

Dated

Constitution of SEE-Change Inc

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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) **Committee** means the committee of management of the Association, which is appointed in accordance with, and governed by, clause 7;
- (4) **Committee Member** means a member of the Committee;
- (5) **Department** means the Department of Environment, Water, Heritage and the Arts (Cth) 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) **Ordinary Committee Member** means a Committee Member who is not an office-bearer of the Association as mentioned in clause 7.3(1)(a);
- (9) **SEE-Change Group** means a local group that is appointed as a Member group by the Committee in accordance with clause 5;
- (10) **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;
- (11) **the Act** means the *Associations Incorporation Act 1991*; and
- (12) **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 person includes a body corporate;
 - (f) a thing includes the whole and each part of it separately;
 - (g) 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
 - (h) 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 Agreement 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 promote processes and development of groups in local Australian communities that are broadly inclusive and open to people of all ages and from all societal groups in the local area.
- (2) To provide access through these processes and groups to accurate and valid information about the relationship between the environment, humans, and their health, including issues relating to ecological sustainability. This is in recognition of the fact that humans and their health are strongly connected with their environment. However, this object is in the context of a focus on the environment, rather than a focus on health issues.
- (3) To foster the development of supportive local networks of people that are built on respect, friendship and a shared understanding of the challenge of sustainability and the need to take democratic action to improve society in ways that are enjoyable, cross-generational and build community cohesion
- (4) To encourage and support people through these groups and processes to take practical actions in their daily lives which can reduce the size of their ecological footprints.
- (5) To promote exchange of information on these matters across the various processes and groups.

- (6) 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.
- (7) 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 or organisation is qualified to be a Member if the person or organisation:

- (1) is one of those elected at the annual meeting or who is named on the certificate of incorporation; or
- (2) has been:
 - (a) nominated for Membership in accordance with clause 3.2(2); and
 - (b) approved for Membership of the Association by the Committee.

3.2 Nomination for Membership

- (1) Only a Member can nominate a person or organisation for Membership of the Association.
- (2) To nominate a person or organisation for Membership of the Association, the Member making the nomination must:
 - (a) complete an application form in the form set out in Annexure A; and
 - (b) lodge the completed form with the Secretary.
- (3) As soon as is practicable after receiving a nomination for Membership, the Secretary must refer the nomination to the Committee which must decide whether to approve or to reject the nomination.
- (4) If the Committee decides to approve a nomination for Membership, the Secretary must as soon as practicable after that decision notify the nominee of that approval and request the nominee to pay within 28 days after receipt of the notification the sum payable under these rules by a Member as the first year's annual subscription fee.
- (5) The Secretary must, on payment by the nominee of the annual subscription fee mentioned in subclause (4) within the period mentioned in that subclause, enter the nominee's name in the register of Members and, on the name being so entered, the nominee becomes a Member of the Association.

3.3 **Membership entitlements not transferable**

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

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

3.4 **Cessation of Membership**

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

- (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 Committee 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) If a person ceases to be a Member, 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) Entrance to the Association is free, upon the payment of the annual subscription fee.
- (2) The annual subscription fee of the Association will be decided by the Committee annually.
- (3) The annual subscription fee is payable—
 - (a) except as provided by subclause (3)(b)—before 1 July in each calendar year; or
 - (b) if a person becomes a Member on or after 1 July in any calendar year—before 1 July in each succeeding calendar year.
- (4) Each Member is entitled to nominate a SEE-Change Group to which 40% of their annual subscription fee will be distributed by the Association.

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 Committee 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 Committee 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 Committee may decide.
- (2) A resolution of the Committee under subclause (1) is of no effect unless the Committee, 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 Committee 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 Committee and the grounds on which it is based; and
 - (b) stating that the Member may address the Committee 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 Committee 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 Committee mentioned in subclause (2), the Committee 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 Committee by that Member at or before the meeting; and
 - (c) by resolution decide whether to confirm or to revoke the resolution of the Committee made under subclause (1).

- (5) If the Committee 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 Committee 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 Committee 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 Committee 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 Committee 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 responsible for the environment 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, Committee 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 responsible for the environment on donations to the SEE-Change Fund will be provided within four months of the end of Financial Year.
- (7) An audited 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, regional, special interest or other group is qualified to be a Member 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) is carried on solely for environmental purposes that are similar to, or consistent with, the objects of the Association, as set out clause 2; and
- (4) 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 Committee.

5.2 Nomination as a SEE-Change Group

- (1) A Member may nominate a local, regional, special interest or other group in the Australian Capital Territory to be appointed by the Committee as a SEE-Change Group by
 - (a) completing an application form in the form set out in Annexure C; 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 Committee which must decide whether to approve or to reject the nomination.

- (3) If the Committee 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 nominee of that approval; and
 - (b) enter the nominee's name 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.

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 Committee

7.1 Role of the Committee

The Association is managed by the Committee.

7.2 Powers of Committee

The Committee, 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) 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.

7.3 Constitution and Membership

- (1) The Committee includes:
 - (a) the office-bearers of the Association; and
 - (b) 4 or more Ordinary Committee Members;each of whom must be elected under clause 7.4 or appointed in accordance with subclause (4).
- (2) The office-bearers of the Committee are:
 - (a) the chair and a deputy chair; and
 - (b) the treasurer;
 - (c) the Secretary and/or public officer;
 - (d) the executive officer of the Association (ex officio).
- (3) Each Committee 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 executive, as defined in clause 7.7, the Committee 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 Committee may not exceed six consecutive years. A minimum period of one year is required for re-election of an office bearer.

7.4 Election of Committee Members

- (1) Nominations of candidates for election as office-bearers of the Association or as Ordinary Committee 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; or
 - (b) can be made verbally by a Member present at the annual general meeting; or
 - (c) can be submitted in writing to the Secretary nominating an absent Member, with consent of the candidate.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee 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 Committee Members must be conducted at the annual general meeting in the way the Committee may direct.
- (7) A person is not eligible to simultaneously hold more than 1 position on the Committee.

7.5 Secretary

- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, notify the Association of his or her address.
- (2) The Secretary must keep minutes of—
 - (a) all elections and appointments of office-bearers and Ordinary Committee Members; and
 - (b) the names of Members present at a Committee meeting or a general meeting; and
 - (c) all proceedings at Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be passed and seconded by two Members who are present at that meeting. The motion must be duly recorded.

7.6 Treasurer

- (1) The treasurer of the Association must:
 - (a) collect and receive all amounts owing to the Association and make all payments authorized by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

7.7 Vacancies

- (1) A vacancy in the office of a Committee Member happens if the Committee 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 Committee Members); or
 - (e) becomes an insolvent under administration within the meaning of the Corporations Act; or
 - (f) suffers from mental or physical incapacity; or
 - (g) is disqualified from office under section 63(1) of the Act; or

- (h) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

7.8 Removal of Committee Members

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

7.9 Committee meetings and quorum

- (1) The Committee must meet at least 3 times in each calendar year at the place and time that the Committee may decide.
- (2) Additional meetings of the Committee may be called by any Committee Member.
- (3) Oral or written notice of a meeting of the Committee must be given by the Secretary to each Committee Member at least 48 hours (or any other period that may be unanimously agreed on by the Committee 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 Committee Members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 Committee Members constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business may be transacted by the Committee 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 the same place and at the same hour of the same day in the following week.
- (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 Committee:
 - (a) the chair or, in the absence of the chair, another office bearer will preside;
 - (b) if the chair and other office bearers are absent—1 of the remaining Committee Members may be chosen by the Committee Members present to preside.

7.10 Delegation by Committee to subcommittee

- (1) The Committee may, in writing, delegate to 1 or more subcommittees (consisting of the Member or Members of the Association that the Committee considers appropriate) the exercise of the functions of the Committee that are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function that is a function imposed on the Committee 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 Committee 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 Committee.
- (6) The Committee 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) Questions arising at a meeting of the Committee or of any subcommittee appointed by the Committee are decided by a majority of the votes of Members of the Committee or subcommittee present at the meeting.
- (2) Each Member present at a meeting of the Committee or of any subcommittee appointed by the Committee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 7.9(5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a subcommittee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Member of the Committee or subcommittee.

8 General meetings

8.1 Annual general meetings - holding of

- (1) With the exception of the first annual general meeting of the Association, the Committee 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) The Association must hold its first annual general meeting:
 - (a) within 18 months after its incorporation under the Act; and
 - (b) within 5 months after the end of the first Financial Year of the Association.
- (3) Subclauses (1) and (2) have 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 Committee 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 Committee reports on the activities of the Association during the last Financial Year; and
 - (c) to elect the Committee 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 Committee may, whenever it considers appropriate, call a general meeting of the Association.
- (2) The Committee must, on the requisition in writing of not less than 5% of the total number of 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 1 or more of the Members making the requisition.
- (4) If the Committee fails to call a general meeting within 1 month after the date when a requisition of Members for the meeting is lodged with the Secretary, any 1 or more of the Members who made the requisition may call a general meeting to be held not later than 3 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 Committee 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 the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting 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, 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 1 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 question 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, or 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.
- (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.
- (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 question arising at a general meeting of the Association a Member has 1 vote only.
- (2) All votes must be given personally or by proxy but no Member may hold more than 5 proxies.
- (3) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- (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 Committee decides.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) 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 Committee decides.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 Committee Members or employees of the Association, being Committee Members or employees authorised to do so by the Committee.
- (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 Committee and the attaching of the common seal must be attested by the signatures of 2 Committee Members.

10.3 Custody of books

Subject to the Act, the regulation and these rules, the Secretary must keep in his or her custody or under his or her control all 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) If upon the winding up or dissolution of the Association any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the Members but must be given or transferred to and vest in:
 - (a) the Nature and Society Forum Incorporated ABN 52 456 986 523, provided that the Nature and Society Forum Incorporated fulfils the requirements specified in section 92(2) of the Act and is endorsed as a charitable institution by the Commissioner of Taxation for the purposes of Division 50 of the *Income Tax Assessment Act 1997*;
 - (b) if the Nature and Society Forum Incorporated no longer exists or no longer fulfils the requirements specified in section 92(2) of the Act, the Australian Conservation Foundation Incorporated ABN 22 007 498 482, provided that the Australian Conservation Foundation Incorporated fulfils the requirements specified in section 92(2) of the Act and is endorsed as a charitable institution by the Commissioner of Taxation for the purposes of Division 50 of the *Income Tax Assessment Act 1997*; or
 - (c) if neither the Nature and Society Forum Incorporated nor the Australian Conservation Foundation Incorporated is still in existence and fulfils the requirements specified in section 92(2) of the Act and is endorsed as a charitable institution by the Commissioner of Taxation for the purposes of Division 50 of the *Income Tax Assessment Act 1997*, the Association must pass a special resolution nominating:
 - (i) another Association for the purpose of section 92(1)(a) of the Act; or
 - (ii) a fund, authority or institution for the purpose of section 92(1)(b) of the Act; and
- vest its surplus property in the event of the dissolution or winding up of the Association.

- (2) An Association nominated under subclause (1)(c)(i) must fulfil the requirements specified in section 92(2) of the Act and be endorsed as a charitable institution by the Commissioner of Taxation for the purposes of Division 50 of the *Income Tax Assessment Act 1997*.

Annexure A

(see clause 3.2(2))

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

I would like to:

- Join SEE-Change Inc.
 - renew Membership in SEE-Change Inc.
- (delete as appropriate)

Address:

.....

Post code:

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
(full name)

a member of the Association, nominate the applicant, who is personally known to me, for membership of the Association:

.....
(Signature of Member nominating applicant)

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. (Association)

I a member of the Association, nominate
(full name)

..... to be appointed as a SEE-Change Group of the
Association
(name of nominated local, regional, special interest or other group)

Details of nominated local, regional, special interest or other group:

Authorised Representative:

Address:

.....

Post code:

E-mail:

Telephone:

.....
(Signature of Member nominating nominated local, regional, special interest or other group)

Date

I an authorised representative of the nominated local,
regional, special interest or other group:
(full name)

confirm that the nominated local, regional group, special interest or other is qualified to be
appointed as a SEE-Change Group of the Association.

.....
(Signature of representative)

Date