

SEE-CHANGE INC

CONSTITUTION

November 2023

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SEE-Change Inc. Constitution

1. Definitions and interpretation

1.1 Definitions

In these rules:

Note A definition applies except so far as the contrary intention appears (see *Legislation Act, s 155*).

- (1) **Association** means SEE-Change Inc.;
- (2) **Business Day** means a day that is not a Saturday, Sunday or any other day which is a public holiday or a bank holiday in the place where an act is to be performed or a payment is to be made;
- (3) **Board** means the committee of management of the Association, which is appointed in accordance with, and governed by, clause 7;
- (4) **Board Member** means a member of the Board;
- (5) **Department** means the Australian Taxation Office or such department as replaces or succeeds that department;
- (6) **Financial Year** means the year ending on 30 June;
- (7) **Member**, means a Member, however described, of the Association;
- (8) **Corporate Member** means a Member which is not an individual person;
- (9) **Ordinary Board Member** means a Board Member who is not an office-bearer of the Association as mentioned in clause 7.3(1)(a);
- (10) SEE is an acronym that stands for Society, Environment, Economy
- (11) **SEE-Change Local Group** means a group that is defined by a geographical area that is appointed as a local group by the Board in accordance with clause 5;
- (12) **SEE-Change Special Interest Group** means a group that is appointed as a special interest group by the Board in accordance with clause 5;
- (13) **SEE Change Group is a SEE Change Local Group or a SEE Change Special Interest Group;**
- (14) **Secretary** means the person holding office under these rules as secretary of the Association or, if no such person holds that office, the public officer of the Association;
- (15) **the Act** means the *Associations Incorporation Act 1991*; and
- (16) **the regulation** means the *Associations Incorporation Regulation 1991*.

1.2 Application of Legislation Act 2001

The *Legislation Act 2001* applies to these rules in the same way as it would if they were an instrument made under the Act.

1.3 Interpretation

- (1) Reference to:
 - a. these rules is a reference to the rules set out in this Constitution;
 - b. a clause, subclause or Annexure is a reference to a clause, subclause or Annexure in this Constitution, unless otherwise stated;
 - c. one gender includes the others;
 - d. the singular includes the plural and the plural includes the singular;
 - e. a thing includes the whole and each part of it separately;
 - f. a statute, regulation, code or other law or a provision of any of them includes:
 - i. any amendment or replacement of it; and
 - ii. another regulation or other statutory instrument made under it, or made under it as amended or replaced; and
 - g. dollars means Australian dollars unless otherwise stated.
- (2) "Including" and similar expressions are not words of limitation.
- (3) Where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning.
- (4) Headings and any table of contents or index are for convenience only and do not form part of this Constitution or affect its interpretation.
- (5) If an act must be done on a specified day which is not a Business Day, it must be done instead on the next Business Day.

2. Objects

- 2.1 SEE-Change Inc is an Australian not-for-profit organisation that is registered in the Australian Capital Territory.
- 2.2 Its objects are:
 - (1) To foster the development of groups in the ACT and surrounding region that take practical actions relating to ecological sustainability. Such groups are to be broadly inclusive and promote community cohesion, and be open to people of all ages and from all societal groups.
 - (2) To encourage people in the ACT and surrounding region to take practical action relating to ecological sustainability.
 - (3) To promote exchange of information on ecological sustainability to SEE-Change members, across groups and with the broader public.
 - (4) To establish and maintain a public fund to be called the **SEE-Change Fund** for the specific purpose of accepting gifts and donations to support and further the above environmental objects. The SEE-Change Fund will be managed 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 SEE-Change 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*. The SEE-Change Fund is to be established and maintained pursuant to a deed of trust.

- (5) To promote such things as are incidental to the attainment of one or more of the above objects.

3. Membership

3.1 Membership qualifications

A person is qualified to be a Member if the person:

- (1) has applied for Membership in accordance with subclause 3.2(1); and
- (2) has been approved for Membership of the Association by the Board; and
- (3) has paid any entrance fee or annual subscription fee that is due.

3.1A Corporate membership

- (1) An organisation is qualified to be a Corporate Member if an authorised representative of that organisation:
 - a. has applied for Membership in accordance with subclause 3.2(1); and
 - b. has been approved for Membership by the Board; and
 - c. has paid any entrance fee or annual subscription fee that is due.
- (2) A Corporate Member may send a representative to General Meetings of the Association but has only one vote.

3.2 Application for Membership

- (1) An application of a person or organisation for Membership of the Association:
 - a. must be made in writing in the form set out in annexure A or other such form or method as adopted by the Board from time to time; and
 - b. shall include the amounts specified in clause 3.6 for any entrance fee and/or annual subscription fee; and
 - c. must be passed to the Secretary of the Association.
- (2) As soon as is practicable after receiving an application for Membership, the Secretary must refer the application to the Board which must decide whether to approve or to reject the application.
- (3) If the Board decides to approve an application for Membership, the Secretary must as soon as practicable after that decision notify the applicant of that approval.
- (4) If the Board decides not to approve an application for Membership, the Secretary must notify the person of the non-approval and ensure the refund of any payments made by the person within 8 weeks after receipt of the nomination.
- (5) The Secretary must, on approval by the Board, enter the applicant's name and contact details in the register of Members and, on the name being so entered, the applicant becomes a Member of the Association.

3.3 Membership entitlements not transferable

A right, privilege or obligation that a person or organisation has because of being a Member of the Association:

- (1) cannot be transferred or transmitted to another person or organisation; and
- (2) terminates on cessation of the Membership.

3.4 Cessation of Membership

A person or organisation ceases to be a Member of the Association if the person or organisation:

- (1) dies or, for an organisation, is wound up; or
- (2) resigns from Membership of the Association; or
- (3) is expelled from the Association; or
- (4) fails to renew Membership of the Association.

3.5 Resignation of Membership

- (1) A Member is not entitled to resign from Membership of the Association except in accordance with this clause 3.5.
- (2) A Member who has paid all amounts payable by the Member to the Association may resign from Membership of the Association by giving notice (of not less than 1 month or such shorter period as the Board determines) in writing to the Secretary of the Member's intention to resign and, at the end of the period of notice, the Member ceases to be a Member.
- (3) The Secretary must make an appropriate entry in the register of Members recording the date the Member ceased to be a Member.

3.6 Fees

- (1) The annual subscription fees for Members and Corporate Members will be decided by the Board and reviewed annually.
- (2) Entrance to the Association is upon the payment of an initial annual subscription fee.
 - a. (3) The subsequent annual subscription fee is payable on the annual anniversary date of the date on which they paid their initial annual subscription fee.
- (4) Each Member is entitled to nominate a SEE-Change Group to which 40% of their annual subscription fee, or a percentage as otherwise decided by the Board in accordance with subclause 3.6(5), will be distributed by the Association to the relevant SEE-Change Group to spend on matters related to the Group.
- (5) The subscription fee percentage allocated to SEE-Change Groups can only be varied by the Board at least 12 months after the last variation and after seeking comments from Groups about the proposed percentage.
- (6) The annual subscription fee of Corporate Members or Members who do not nominate a Group will be allocated to the SEE-Change office.

3.7 Members' liabilities

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 relation to Membership of the Association as required by clause 3.6.

3.8 Disciplining of Members

- (1) If the Board is of the opinion that a Member:
 - a. has persistently refused or neglected to comply with a provision of these rules; or
 - b. has persistently and wilfully acted in a manner prejudicial to the interests of the Association;the Board may, by resolution:
 - c. expel the Member from the Association; or
 - d. suspend the Member from the rights and privileges of Membership of the Association for a specified period that the Board may decide.
- (2) A resolution of the Board under subclause (1) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under subclause (3), confirms the resolution in accordance with this clause 3.8.
- (3) If the Board passes a resolution under subclause (1), the Secretary must, as soon as practicable, serve a written notice on the Member:
 - a. setting out the resolution of the Board and the grounds on which it is based; and
 - b. stating that the Member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - c. stating the date, place and time of that meeting; and
 - d. informing the Member that the Member may do either or both of the following:
 - i. attend and speak at that meeting;
 - ii. submit to the Board at or before the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the Board mentioned in subclause (2), the Board must:
 - a. give to the Member mentioned in subclause (1) an opportunity to make oral representations; and
 - b. give due consideration to any written representations submitted to the Board by that Member at or before the meeting; and
 - c. by resolution decide whether to confirm or to revoke the resolution of the Board made under subclause (1).
- (5) If the Board confirms a resolution under subclause (4), the Secretary must, within 7 days after that confirmation, by written notice inform the Member of that confirmation and of the Member's right of appeal under clause 3.9.

- (6) A resolution confirmed by the Board under subclause (4) does not take effect:
- a. until the end of the period within which the Member is entitled to appeal against the resolution if the Member does not exercise the right of appeal within that period; or
 - b. if within that period the Member exercises the right of appeal—unless and until the Association confirms the resolution in accordance with clause 3.9(4).

3.9 Right of appeal of disciplined Member

- (1) A Member may appeal to the Association in general meeting against a resolution of the Board that is confirmed under clause 3.8(4), within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (2) On receipt of a notice under subclause (1), the Secretary must notify the Board which must call a general meeting of the Association to be held within 21 days after the date when the Secretary received the notice or as soon as possible after that date.
- (3) Subject to section 50 of the Act, at a general meeting of the Association called under subclause (2):
- a. no business other than the question of the appeal may be transacted; and
 - b. the Board and the Member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - c. the Members present must vote by secret ballot on the question of whether the resolution made under clause 3.8(4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under clause 3.8(4), that resolution is confirmed.

4. Public Fund – SEE-Change Fund

4.1 SEE-Change Fund

- (1) In order to comply with the requirements of the *Income Tax Assessment Act 1997* and the requirements of the Department, the Association must inform the Department as soon as possible if:
- a. it changes its name or the name of the SEE-Change Fund; or
 - b. there is any change to the Membership of the management committee of the SEE-Change Fund; or
 - c. there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations;
- (2) The Association agrees to comply with any rules that the Federal Treasurer and the Minister with responsibility for the environment make to ensure that gifts made to the fund are used only for its principal purpose.
- (3) The income and property of the Association 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, Board Members or trustees of the SEE-Change Fund.

- (4) Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Association and will not be influenced by the preference of the donor.
- (5) In case of the winding-up of the SEE-Change Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
- (6) Statistical information requested by the Department on donations to the SEE-Change Fund will be provided within four months of the end of Financial Year.
- (7) An audited/reviewed financial statement for the Association and the SEE-Change Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public monies and the management of public fund assets.

5. SEE-Change Groups

5.1 SEE-Change Group qualifications

A local or special interest group is qualified to be a SEE-Change Group if the group:

- (1) is an incorporated association, an unincorporated association, or a body corporate;
- (2) is operated as a not-for-profit organisation and cannot distribute its assets or income to its members;
- (3) has at least 5 SEE-Change Members within the Group;
- (4) is carried on solely for purposes that are similar to, or consistent with, the objects of the Association, as set out in clause 2; and
- (5) has been:
 - a. nominated as a SEE-Change Group in accordance with clause 5.2; and
 - b. appointed as a SEE-Change Group by the Board.

5.2 Nomination as a SEE-Change Group

- (1) A Member may nominate a local or special interest group to be appointed by the Board as a SEE-Change Group by
 - a. completing an application form in the form set out in Annexure C or other such form or method as adopted by the Board from time to time; and
 - b. lodging the completed form with the Secretary.
- (2) As soon as is practicable after receiving a nomination for appointment as a SEE-Change Group, the Secretary must refer the nomination to the Board which must decide whether to approve or to reject the nomination.
- (3) If the Board decides to approve a nomination for appointment as a SEE-Change Group, the Secretary must as soon as practicable after that decision:
 - a. notify the authorised representative of the Group and the nominee of that approval; and
 - b. enter the Group's name and contact details in the register of SEE-Change Groups.

5.3 Register of SEE-Change Groups

The Secretary must maintain a register of the SEE-Change Groups.

5.4 Rights and obligations of SEE-Change Groups

- (1) The SEE-Change Group must act in accordance with any policies and procedures of the Association.
- (2) SEE-Change Groups must appoint a convenor to liaise with the SEE-Change office and Board regarding their activities.
- (3) SEE-Change Groups may send a representative, who must also be an individual Member of SEE-Change, to general meetings of the Association, and if agreed by the Board, to Board meetings, but have no voting rights.
- (4) SEE-Change Groups must provide an annual report to the Board on their activities, membership numbers and how they have spent any Association funds given to them over the year.
- (5) SEE-Change Groups may only spend any funds allocated to them from SEE-Change membership fees consistent with the objects of the Association.
- (6) If a SEE-Change Group has funds allocated to it that it is not able to spend, it must return them to the Association and not use them for any other purpose.

5.5 Cessation of appointment of a SEE-Change Group

- (1) An organisation ceases to be a SEE-Change Group if the organisation:
 - a. is wound up or ceases activity for twelve months or more; or
 - b. resigns from being a SEE-Change Group; or
 - c. has its appointment revoked by the Association.
- (2) The Board may by resolution revoke the appointment of a SEE-Change Group if the Board is of the opinion that a SEE-Change Group:
 - a. no longer has objectives nor undertakes activities that are consistent with the Association's objects; or
 - b. has persistently refused or neglected to comply with their obligations to the Association; or
 - c. has acted in a manner prejudicial to the interests of the Association or brings the Association into disrepute;
- (3) A Board resolution to revoke the appointment of a SEE-Change Group cannot take effect until confirmed by a general meeting of the Association.
- (4) The Board and the SEE-Change Group must be given the opportunity to make statements in relation to the revocation at the general meeting.

6. Not-for-profit

6.1 No distribution to Members

- (1) No portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members of the Association.

- (2) Clause 6.1 does not prevent:
- a. the payment in good faith of remuneration to any officer, servant or Member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business;
 - b. the payment of interest at a rate not exceeding 12% per annum on money borrowed from any Member of the Association;
 - c. the payment of reasonable and proper rent by the Association to a Member of the Association for premises leased by the Member to the Association; or
 - d. the reimbursement of expenses incurred by any Member on behalf of the Association.

7. Board

7.1 Role of the Board

The Association is managed by the Board.

7.2 Powers of Board

The Board, subject to the Act, the regulation, these rules, and to any resolution passed by the Association in general meeting:

- (1) controls and manages the affairs of the Association; and
- (2) 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
- (3) appoint an Executive Director for the Association; and
- (4) has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

7.3 Constitution and Membership

- (1) The Board includes:
 - a. the office-bearers of the Association; and
 - b. up to four Ordinary Board Members;each of whom must be elected under clause 7.4 or appointed in accordance with subclause (4).
- (2) The office-bearers of the Board are:
 - a. the Chair
 - b. the Deputy Chair;
 - c. the Treasurer; and
 - d. the Secretary.

- (3) Each Board Member holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the Member's election, but is eligible for re-election.
- (4) If there is a vacancy in the Membership of the Board, as defined in clauses 7.4(3) or 7.7, the Board may appoint a Member of the Association to fill the vacancy and the Member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.
- (5) The term of office of Members of the Board may not exceed six consecutive years, subject to clause 7.3(6).
- (6) A Member who has served six years may be re-elected to the Board after a break of at least one year, and can be appointed to the Board to fill a vacancy under clause 7.3(4).
- (7) The Executive Director of the Association is an ex officio member of the Board but does not have any voting rights.

7.4 Election of Board Members

- (1) Nominations of candidates for election as office-bearers of the Association or as Ordinary Board Members:
 - a. will be accepted in writing to the Secretary of the Association up to the commencement of the annual general meeting at which the election is to take place; and
 - b. can be submitted in writing to the Secretary nominating an absent Member, with the consent of the candidate.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations may be verbally received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of office-bearers and Ordinary Board Members must be conducted at the annual general meeting in the way the Board may direct.
- (7) A person is not eligible to simultaneously hold more than 1 one position on the Board.

7.5 Secretary

- (1) The Secretary must keep minutes of—
 - a. all elections and appointments of office-bearers and Ordinary Board Members; and
 - b. the names of Members present at a Board meeting or a general meeting; and
 - c. all proceedings at Board meetings and general meetings.
- (2) Minutes of proceedings at a meeting must be confirmed by the Board at the next succeeding meeting and be moved and seconded by two Members who were present at that meeting. The motion must be duly recorded by the Secretary.

- (3) The Secretary will perform the duties of Public Officer of the Association unless the Board appoints a separate Public Officer.

7.6 Treasurer

- (1) The Treasurer of the Association must:
 - a. oversee the collection and receipt of all amounts owing to the Association and the issuing of payments authorized by the Association; and
 - b. ensure the keeping of 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.

7.7 Vacancies

- (1) A vacancy in the office of a Board Member happens if the Board Member:
 - a. dies; or
 - b. ceases to be a Member of the Association; or
 - c. resigns the office; or
 - d. is removed from office under clause 7.8 (Removal of Board Members); or
 - e. suffers from mental or physical incapacity which prevents them from undertaking their Board duties; or
 - f. is disqualified from office under section 63, 63A or 63B of the Act; or
 - g. is absent without the consent of the Board from all meetings of the Board held during a period of six months.

7.8 Removal of Board Members

The Association in general meeting may by resolution, subject to section 50 of the Act, remove any Board Member from the office of Board Member before the end of the Board Member's term of office.

7.9 Board meetings and quorum

- (1) The Board must meet at least 3 times in each calendar year at the place (physical location or via electronic communication) and time that the Board may decide.
- (2) Additional meetings of the Board may be called by the Chair or in their absence the Deputy Chair.
- (3) Oral, electronic or written notice of a meeting of the Board must be given by the Secretary to each Board Member at least 48 hours (or any other period that may be unanimously agreed on by the Board Members) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Board Members present at the meeting unanimously agree to treat as urgent business.

- (5) Any 3 Board Members constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business may be transacted by the Board unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to a time and place within the following 7 days as notified to the Board Members by the Secretary.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- (8) At meetings of the Board:
 - a. the Chair or, in the absence of the chair, the Deputy Chair or another office bearer will preside;
 - b. if the chair and other office bearers are absent— one of the remaining Board Members may be chosen by the Board Members present to preside.

7.10 Delegation by Board to subcommittee

- (1) The Board may, in writing, delegate to one or more subcommittees (consisting of the Member or Members of the Association that the Board considers appropriate) the exercise of the functions of the Board that are specified in the instrument, other than:
 - a. this power of delegation; and
 - b. a function that is a function imposed on the Board by the Act, by any other Territory law, or by resolution of the Association in general meeting.
- (2) A function, the exercise of which has been delegated to a subcommittee under this clause 7.10 may, while the delegation remains un-revoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- (3) A delegation under this clause 7.10 may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances. All conditions and limitations must be specified in the instrument of delegation.
- (4) Despite any delegation under this clause 7.10, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this clause 7.10 has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, in writing, revoke wholly or in part any delegation under this clause 7.10.
- (7) A subcommittee may meet and adjourn as it considers appropriate.

7.11 Voting and decisions

- (1) Motions arising at a meeting of the Board or of any subcommittee appointed by the Board are decided by a majority of the votes of Members of the Board or subcommittee present at the meeting.
- (2) Each Member present at a meeting of the Board or of any subcommittee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, if the votes on any motion are equal, the motion is not passed .

- (3) Subject to clause 7.9(5), the Board may act despite any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a subcommittee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Member of the Board or subcommittee.

8. General meetings

8.1 Annual general meetings - holding of

- (1) The Board must, at least once in each calendar year and within 5 months after the end of each Financial Year of the Association, call an annual general meeting of its Members.
- (2) Subclause (1) has effect subject to the powers of the registrar-general under section 120 of the Act in relation to extensions of time.

8.2 Annual general meetings - calling of and business at

- (1) The annual general meeting of the Association must, subject to the Act, be called on the date and at the place and time that the Board considers appropriate.
- (2) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is:
 - a. to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
 - b. to receive from the Board reports on the activities of the Association during the last Financial Year; and
 - c. to elect the Board Members, including office-bearers; and
 - d. to receive and consider the statement of accounts and the reports that are required to be submitted to Members under section 73(1) of the Act.
- (3) An annual general meeting must be specified as such in the notice calling it in accordance with clause 8.4 (Notice).
- (4) An annual general meeting must be conducted in accordance with the provisions of this clause 8.

8.3 General meetings - calling of

- (1) The Board may, whenever it considers appropriate, call a general meeting of the Association.
- (2) The Board must, on the requisition in writing of not less than 10 Members, call a general meeting of the Association.
- (3) A requisition of Members for a general meeting:
 - a. must state the purpose or purposes of the meeting; and
 - b. must be signed by the Members making the requisition; and
 - c. must be lodged with the Secretary; and

- d. may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (4) If the Board fails to call a general meeting within one month after the date when a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may call a general meeting to be held not later than three months after that date.
- (5) A general meeting called by a Member or Members mentioned in subclause (4) must be called as nearly as is practicable in the same way as general meetings are called by the Board and any Member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

8.4 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, notify in writing each Member at the Member's address or electronic mail address appearing in the register of Members. The written notice must specify the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each Member in the way provided in subclause (1) specifying, in addition to the matter required under that subclause, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under clause 8.2(2).
- (4) A Member desiring to bring any business before a general meeting may give written notice of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

8.5 General meetings - procedure and quorum

- (1) No item of business may be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five Members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of Members is dissolved and in any other case stands adjourned to a time and place within the following 14 days as notified to Members by the Secretary.
- (4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the Members present (being not less than 3) constitute a quorum.

8.6 Presiding Member

- (1) The Chair, or in the absence of the Chair, the Deputy Chair or another office bearer, presides at each general meeting of the Association.
- (2) If the Chair and the other office bearers are absent from a general meeting, the Members present must elect one of their number to preside at the meeting.

8.7 Adjournment

- (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 may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must 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.
- (3) Except as provided in subclauses (1) and (2), 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.

8.8 Making of decisions

- (1) A motion arising at a general meeting of the Association is to be decided on a show of hands and, unless before or on the declaration of the show of hands 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. An entry to that effect in the minutes of the meeting is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than three Members present in person or by proxy at the meeting.
- (3) If the poll is demanded at a general meeting, the poll must be taken;
 - a. immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - b. in any other case - in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

8.9 Voting

- (1) Subject to subclause (3), on any motion arising at a general meeting of the Association a Member has one vote only.
- (2) All votes must be given personally or by proxy but no Member may hold more than two proxies.
- (3) If the votes on a motion at a general meeting are equal, the motion is not passed.
- (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 for the then current year.

8.10 Appointment of proxies

- (1) Each Member is entitled to appoint another Member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form set out in Annexure B.

9. Funds

9.1 Funds - source

- (1) The funds of the Association must be derived from entrance fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Association in general meeting and subject to section 114 of the Act, any other sources that the Board decides.
- (2) All donations received must be deposited in the SEE-Change Public Fund and a receipt issued.
- (3) All money received, other than donations, by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (4) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

9.2 Funds - management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association must be used for the objects of the Association in the way that the Board decides.
- (2) All electronic bank transfers, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised by any two Board Members or employees of the Association, being Board Members or employees authorised to do so by the Board.
- (3) The Association must pursue its objects and incur its expenditure principally in Australia.

10. Miscellaneous

10.1 Alteration of objects and rules

These rules and the objects in clause 2 cannot be altered except in accordance with the requirements of the Act.

10.2 Common seal

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be attached to any instrument except by the authority of the Board and the attaching of the common seal must be attested by the signatures of two Board Members.

10.3 Custody of books

Subject to the Act, the regulation and these rules, the Secretary must keep under their control all written and electronic records, books, and other documents relating to the Association.

10.4 Inspection of books

The records, books and other documents of the Association must be open to inspection at a place in the ACT, free of charge, by a Member of the Association at any reasonable hour.

10.5 Service of notice

- (1) For these rules, a notice may be served by or on behalf of the Association on any Member either personally or by sending it:
 - a. by post to the Member at the Member's address shown in the register of Members; or.

- b. by electronic mail to the Member at the Member's electronic mail address shown in the register of Members or otherwise nominated by the Member.
- (2) If a document is sent by post to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is taken for these rules, unless the contrary is proved, to have been served on the person at the time when the letter would have been delivered in the ordinary course of post.
- (3) If a notice is sent to the electronic address (if any) shown in the register of Members or otherwise nominated by the Member, the notice is not effective if:
- a. the Association's computer reports that delivery has failed; or
 - b. the Member notifies the Association immediately that the notice was not fully received in a legible form.

10.6 Surplus property

- (1) The members may by special resolution wind up the Association.
- (2) Upon winding up of the Association, after the satisfaction of all debts and liabilities, any remaining moneys or property shall not be paid or distributed among the members.
- (3) The general meeting at which the Association is wound up must pass a special resolution nominating:
- a. another association for the Act, section 92(1) (a); or
 - b. a fund, authority or institution for the Act, section 92(1) (b);
- in which it is to vest its surplus property upon the dissolution or winding up of the association.
- (4) An association, fund, authority or institution nominated under subclause (3) must have similar objects to that of the Association, fulfill the requirements specified in subsection 92(2) of the Act, and be on the Register of Environmental Organisations if it still exists at the time of winding up.

Annexure A

(see clause 3.2(2))

Application for Membership of SEE-Change Inc. (Association)

I
(full name)

would like to:

- join SEE-Change Inc.
- renew Membership in SEE-Change Inc.

(delete as appropriate)

Address:

.....

E-mail:

Telephone:

For new members:

If I am admitted as a member of the Association, I agree to be bound by the Constitution of the Association for the time being in force.

.....

(Signature of applicant)

Date.....

I nominate the following SEE-Change Group to which a percentage of my annual subscription fee, currently 40% or as decided by the Board, will be distributed by the Association to the SEE-Change Group to carry out its activities.*

.....

(* if no nomination is made, the whole subscription fee will be used by the Association as it deems appropriate)

Annexure B

(see clause 8.10(2))

Form of appointment of proxy

I,.....
(full name)

of
(address)

a Member of SEE-Change Inc. appoint

.....
(full name of proxy)

of
(address)

a Member of SEE-Change Inc., as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or other general meeting, as the case may be) to be held on and at any adjournment of that meeting.

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

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

Date

Note: A proxy vote may not be given to a person who is not a Member of the Association.

(*To be inserted if desired.)

Annexure C

(see clause 5.2(1))

Application for appointment as a SEE-Change Group of SEE-Change Inc. (the Association)

I.....
(full name)

a member of the Association, nominate

.....
(name of nominated local or special interest group)

to be appointed as a SEE-Change Group of the Association

.....
(Signature of Member nominating the Group)

Date

Details of nominated local or special interest group:

Objectives of the Group

List of initial group members who are members of the Association (minimum 5)

Name of Authorised Representative:

.....

Address:

.....

E-mail:

Telephone:

I
(name)

an authorised representative of the nominated group:

confirm that the nominated group is qualified to be appointed as a SEE-Change Group of the Association.

.....
(Signature of representative)

Date.....