

Constitution of the North-West Environment Centre Inc.

PO Box 999 Burnie, Tasmania 7320

Adopted on 14th January 2003

Updated on 31st May 2007

Updated on 20th February 2008

Proposed Amendments July 2015

Blue text = proposed deletions

Red text = proposed additions

Green text = discussion/comment

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Constitution of the North-West Environment Centre Inc.

1.0 NAME

The name of the Association is North-West Environment Centre Inc. hereinafter referred to as the "Association".

2.0 OBJECTS

- 2.1 To protect the environment of North-West Tasmania and any influencing environments or other ecological systems.
- 2.2 To raise awareness of and act on **priority** environmental issues.
- 2.3 To be proactive in improving the quality of the environment in north-west Tasmania.
- 2.4 To enhance the quality of life of residents of North-West Tasmania in a manner that is ecologically sustainable.
- 2.4 To encourage and empower residents of north-west Tasmania to live sustainably.
- 2.5 Documents featured in the Appendix and titled "Values of the North-West Environment Centre Inc." and "Goals of the North-West Environment Centre Inc." form part of the objects of the Association. **Provide accessible environmental education and resources**

3.0 POWERS OF THE ASSOCIATION

- 3.1 To open and operate bank accounts;
- 3.2 To invest its money as authorised by The Management Committee;
- 3.3 To give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- 3.4 To appoint agents to transact any business of the Association on its behalf;
- 3.5 To enter into any other contract the Association considers necessary or desirable;
- 3.6 To object to applications for development that may threaten the objects of the Association.
- 3.7 To un-object to applications for development or management procedures whenever the Association deems appropriate.
- 3.8 To establish and maintain a public fund.

4.0 MEMBERSHIP

- 4.1 Membership shall be open to any person who wishes to further the **interests Objects** of the Association.
- 4.2 Any person seeking membership shall make application to the **Management Committee Secretary**, and the Management Committee shall determine whether the application is successful or not. Applications denied membership shall be advised in writing. **(Do we need to spell out what information is to be included in the application?)**
- 4.3 Each person admitted to membership shall;
 - 4.3.1 **be** bound by the Constitution and By-laws of the Association.
 - 4.3.2 **become** liable for such fees and subscriptions as may be issued by the Association.
 - 4.3.3 **be** entitled to all advantages and privileges of membership.
- 4.4 **Membership categories;**
 - 4.4.1 **Ordinary Member**

Any person who is a financial member of the Association is entitled to hold any office and enjoy the privileges of the Association.
 - 4.4.2 **Life Memebership**

Any member who has given outstanding service to the Association may be elected by **the Management Committee a General Meeting** as a Life Member. Any member may nominate a person to the Management Committee for consideration for Life Membership. Life Members are exempt of any membership costs.
 - 4.4.3 **Honorary Memebership**

Honorary membership may be granted to any person by a decision to do so at a General Meeting. Any member may nominate a person to the Management Committee for consideration for Honorary Membership. Honorary Members are exempt of any membership costs. **(Do Honorary Members only have membership for a certain amount of time? What is the difference between Honorary and Life**

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Membership?)

5.0 TERMINATION OF MEMBERSHIP

- 5.1 Any person's membership may be terminated by the following events;
 - 5.1.1.1 Their Resignation
 - 5.1.1.2 Their death
 - 5.1.2 False or inaccurate statements made in the member's application for membership of the Association, breach of any rule, regulation or By-law of the Association or commit any act detrimental to the Association or that brings the Association into disrepute.
- 5.2 The Management Committee shall have the power to suspend or expel any member of the Association for any of the events in Item 5.1 above.
- 5.3 Any member who is expelled, suspended or has their membership terminated shall have the right to appeal in writing (within 28 days) against their suspension or expulsion and by presenting their case to a Management Committee Meeting called for such purpose. The decision of the Management Committee Meeting shall be final.

6.0 MANAGEMENT COMMITTEE N.B (1) sometimes called the Executive Committee.

(2) Committee persons are sometimes referred to as Office Bearers. (3) the main Office Bearers are often referred to as The Executive.

- 6.1 Management of the Association shall be vested in the Management Committee elected by the members at the Annual General Meeting and consisting of:
 - 6.1.1 President
 - 6.1.2 Vice President
 - 6.1.3 Secretary
 - 6.1.4 Treasurer
 - 6.1.5 Public Officer
 - 6.1.6 Publicity Officer
 - 6.1.7 Up to Six ordinary committee members
 - 6.1.8 The President, Vice President, Secretary and Treasurer shall be known as the "Executive"
 - 6.1.8.1 Any TWO members of the executive shall have the power to make urgent decisions which need to be made before the next scheduled committee meeting. Such decisions shall be approved OR rejected by the Management Committee at its next available meeting.
- 6.2 No person shall hold more than one position on the Management Committee at any one time.
- 6.3 A person shall cease to be a member of the Management Committee at the beginning of the Annual General Meeting next following his/her election and s/he will be eligible for re-election **provided that no person shall occupy the same Executive position for more than THREE consecutive years.**
- 6.4 A quorum of the Management Committee shall be half plus one **of the positions that are filled.**
- 6.5 **All meetings of the Management Committee are to be chaired by the President or in his/her absence by the Vice President or in his/her absence If the President or Vice President is unable to attend,** then a chairperson nominated by the meeting shall chair that meeting.
- 6.6 A member of the management committee may lose their seat on the committee for either of the following:
 - 6.6.1 Absence from three or more consecutive meetings without leave of absence;
 - 6.6.2 Found not to be a financial member.
- 6.7 **In the event of a casual vacancy of the Management Committee occurring the committee may appoint any member of the association to fill that vacancy until the beginning of the next Annual General Meeting.**
- 6.8 **The Management Committee shall meet at least X (10?) times per annum with no more than Y (3?) months occurring between meetings.**
- 6.9 **Any member of the association is entitled to attend a Management Committee meeting, to**

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listen to its deliberation(s), to ask one question and with permission of the meeting to ask further questions and /or to participate in discussion(s), They are, however, not entitled to cast a vote.

7.0 POWERS OF THE MANAGEMENT COMMITTEE

- 7.1 The Management Committee shall carry out the day to day running of the Association in accordance with furthering the Objects of the Association and shall have the power to:
- 7.1.1 administer the finances, appoint bankers, and direct the opening of the banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account; Transferring funds from one account to another must only occur with the approval of a quorum of the Management Committee;
 - 7.1.2 fix the manner in which such banking accounts shall be operated upon, providing all payments are passed by a quorum of the Management Committee; and to cause such records of all financial transactions to occur that will be required by the Association's Auditor in order she/he may carry out their function
 - 7.1.3 fix fees and subscriptions payable by members and decide such levies and charges as is deemed necessary and advisable, and to enforce payment thereof; (This should be for the discretion of an AGM. It is covered by 9.1.5.9)
 - 7.1.4 adjudicate on all matters brought before it that in any way affect the Association.
 - 7.1.5 cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of members;
 - 7.1.6 make, amend and rescind rulings at the AGM; (No, No No, you cannot do this!)
 - 7.1.7 make, amend or adopt By-laws as is deemed necessary for the Association; (Only AGMs and SGMs should have this power? See 12.2)
 - 7.1.8 have the power to form and appoint any sub committee(s) as required for specific purposes and to subsequently dissolve such sub committees. Persons appointed to sub committees need not be members of the Management Committee or be members of the Association provided that at least one member of the sub committee is a member of the Management Committee. Sub committees may commit to such expenditure or engage in such action as has been specifically delegated to them by the Management Committee. Sub committees are to select their own chairperson, choose their own meeting dates, times and places as they see fit and to provide a report on their deliberations, actions and expenditure commitments to the next scheduled meeting of the Management Committee.
 - 7.1.9 may at their discretion employ a person or persons to carry out certain duties required by the Association at salaries or remunerations for such period of time, as may be deemed necessary;
 - 7.1.10 should a vacancy occur on the Management Committee during the season, a special meeting shall be called by the Management Committee and a successor will be appointed until the next Annual General Meeting on a temporary basis by a general vote of members; (See 6.7)
- 7.2 The Public officer will have custody of the Association's records, documents and securities.

8.0 AUDITOR

- 8.1 The Annual General Meeting shall elect or appoint an Auditor or Auditors and determine the remuneration that they should receive.
- 8.2 The Auditor(s) shall examine and audit all the books and accounts of the Association annually, and have the power to call for all the books, papers, accounts, receipts etc. of the Association and report thereon to the Annual General Meeting.

9.0 GENERAL MEETINGS

9.1 Annual General Meeting

- 9.1.1 The Annual General Meeting of the Association must be held within four months of the end of the clubs Association's financial year.
- 9.1.2 The Secretary shall give at least fourteen (14) days notice of the date of the Annual

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General Meeting, to members. A 'Notice of Annual General Meeting' shall be printed in a local newspaper at least (14) days prior to the date of the Annual General Meeting specifying the time, date and place of the AGM and the nature of the business to be conducted.

9.1.3 All financial members may attend the Annual General Meeting.

9.1.4 The quorum at the Annual General Meeting, shall be a minimum of 6 (Should this be more?) current financial members. If at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting there be no quorum the meeting shall stand and adjourn adjourned for one week. If at such subsequent meeting there is no quorum those current financial members present shall be competent to discharge the business of the meeting.

9.1.5 The agenda for an Annual General Meeting shall be:

9.1.5.1 Opening of Meeting by the President or if unavailable the Vice President or if unavailable a person from the meeting elected by a show of hands.

9.1.5.2 Apologies

9.1.5.3 Confirmation of Minutes of previous Annual General Meeting and previous Special General Meeting(s), if any.

9.1.5.4 Presentation of Annual Report

9.1.5.5 Adoption of Annual Report and Treasurer's report

9.1.5.6 Presentation of Treasurer's statement report (This should be numbered between the previous two items)

9.1.5.7 Election of New Executive Management Committee and appointment of Auditor and the setting of his/her remuneration (Should be its own dot point)

9.1.5.8 Vote of Thanks to outgoing Executive Management Committee

9.1.5.9 Determination of Annual Membership Fee(s) and categories of fees.

9.1.5.10 Notice(s) of Motion for consideration at the next AGM

9.1.5.11 Urgent General business for which notice has been given

9.1.5.12 Closure

9.2 General Meetings (?? Delete all of this? See discussion points)

9.2.1 General meetings may be called by the Management Committee or at the request of the President and Secretary or on the written request of 3 members of the Association.

9.2.2 Meetings will be held on quarterly basis.

9.2.3 The quorum at the General Meeting shall be a minimum of 5 members.

9.3 Special General Meetings (Change the nature if this? See discussion points)

9.3.1 Special General Meetings may only be called to discuss actions that may be detrimental to a person's reputation and affecting the Association's values, goals and principles. A summary of outcomes of these meetings will be reported to the following general meeting.

9.3.1 Special General Meetings of the Association may be called at any time by the Management Committee.

9.3.2 The Secretary shall give at least fourteen (14) days notice of the date of a Special General Meeting to members. A 'Notice of Special General Meeting' shall be printed in a local newspaper at least (14) days prior to the date of the Special General Meeting specifying the time, date and place of the SGM and the nature of the business to be conducted.

9.3.3 A Special General Meeting may also be requested by not less than 3 current financial members in writing addressed to the Management Committee setting out the nature of the business they wish to have conducted.

9.3.3.1 Within 14 days of the receipt of such notice the Management Committee is to set a date for the Special General Meeting but at no stage shall the requested meeting be held later than 62 days after first receiving the written request for the meeting.

9.3.3.2 If the Management Committee fails to set a date for the Special General Meeting as set out in 9.3.3.1 the requisitioners are entitled to set a date for such meeting and provide notices to members as set out in 9.3.2

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- 9.3.4 All financial members may attend and cast a vote at a Special General Meeting.
- 9.3.5 The quorum at Special General Meeting, shall be a minimum of 6 **(Should this be more?)** current financial members. If at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting there be no quorum the meeting shall stand adjourned indefinitely
- 9.3.6 The business to be conducted at a Special General Meeting shall consist only of that business which was set out in the notice of meeting.
- 9.3.7 The Meeting shall be chaired by the President or if unavailable the Vice President or if unavailable a person from the meeting elected by a show of hands.
- 9.3.8 All resolutions, as notified in the notice of meeting passed at a duly constituted Special General Meeting are fully binding upon the Management Committee and all financial members.
- 9.3.9 The Management Committee shall see that true and accurate minutes are kept of all Special General Meetings and that they are presented to the next AGM.

10.0 CONSENSUS AND VOTING

- 10.1 The Association will operate on a consensus basis;. Wherever consensus cannot be reached the decision will be made by a vote of members present with 75% in support of the motion. Method of voting shall be determined at the meeting.
- 10.1.1 Voting powers at the Annual General Meetings and **Special** General Meetings:
- 10.1.2 The President shall be entitled to a deliberative vote. **(Is this just for the President or do you intend Chairperson? Is this a casting vote or just a vote?)**
- 10.1.3 Each individual financial member present or his/her nominated proxy shall have one (1) vote. **(Do you really want to have proxies? What are the rules for proxies?)**
- 10.2 Voting powers at Management Committee Meetings;
- 10.2.1 Each Committee member present shall have one (1) vote.
- 10.2.2 The Management Committee may utilise alternative means for decision making (e.g. email **or telephone(?)**) in circumstances where a **general or** Management Committee meeting cannot reasonably be convened **and matters need to be determined before the next Management Committee meeting can be held. Every effort will be made to contact All members of the Committee and seek their views. A vote will only be held once all participants have had an opportunity to express their view and consider the views of all other participants. The result of such decision making shall be recorded at the next available Committee meeting.**

11.0 FINANCE

- 11.1 All funds of the Association shall be deposited into the Association's accounts at such bank or recognised financial institution as the Management Committee may determine within seven (7) days of receipt.
- 11.2 All accounts due by the Association shall be paid by cheque **or authorised bank transfer** after having been passed for payment at the Management Committee Meeting and when immediate payment is necessary, account(s) shall be paid and the action endorsed at the next Management Committee Meeting.
- 11.3 The Secretary shall not spend more than a set amount Petty Cash (\$50) without the consent of the Management Committee and shall keep a record of such expenditure in a Petty Cash Book.
- 11.4 A statement showing the financial position of the Association shall be tabled at each **General Committee** Meeting by the Treasurer.
- 11.5 A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.
- 11.6 The financial year of the Association shall commence on 1st of November **(???)** each year. The accounts, books and all financial records of the Association shall be audited each year.
- 11.7 The signatories to the Association's account(s) **and persons authorised to activate any bank**

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transfers will be any two people from the following;

11.7.1 President

11.7.2 Vice President

11.7.3 Secretary

11.7.4 Treasurer

11.8 Non-profit status – The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

11.9 Northwest Environment Centre (Inc.?) Public Fund

11.9.1 To establish and maintain a public fund to be called the North-West Environment Centre (Inc.?) Public Fund for the specific purpose of supporting the environmental objects/purposes of the North-West Environment Centre Inc. 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 Assessment Act 1997.

11.9.2 Members of the public are to be invited to make gifts of money or property to the fund for environmental and community works purposes of the Association.

11.9.3 Money from the interest on donations, income derived from donated money from the realisation of such property is to be deposited into the fund.

11.9.4 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.

11.9.5 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.

11.9.6 The fund will be operated on a non-profit basis.

11.9.7 A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the Association's Management Committee. 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.

11.9.8 The Association must inform the Department responsible for the environment as soon as possible if:

11.9.8.1 it changes its name or the name of its public fund; or

11.9.8.2 there is a change to membership of the Management Committee of the public fund; or

11.9.8.3 there has been any departure from the model rules for public funds set out in the Guidelines to the Register of Environmental Organisations.

11.9.9 The Association agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that the gifts made to the fund are only used for its principle purpose.

11.9.10 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 a dividend, bonus or by way of profit to members, directors or trustees of the Association.

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

11.9.12 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.

11.9.13 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. An audited financial statement for the Association and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public

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fund monies and the management of public fund assets.

12.0 ALTERATIONS TO THE CONSTITUTION AND BY-LAWS

- 12.1 No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or General Meeting called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to the Secretary twenty-one (21) days and to members fourteen (14) days prior to the Annual General Meeting, or fourteen (14) days to the Secretary and seven (7) days to members prior to a General Meeting called for such purpose. As well,
- 12.2 Alterations to the Making, amending or adopting By-laws can only be made at General Meetings provided notice of the proposed alteration(s) has been duly notified to all members.
- 12.3 Such motions or any part thereof shall be of no effect unless passed by a seventy-five percent (75%) majority of those present and entitled to vote at the Annual General Meeting or Special General Meeting, as the case may be.

13.0 DISSOLUTION

- 13.1 If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed:
- 13.1.1 to another non-profit incorporated association having objects, values and goals similar to those of the Association, or
- 13.1.2 for charitable or benevolent purposes, which non-profit incorporated association or purposes, as the case requires, shall be determined by resolution of the members.

14.0 LIABILITY

Liability: In the event of the Association being wound up: (a) every member of the association, and (b) every person who, within the period of twelve months immediately preceding the commencement of the winding up, was a member of the association, is liable to contribute to the assets of the Association for payments of debts or liabilities of the association and for the costs, charges, and expenses of the winding up for the adjustment of the rights of the contributories among themselves such sum, not exceeding \$5 as may be required, but a former member is not liable so to contribute in respect of any debt or liability of the Association contracted after he or she ceased to be a member.

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Appendices

(Rationalise these and transfer to “Objects” otherwise include them in Mission and Vision Statements elsewhere)

The Goals of the NWECC Inc are to:

- Cultivate a sense of sacred in the ordinary;
- Inspire cultural progression towards sustainability;
- Support all who embrace social harmony and ecological sustainability;
- Scrutinise, raise awareness of and act upon any process that exhibits poor ethical and/or environmental standards and practices;
- Nurture cooperative processes that empower communities and individuals to achieve positive environmental change;
- Provide accessible environmental education and resources;
- Promote a sense of global belonging;
- Raise awareness of the need to take urgent action for our environment, a responsibility that we all share; and
- To strive for a model of operation that embraces diversity and promotes ethical practices and professionalism when conducting business.

The Values of NWECC Inc.

(These are too non specific to be included in a constitution)

- A sense of sacred in the ordinary• Community• Physical: open, accessible, welcoming
- Supportive, helpful, flexible• Happy, healthy, fun• Positive, empowering, inspiring
- Nurturing, loving environment• Diversity• Pro-active (Effecting positive change)• Independence
- Transparency, accountability• Ecologically sustainable• Ethical• Kindness• Honesty• Integrity
- Respectfulness• Social justice• Knowledge Sharing• Professional• Proficient• Competent• Efficient