

**Australian Association for Environmental Education
(South Australian Chapter) Inc.**

CONSTITUTION

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1. NAME

The name of the incorporated association is Australian Association for Environmental Education (South Australian Chapter) Incorporated, referred to herein as 'the Association'.

2. DEFINITIONS

2.1. In this Constitution:

“**Act**” means the *Associations Incorporation Act 1985 (South Australia)* and accompanying regulations.

“**Association**” means the Australian Association for Environmental Education (South Australian Chapter) Incorporated, abbreviated to AAEE (SA) Inc.

“**By-laws**” means a by-law of AAEE (SA) Inc. made pursuant to clause 16

“**Convenor**” means the chairperson of the Committee.

“**Committee**” means all or some of the Committee of AAEE (SA) Inc. acting as a board under clause 6.

“**Constitution**” means the constitution of AAEE (SA) Inc.

“**Corresponding body**” means an organisation wishing to maintain close liaison with the Association

“**Financial year**” means the year ending on 30 June.

“**General Meeting**” means the Annual General Meeting or any General Meeting

“**Meeting**” means face to face and electronic meetings using technologies such as Skype.

“**Member**” means an Association member however described by the Association.

“**Membership year**” means a year commencing on 1 October.

“**Objects**” mean the objects and purposes of the Association as set out under clause 3.

“**Ordinary Committee member**” means a member of the committee who is not an officer bearer.

“**Register**” means the register of members to be kept pursuant to the Act.

“**Rule**” means any element of this constitution, binding upon the Association.

“**Secretary**” means the secretary of AAEE (SA) Inc.

“**State Delegate**” means the person responsible for liaison between the AAEE Executive Committee and AAEE (SA) Inc.

“**Treasurer**” means the treasurer of AAEE (SA) Inc.

2.2 In this Constitution, unless the context otherwise requires:

- (a) a reference to a function includes a reference to a power, authority or duty.
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- (c) words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Acts Interpretations Act. The Committee shall be responsible for interpretations.
- (d) words importing the singular include the plural and vice versa.
- (e) words importing any gender include the other gender.
- (f) references to a clause or schedule refer to a clause or schedule in this Constitution.

- (g) all headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution.

3. OBJECTS

The Objects of the Association are as follows:

- 3.1. Be a robust professional organisation with an active growing membership, supporting environmental and sustainability educators to advance education for sustainability, and advocating for better educational and sustainability outcomes.
- 3.2. Take leadership in promoting, advocating for and advancing environmental and sustainability education in South Australia.
- 3.3. Be a catalyst for and develop, support and contribute to continuing professional learning programs to assist educators to work effectively with all sectors of society towards a sustainable Australia.
- 3.4. Develop partnerships, affiliations and cooperative projects to advance the work of the Association.
- 3.5. Ensure the operations of the Association adopt environmentally sustainable practices, are financially viable and are undertaken with transparent and effective governance.

4. POWERS

The Association will have all the powers conferred by Section 25 of the Act which must be exercised solely for furthering the Objects.

5. MEMBERSHIP

5.1. Types

The Association has the following categories of membership:

- (a) Individual
- (b) Concession – full-time students, low income or retired.
- (c) Family
- (d) Corporate
- (e) Schools/small NGOs
- (f) Life
- (g) Honorary Life - can be bestowed at the Annual General Meeting by the Association Committee to individuals who have given outstanding service to the organisation.

5.2. Eligibility

- (a) A person or organisation is qualified to be a member of the Association if they satisfy the requirements of the Act and have not been expelled from this Association.

- (b) The decision of the Association Committee on the eligibility for membership shall be final and at the sole discretion of the Committee.

5.3. Subscriptions

- (a) Each member shall pay an annual subscription relative to their category of membership determined by the Association Committee in accordance with the By-Laws.
- (b) Procedures for application and admission will be determined by the Association Committee in accordance with the By-Laws.
- (c) The subscription fees shall be payable annually on 1 October or at a time that the Association Committee decides.
- (d) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided always that the committee may reinstate such a person or organisation's membership on such terms as it thinks fit.

5.4. Rights of members

- (a) A right, privilege or obligation which a person or organisation has by reason of being a member of the Association is not capable of being transferred to another person or organisation and terminates upon cessation of the membership.
- (b) Membership does not entitle a member to use the Association branding/logo without written approval of the Committee.
- (c) Management and extension of the rights and benefits of membership is the responsibility of the Committee and member services will vary over time.
- (d) Individual, concession, life and honorary life members have the right to attend, speak and vote at all Association General Meetings.
- (e) Family, Corporate, School and Small NGO members have the right to appoint one representative to attend, speak and vote at all Association General Meetings.

5.5. Effects of membership

Members acknowledge and agree that:

- (a) the Constitution constitutes a contract between each of them and the Association and that they are bound by the Constitution and By-Laws
- (b) they shall comply with and observe the Constitution and the By-Laws and any determination or resolution which may be made or passed by the Association Committee
- (c) the Constitution and the By-Laws are necessary and reasonable for promoting the Objects of the Association
- (d) they are entitled to such benefits, advantages, privileges and services of the Association upon such conditions as are prescribed (for each category of membership) under this Constitution and By-Laws.

5.6. Cessation of membership

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

- (a) a person dies or, in the case of an organisation, is wound up;
- (b) they resign from membership of the Association;
- (c) they are expelled from the Association; or

- (d) they fail to renew membership of the Association.

5.7. Resignations

- (a) A member may resign from membership of the association by giving written notice to the secretary or public officer of the association. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.
- (b) Resignation takes effect from the date the request is received by the Association.
- (c) Resignation does not entitle refund of fees, except where resignation occurs within the first 3 months of the membership year, in which case 50% of the membership fee shall be returned.

5.8 Expulsion of a member

The Committee may in accordance with the By-Laws expel a member for just cause. The member has the right to appeal to the Committee who may, upon hearing the appeal, request the Committee to reverse its decision. Once the Committee has reviewed its decision on the issue the decision of the Committee shall be final and not subject to any further appeal.

5.9 Register of members

A register of members must be kept and contain:

- i. The name and address of each member
- ii. The date on which each member was admitted to the association, and
- iii. If applicable, the date of and reason(s) for termination of membership.

6. THE COMMITTEE

6.1 Powers and duties

- (a) The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- (b) The committee has the management and control of the funds and other property of the association.
- (c) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- (d) The committee shall appoint a public officer as required by the Act.
- (e) The committee may enter into relationships with corresponding bodies in accordance with the By-Laws.

6.2 Appointment

- (a) The committee shall be comprised of a convenor, secretary, treasurer and at least five ordinary committee members.

- (b) A committee member shall be a natural person.
- (c) The first committee of the association shall be appointed from the promoters of the association, or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation. At this time, one half of the members of the committee, who shall be chosen by ballot, shall retire from the committee. At each subsequent annual general meeting one half of the members of the committee, being the longest serving members, shall retire.
- (d) A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and by the nominee.
- (e) Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- (f) The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.

6.3. Proceedings of committee

- (a) The committee shall meet together for the dispatch of business at least four times a year.
- (b) Questions arising at any meeting of the committee shall be decided by a majority of votes.
- (c) A quorum for a meeting of the committee shall be five members of the committee.
- (d) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

6.4 Disqualification of committee members

The office of a committee member shall become vacant if a committee member is:

- (a) Disqualified from being a committee member by the Act
- (b) Expelled as a member under these rules
- (c) Permanently incapacitated by ill health
- (d) Absent without apology from more than four meetings in a financial year
- (e) No longer the duly appointed representative of a corporate member.

7. THE SEAL

- 7.1. The association shall have a common seal upon which its corporate name shall appear in legible characters.
- 7.2. The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by witnesses e.g. the chairperson and the secretary.

8. GENERAL MEETINGS

8.1 Annual general meetings

- (a) The committee shall call an annual general meeting in accordance with the Act and these rules.
- (b) The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.
- (c) The order of the business at the meeting shall be:
 - i. The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - ii. The consideration of the accounts and reports of the committee, and the auditor's report if the association is required to under Section 3 of the Act.
 - iii. The election of committee members
 - iv. The appointment of auditors, if required under Section 3 of the Act
 - v. Any other business requiring consideration by the association in general meeting.

8.2 Special general meeting

- (a) The committee may call a special general meeting of the association at any time.
- (b) Upon a requisition in writing of not less than 5% of the total number of members of the association, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- (c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- (d) If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

8.3 Notice of general meetings

- (a) Subject to 8.3b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- (b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (c) A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by email or post to the address appearing in the register of members (see rule 5.9.)
- (d) Where a notice is sent by post:
 - i. The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - ii. Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.4 Proceedings at general meetings

- (a) Eight members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- (b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition if members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- (c) Subject to 8.4(d), the chairperson shall preside as chairperson at a general meeting of the association.
- (d) If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

8.5 Voting at general meetings

- (a) Subject to these rules, every member of the association has one vote at a meeting of the association.
- (b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- (c) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- (d) A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.

8.6 Poll at general meetings

- (a) If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- (b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 Special and ordinary resolutions

- (a) A special resolution as defined in the Act.
- (b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association.

9. MINUTES

- (a) Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.
- (c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- (d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. DISPUTE RESOLUTION

- (a) The dispute resolution procedure set out in this rule applies to disputes under these Rules between -
 - i. A member and another member
 - ii. a member and the association.
- (b) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

- (d) In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.
- (e) Section 40 of the Act provides that where the committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the association, the rules of natural justice must be observed.
- (f) Section 61 of the Act provides that an application to the Court for an order under the section may be made by a member of an incorporated association or by a former member expelled from the association (provided that the application is made within six months of the expulsion), who believes that the affairs of the association are being conducted in a manner that is oppressive or unreasonable.

11. FINANCIAL REPORTING

11.1 Financial year

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

11.2 Accounts to be kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

11.3 Accounts and reports to be laid before members

The accounts, together with the auditor's report on the accounts (should this be required under section 3 of the Act), the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

11.4 Appointment of auditor

- (a) At each annual general meeting, the members shall appoint a person to be auditor of the association, if required to do so under Section 3 of the Act.
- (b) The auditor, if required, shall hold office until the next annual general meeting and is eligible for re-appointment.
- (c) If an appointment is not made at an annual general meeting, the committee shall appoint an auditor, if required, for the current financial year.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a

member for services rendered or expenses incurred on behalf of the association.

13. WINDING UP OF THE ASSOCIATION

The association may be wound up in the manner provided for in the Act and the By-laws.

14. APPLICATION OF SURPLUS ASSETS

- (a) If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members. Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.
- (b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

15. RULES

These rules may be altered (including an alteration to the association's name) by an ordinary resolution of the members of the association at a general meeting, including voting in person and by proxy. This includes rescission or replacement by substitute rules. The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act. The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

16. BY-LAWS

- 16.1. The Committee may make by-laws as it may deem appropriate for the proper conduct, control and management of the Association.
- 16.2. Where a By-Law is inconsistent with this Constitution, the Constitution shall prevail to the extent of the inconsistency.