



# CONSTITUTION

This is the Constitution for the Southern Australian Capital Territory Catchment Group (SACTCG) Incorporated in accordance with the ACT Associations Act 1991.

## 1. Name

The name of the Association shall be Southern ACT Catchment Group Incorporated (referred to in these rules as “the Association”).

## 2. Organisation

The group is a community based not for profit incorporated association.

## 3. Objectives

The principal purpose of the Association shall be:

- a) To improve and maintain the natural environment of the southern ACT in its regional context. The Association will work to improve ecological resilience and maintain the biodiversity values of the region through environmental protection and restoration works.
- b) To seek resources and support for environmental aims outlined in the Associations strategic documents including for member community groups to achieve their on ground goals.
- c) To facilitate effective communication and foster and maintain cooperative working relationships with local, regional and national stakeholders and partners. This includes the support, promotion and representation of member groups and the social and environmental benefits of Landcare.
- d) To facilitate community capacity building, leadership, awareness raising, education and engagement in environmental activities in southern ACT. This includes facilitating access to best-practice information and supporting evidence-based decision making and action in environmental management.
- e) To establish and maintain a public fund for the specific purpose of supporting the environmental objects/purposes of the Association.

## 4. Membership

- a) The members of the Association are organisations and individuals listed as members on the member register.
- b) Applications for membership are open to organisations and individuals that have a direct involvement and whose skills and knowledge would enhance the operations of the Association.



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- c) Individuals and organisations wishing to become members of the Association shall apply to the Management Committee for membership.
- d) The Association Management Committee shall have the right to determine whether or not to accept an application for membership.
- e) Members shall pay such fees as are determined by the Association at a general meeting.
- f) A register of members shall be kept by the Association.
- g) Membership shall cease upon resignation, expulsion, or failure to pay outstanding membership fees within six months of the due date, subject to a contrary decision by the Management Committee.
- h) 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 1 to June 30.

## **5. Members' liability**

- a) 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.
- b) If upon winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property, assets or monies whatsoever, the same shall not be paid or distributed to members of the Association, co-opted or appointed members or any individual community members, but shall be given or transferred to some other community Landcare group or groups with objects of the same intent to those of the Association, or to some charitable community organisation or organisations situated in the catchment and that prohibits the distribution of its, or their, income and property among its members. Such organisations are to be determined by the Association at or before the time of dissolution and insofar as effect cannot be given to such provision then to some charitable object.

## **6. Disciplining of members**

- a) A member may be expelled from membership of the Association (or otherwise disciplined) by the Management Committee if, in the opinion of the Management 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.



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## **7. Management Committee**

- a) The Management Committee shall consist of at least four persons but no more than eight elected at the Annual General Meeting.
- b) The Management Committee shall appoint a Public Officer.
- c) Each member of the Management Committee shall hold office from the date of their election or appointment until the next Annual General Meeting whereby they shall retire from office. Retiring Management Committee members are then eligible for re-election.
- d) Office bearer positions shall be directly elected at the Annual General Meeting by the members to the positions of Chair, Vice-Chair, Secretary and Treasurer, along with any other positions required for the effective running of the Association up to the maximum of eight Management Committee positions.
- e) Nominations of candidates for positions on the Management Committee by 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.
- f) Any casual vacancy occurring in the Management Committee may be filled by a member appointed by the Association at a general meeting.
- g) The minimum age for election or appointment to the Management Committee shall be eighteen years.
- h) A member of the Management Committee shall cease to hold office: upon resignation in writing; or cessation of membership of the Association; or absence from three successive Management Committee meetings without approval by the Management Committee.
- i) The Association in a general meeting may, by resolution, subject to the Act, section 50, remove any member of the committee from the office of member of the committee before the end of the member's term of office.

## **8. Affairs of the Association to be managed by the Management Committee**

- a) The Management Committee shall control and manage the business and affairs of the Association in line with the purpose and objectives of the Association.
- b) The Management Committee has the 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.
- c) The Management 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.
- d) The Chairperson shall chair each Management Committee meeting of the Association.



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- e) The quorum for meetings of the Management Committee shall be three Management Committee members.
- f) The Chairperson or any two members of the Management Committee may convene additional meetings of the Management Committee.
- g) If the Chair and/or the Vice-Chair is absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chair.
- h) Notice of Management Committee meetings shall be given at the previous Management Committee meeting or by such other means as the Management Committee may decide upon.
- i) The Management Committee may function validly provided its number is not below the quorum at the start of a meeting. Should the Management Committee number fall below the quorum during the meeting the acts and resolutions of the Management Committee during that meeting remain valid.
- i) The majority of votes of those present shall decide questions arising at any meeting of the Management Committee. In the case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- j) All meetings of the association will follow standard meeting procedures.

## **9. General meetings (including Annual General Meetings)**

- a) An AGM of the Association shall be held each year within five months from the end of the financial year of the Association. Extensions may be sought under section 120 of the Act.
- b) The Management Committee may, whenever it deems necessary, convene a general meeting of the Association. A general meeting must be convened by the Management 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 to be considered at the AGM shall be given to members.
- d) Written notice of all general meetings shall be given to members either personally, by post or by electronic transmission.
- e) In the case of a general meeting where a special resolution is to be proposed, written notice of the meeting and the resolution shall be provided to members at least 21 days before the meeting.
- f) The quorum for a general meeting shall be five members present in person and entitled to vote under these rules.



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- g) 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 that must be decided by special resolution where a three quarter majority of members present is required.
- h) All votes shall be given personally and there shall be no voting by proxy.
- i) In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote.

## **10. Special resolutions**

- a) A special resolution must be passed by the Association in accordance with section 39 of the Act.
- b) 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 Registrar General for permission to pass the resolution in some other way.

## **11. Source of Funds**

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.

## **12. Public Fund**

- a) The Association is to establish and maintain a public fund to be called the Southern ACT Catchment Environment Fund for the specific purpose of supporting the environmental objects/purposes of the Association.
- b) The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its 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.
- c) The organisation must inform the Department responsible for the environment as soon as possible if:
  - (i) it changes its name or the name of its public fund; or
  - (ii) there is any change to the membership of the Management Committee of the public fund, or
  - (iii) there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.



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- d) The organisation agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.
- e) The fund will be operated on a not-for-profit basis.
- f) The income and property of the organisation shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the organisation.
- g) 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.
- h) 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.
- i) 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.
- j) An audited financial statement for the organisation and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.
- k) Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the organisation.
- l) 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.
- m) 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 organisation.
- n) 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.
- o) A sub-committee of no fewer than three persons will administer the fund. The sub-committee will be appointed by 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.



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## 13. Miscellaneous

- a) **Amalgamation.** 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.
  - b) **Custody and Inspection of books and documents.** Custody and inspection will be in accordance with the SACTCG Bylaws.
  - c) **Financial year.** The financial year of the Association ends on 30 June of each year.
  - d) **Insurance.** The Association shall effect and maintain public liability insurance as is required under the *Associations Incorporation Act, 1991*, together with any other insurance which may be required by law or regarded as necessary by the Association.
  - e) **Common Seal.** The common seal of the association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the management committee. The signatures of two members of the management committee must witness the stamping of the common seal.
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