF BOOKS**

**42.1.** The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

#### **43. SERVICE OF NOTICES**

**43.1.** For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member at the member's address shown in the register of members.

**43.2.** Where a document is sent to a person by properly addressing, and posing the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

#### **44. POLICY RELATING TO PROPERTY**

**44.1.** The property and the income of the Association shall be applied solely towards the objects of the Association. No portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Association.

#### **45. DISSOLUTION OF ASSOCIATION**

**45.1.** The Association shall be dissolved upon the vote of a two-thirds majority of members present at a Special General Meeting convened to consider such question.

**45.2.** Upon a resolution being passed in accordance with Clause 16(a) of this Constitution, all assets and funds of the Association shall, after the payment of all debts and liabilities of the Association and costs, charges and expenses of the winding up, be handed over to such organisations having similar aims and objectives to those of the Association as a two-thirds majority of the members of the Association may decide and in accordance with the requirements of the Association's Incorporation Ordinance 1953 and subsequent amendments.

**45.3.** Also upon dissolution, funds and property of the Association shall not be given or distributed among members of the Association and funds may only be given to an Association which prohibits the distribution of their income and property to their members and which is a fund, authority or institution approved by the Commissioner for Taxation as a fund, authority or institution referred to in section 23 of the Income Tax Assessment Act, 1936 (as amended).

**45.4.** If upon winding up or dissolution of the Association there remains after satisfaction of all debts and liabilities, any property whatever, the same shall not be paid or distributed among members of the Association but shall be given or transferred to some Institution or Institutions having objects similar or in part similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to any extent at least as great as that imposed on the Association.

#### **46. ESTABLISHMENT AND MANAGEMENT OF THE AUSTRALIAN ASSOCIATION FOR ENVIRONMENTAL EDUCATION PUBLIC FUND**

**46.1.** The Australian Association for Environmental Education authorises the establishment of a Public Fund ("The Australian Association for Environmental Education Gift Fund") as a distributive entity whose objective is the raising of donations in support of the Australian Association for Environmental Education's charter as defined in the Objects of the Association.

## **47. RULES OF THE PUBLIC FUND**

**47.1.** The objective of the Fund is to support the environmental education and education for sustainability's purposes/ objectives of the Australian Association for Environmental Education.

**47.2.** Members of the public will be invited to make gifts of money or property to the Fund for the environmental education/ education for sustainability purposes of the Australian Association for Environmental Education.

**47.3.** Money from interests on donations, income donated from donated property and money from the realisation of such property will be donated in the Fund.

**47.4.** A separate bank account will be maintained to deposit and hold money donated to the Fund, including interest accruing thereon.

**47.5.** Receipts will be issued in the name of the Fund and proper account records kept.

**47.6.** The Fund will be operated on a non-profit basis.

**47.7.** A committee of management shall be established to manage the Fund. Four members will be appointed to the Committee. A majority of the Committee members will be "responsible persons" as defined by the Guidelines of the Register of Environmental Organisations. The committee is appointed by the Executive Committee and will include the Treasurer.

**47.8.** The Australian Association for Environmental Education Incorporated and the subcommittee managing the Fund agree to comply with any rule that the (Assistant) Treasurer and the Environment Minister make to ensure that the gifts to the fund are used only for its principal purpose.

**47.9.** Distribution of the funds will be for non political purposes and according to the goals of the Association.

## **48. STATISTICAL INFORMATION CONCERNING THE PUBLIC FUND**

**48.1.** Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year. This will include information on expenditure of Public Fund monies and the management of Public Fund assets.

**48.2.** An audited financial statement for the organisation and the Public Fund will be supplied with the annual statistical return. The statement will provide information on expenditure of Public Fund monies and the management of Public Fund assets.

**48.3.** The organisation must inform the Department responsible for the environment as soon as possible if:

- it changes its name or the name of the Public Fund
- there is a change in the membership of the management committee of the Public Fund or
- there has been any departure from the rules of the Public Fund as set out by the

Guidelines to the Register of Environmental Organisations.

## **49. INCOME AND USE OF MONIES IN THE PUBLIC FUND**

**49.1.** Money from interest on donations, income derived from property and money from the realisation of such property is to be deposited into the Fund.

**49.2.** The release of monies from the Public Fund account and the management of, and sale of Public Fund assets must be authorised by the Fund's management committee. Members of the Public Fund Management Committee permanently located in Australia must be the only signatories to the Public Fund Account.

**49.3.** Receipts must be issued in the name of the Public Fund. Donations with a value of less than \$2 are not allowable tax deductions. To ensure tax deductibility of donations, receipts issued in the name of the Australian Association for Environmental Education Gift Fund should contain the following elements:

- the number of the receipt
- the date the donation was received
- the name of the organisation
- the organisation's Australian Business Number (ABN)
- the name of the Fund

- signatories of a person authorised to act on behalf of the Fund
- the name of the donor
- an indication that the Fund is listed on the Register of Environmental Organisations
- that the amount is for a gift

**49.4.** Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the organisation and not be influenced by the preference of the donor.

#### **50. WINDING UP OF THE PUBLIC FUND**

**50.1.** In case of the 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.

