



**Australian Association for Environmental Education
NSW Chapter Incorporated**

ABN 34 627 214 244

CONSTITUTION

21 August 2020

Amended 11th November 2022

Contents

	Page
Part 1 – Preliminary	
1.1 Definitions	4
Part 2 – Objects of the Association	5
Part 3 – Membership	
3.1 Membership generally	6
3.2 Register of members	6
3.3 Fees and subscriptions	7
3.4 Members’ liabilities	7
3.5 Resolution of disputes	7
3.6 Disciplining of members	7
3.7 Right of appeal of disciplined member	8
Part 4 – The Committee	
4.1 Powers of the Committee	9
4.2 Composition and membership of Committee	9
4.3 Election of Committee members	10
4.4 Roles of office bearers	10
4.5 Casual vacancies	11
4.6 Removal of Committee members	12
4.7 Committee meetings and quorum	12
4.8 Appointment of association members as committee members to constitute quorum	13
4.9 Use of technology at committee meetings	13
4.10 Delegation by Committee to sub-Committees	13
4.11 Voting and decisions	14

Part 5 – General meetings

5.1 Annual General Meetings – holding of	15
5.2 Annual General Meetings – calling of and business	15
5.3 Special General Meetings – calling of	15
5.4 Notice	16
5.5 Quorum for General Meetings	16
5.6 Presiding member	17
5.7 Adjournment	17
5.8 Making of decisions	17
5.9 Special resolutions	17
5.10 Voting	18
5.11 Proxy votes not permitted	18
5.12 Postal or electronic ballots	18
5.13 Use of technology at general meetings	18

Part 6 – Miscellaneous

6.1 Insurance	19
6.2 Funds – source	19
6.3 Funds – management	19
6.4 Establishment of the Public Fund	19
6.5 Statistical Information	20
6.6 Ministerial Rules	20
6.7 Conduit Policy	20
6.8 Association is not-for-profit	20
6.9 Distribution of property on winding up of association (dissolution)	20
6.10 Charitable purpose	20
6.11 Change of name, objects and constitution	20
6.12 Custody of books etc	21
6.13 Inspection of books etc	21
6.14 Service of notices	21
6.15 Financial year	21

Part 1 – Preliminary

1.1 Definitions

In this constitution:

- **‘Association’** means the Australian Association for Environmental Education NSW Chapter Incorporated (ABN 34 627 214 244), the incorporated NSW Chapter of the Australian Association for Environmental Education to which this constitution applies.
- **‘AAEE’** means the Australian Association for Environmental Education Incorporated (ABN 80 047 534 235), the national body of the Australian Association for Environmental Education of which the Association is a member body.
- **‘Ordinary Committee member’** means a member of the Committee who is not an office-bearer of the Association.
- **‘Secretary’** means the person holding office under this constitution as Secretary of the Association, or if no person holds that office – the Public Officer of the Association.
- **‘Special General Meeting’** means a general meeting of the Association other than an Annual General Meeting.
- **‘the Act’** means the *Associations Incorporation Act 2009*.
- **‘the Regulation’** means the *Associations Incorporation Regulation 2016*.

In this constitution:

- a reference to ‘a function’ includes a reference to a power, authority and duty, and
- a reference to ‘the exercise of a function’ includes, if the function is a duty, a reference to the performance of the duty.

With regard to this constitution, the provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

This constitution is complementary to the constitution of the AAEE and reference is made within it to the National AAEE constitution, where appropriate.

Part 2 – Objects of the Association

The Association's object is to pursue the charitable purpose of enhancing the natural environment by:

1. Promoting sustainability, sustainable development and sustainable use of resources primarily through the support, development and continual improvement of environmental education and sustainability education projects and initiatives.
2. Contributing to establishing and maintaining ecologically sustainable communities that protect and conserve the environment for future generations.
3. Delivering high quality and effective programs for educators.
4. Promoting networks and partnerships that promote good environmental education practice.
5. Providing leadership for members and others across NSW who deliver environmental education.
6. Advocating for effective public policy on environmental education.
7. Adhering to sound governance and decision-making processes.

Part 3 – Membership

3.1 Membership generally

As membership of the Association equates to membership of AAEE (national body), the following applies.

- Members of AAEE who reside in NSW are automatically members of the Association as determined in the AAEE Constitution.
- Members of AAEE who reside outside of NSW and who nominate on their membership form that they wish to belong to the Association are determined as NSW members [See AAEE Constitution and member form].

Application for AAEE membership, cessation of AAEE membership, AAEE membership entitlements and resignation of membership are as defined and established in the AAEE National constitution.

3.2 Register of members

The Secretary of the Association must establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the Association, together with the date on which the person became a member.

As the Association is a chapter of AAEE, members join the national body as referenced in the AAEE constitution. Every month, an up to date schedule of NSW members is provided by AAEE to the Association.

The register of NSW members is kept in New South Wales:

- at the main premises of the Association, or
- in the event that the Association has no premises, at the Association's official address.

The register of members is open for inspection, free of charge, by any member of the Association at any reasonable hour.

A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- the purposes of sending the person a newsletter, or a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
- any other purpose necessary to comply with a requirement of the Act or the Regulation.

If the register of members is kept in electronic form:

- it must be convertible into hard copy, and
- the requirements for the register to be kept in New South Wales and be open for inspection, free of charge, by any member of the Association at any reasonable hour apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

3.3 Fees and subscriptions

Members of AAEE must, on admission to membership, pay to AAEE an annual membership fee. Within the AAEE National Constitution, member fees are set at the National AAEE AGM and membership falls within a number of categories.

In line with the decisions of the national Executive Council, and the AAEE constitution, a percentage of the fee drawn from NSW members of AAEE is paid annually to the Association.

The Association may introduce other state-wide and/or sector-based programs which may have program or subscription fees associated as resolved by the Committee. These programs may operate independently of AAEE national membership and do not constitute membership for the purposes of this document.

3.4 Members' liabilities

The liability of a member of the Association 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 respect of membership of the Association.

3.5 Resolution of disputes

A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be mediated by the President and one other person from the Association. If the dispute is not resolved within 4 weeks, then it is referred to a community justice centre for mediation under the Community Justice Centres Act 1983.

If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

The Commercial Arbitration Act 2010 applies to any such dispute referred to arbitration.

3.6 Disciplining of members

A complaint may be made to the Committee by any person that a member of the Association:

- has refused or neglected to comply with a provision or provisions of this constitution, or
- has wilfully acted in a manner prejudicial to the interests of the Association.

The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

If the Committee decides to deal with the complaint, the Committee:

- must cause notice of the complaint to be served on the member concerned, and
- must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
- must take into consideration any submissions made by the member in connection with the complaint.

The Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

If the Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under section 3.7.

The expulsion or suspension does not take effect:

- until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under section 3.7, whichever is the later.

3.7 Right of appeal of disciplined member

A member may appeal to the Association in a General Meeting against a resolution of the Committee within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

On receipt of a notice from a member the Secretary must notify the Committee, which is to convene a General Meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.

At a General Meeting of the Association:

- no business other than the question of the appeal is to be transacted, and
- the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

The appeal is to be determined by a simple majority of votes cast by members of the Association.

Part 4 – The Committee

4.1 Powers of the Committee

Subject to the Act, the Regulation, this constitution, and any resolution passed by the Association in a general meeting, the Committee:

- is to control and manage the affairs of the Association, and
- may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a General Meeting of members of the Association, and
- has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the association.

4.2 Composition and membership of Committee

The Committee is to consist of:

- the office-bearers of the Association, and
- at least three ordinary Committee members

each of whom is to be elected at the Annual General Meeting of the Association.

The total number of Committee members is to be determined at each Annual General Meeting at the time of election.

The office-bearers of the Association are as follows:

- the President
- the Vice-President
- the Treasurer
- the Secretary

A Committee member may hold up to two offices (other than both the President and Vice-President offices).

Each election term is 12 months, and there is no maximum number of consecutive terms for which a committee member may hold office.

Each member of the Committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

4.3 Election of Committee members

Nominations of candidates for election as office-bearers of the Association or as ordinary Committee members:

- must be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
- must be delivered to the Secretary of the Association at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received verbally – and followed up by written nominations – at the Annual General Meeting.

If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.

If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

The ballot for the election of office-bearers and ordinary Committee members of the Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct. A returning officer, who is not a candidate for election, should manage the process.

A person nominated as a candidate for election as an office-bearer or an ordinary Committee member of the Association, must be a member of the Association.

4.4 Roles of office bearers

President

The President will:

- represent the Association and its members to other organisations, the industry, government and public agencies, the media, and the public as required
- preside at all meetings of the members of the Association and the Executive Committee
- ensure Executive Committee decisions are made in a timely manner and then translated into meaningful actions by Committee Members, staff or volunteers, holding appropriate parties accountable for success
- facilitate accomplishment of the Association's strategic goals and objectives
- be responsible for the smooth running and organisational culture of the Committee.

Secretary

The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.

It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:

- all appointments of office-bearers and members of the Committee, and
- the names of members of the Committee present at a Committee meeting or a general meeting, and
- all proceedings at Committee meetings and general meetings.

These tasks may be delegated by the Secretary with the approval of the Committee.

Minutes of proceedings at a Committee meeting must be formally accepted by the Committee at the succeeding meeting.

Treasurer

It is the duty of the Treasurer of the Association to ensure:

- that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

4.5 Casual vacancies

In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the Annual General Meeting next following the date of the appointment.

A casual vacancy in the office of a member of the Committee occurs if the member:

- dies, or
- ceases to be a member of the Association, or
- is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- resigns office by notice in writing given to the Secretary, or
- is removed from office as per section 4.6
- becomes a mentally incapacitated person, or
- is absent without the consent of the Committee from three consecutive meetings of the Committee, or
- is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

4.6 Removal of Committee members

The Association in a General Meeting may by resolution remove any member of the Committee from the office of Committee member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

If a member of the Committee to whom a proposed resolution for removal makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

4.7 Committee meetings and quorum

The Committee must meet at least three times in each period of 12 months at such place and time as the Committee may determine.

Additional meetings of the Committee may be convened by the President or by any member of the Committee.

Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

Notice of a meeting must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.

Any three members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned until a mutually agreeable date within ten days.

If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

At a meeting of the Committee:

- the President or, in the President's absence, the Vice-President is to preside, or
- if the President and the Vice-President are absent or unwilling to act, one of the remaining members of the Committee may be chosen by the members present at the meeting is to preside.

4.8 Appointment of association members as Committee members to constitute quorum

- If at any time the number of Committee members is less than the number required to constitute a quorum for a Committee meeting, the existing Committee members may appoint a sufficient number of members of the association as Committee members to enable the quorum to be constituted.
- A member of the Committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- This clause does not apply to the filling of a casual vacancy

4.9 Use of technology at Committee meetings

- A Committee meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.
- A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

4.10 Delegation by Committee to sub-Committees

The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:

- this power of delegation, and
- a function which is a duty imposed on the Committee by the Act or by any other law.

A function the exercise of which has been delegated to a sub-Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-Committee in accordance with the terms of the delegation.

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

Despite any delegation under this clause, the Committee may continue to exercise any function delegated.

Any act or thing done or suffered by a sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.

The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

A sub-Committee may meet and adjourn as agreed under the delegation.

4.11 Voting and decisions

Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-Committee present at the meeting.

Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

Subject to meeting quorum, the Committee may act despite any vacancy on the Committee.

Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee 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 sub-Committee.

Part 5 – General meetings

5.1 Annual General Meetings – holding of

The Association must hold its Annual General Meetings:

- within 6 months after the close of the Association’s financial year, or
- within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

5.2 Annual General Meetings – calling of and business at

The Annual General Meeting of the Association is subject to the Act and is to be convened on such date and at such place and time as the Committee thinks fit.

In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to:

- confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,
- receive from the Committee reports on the activities of the Association during the last preceding financial year,
- elect office-bearers of the Association and ordinary Committee members,
- receive and consider any financial statement or report required to be submitted to members under the Act.

An Annual General Meeting must be specified as such in the notice convening it.

5.3 Special General Meetings – calling of

The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

The Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a Special General Meeting of the Association.

A requisition of members for a Special General Meeting:

- must be in writing, and
- must state the purpose or purposes of the meeting, and
- must be signed by the members making the requisition, and
- must be lodged with the Secretary, and
- may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

For the purposes of the above:

- a requisition may be in electronic form, and
- a signature may be transmitted, and a requisition may be lodged, by electronic means.

If the Committee fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the

members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.

A Special General Meeting convened by a member or members must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee.

5.4 Notice

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, give a notice to each member specifying the place, date and time of the meeting, and the nature of the business proposed to be transacted at the meeting.

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, cause notice to be given to each member specifying, in addition to the matter required under Clause 5.9, the intention to propose the resolution as a special resolution.

No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 5.2.

A member desiring to bring any business before a General Meeting may give notice in writing 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.

5.5 Quorum for general meetings

No item of business is to be transacted at a General Meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

Five members present (being members entitled under this constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a general meeting.

If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:

- if convened on the requisition of members, is to be dissolved, and
- in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the 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.

If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three) are to constitute a quorum.

5.6 Presiding member

The President or, in the President's absence, the Vice-President, is to preside as chairperson at each General Meeting of the Association.

If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

5.7 Adjournment

The chairperson of 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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

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.

Except as provided above, 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.

5.8 Making of decisions

A question arising at a General Meeting of the Association is to be determined by:

- a show of hands, or any appropriate corresponding method that the committee may determine, or
- a written ballot, if the chairperson so moves, or if 5 or more members present at the meeting decide that the question should be determined by a written ballot.

If the question is to be determined by a show of hands, a declaration by the chairperson 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.

If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

5.9 Special resolutions

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

5.10 Voting

On any question arising at a general meeting of the association a member has one vote only.

In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

5.11 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

5.12 Postal or electronic ballots

The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal, including a special resolution (other than an appeal under section 3.7).

A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

5.13 Use of technology at general meetings

A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.

A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 6 – Miscellaneous

6.1 Insurance

The Association is to effect and maintain all insurances as required for its safe and lawful operation.

6.2 Funds – source

The funds of the Association are to be derived from grants, program fees, entrance fees, annual subscriptions of members (as per AAEE Constitution) and donations. All sources are subject to any resolution passed by the Association in a general meeting and include such other sources as the Committee determines.

All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.

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.

6.3 Funds – management

Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in such manner as the Committee determines.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be approved by any two members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.

6.4 Establishment of the Public Fund

To establish and maintain a public fund to be called the Environmental Education NSW Fund for the specific purpose of supporting the environmental objects/purposes of the Association. The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997

Members of the public are invited to make gifts of money or property to the Fund for the environmental purposes of the organisation.

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

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.

A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the organisation. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

6.5 Statistical Information

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 organisation and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.

6.6 Ministerial Rules

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

6.7 Conduit Policy

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

6.8 Association is not-for-profit

The income and property of the organisation shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the organisation.

6.9 Distribution of property on winding up of association (dissolution)

In the event of the organisation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.

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.

6.10 Charitable Purpose

The organisation is established to be a charity with a purpose of enhancing the natural environment of Australia by promoting sustainability, sustainable development and sustainable use of resources primarily through the support, development and continual improvement of environmental education and sustainability education projects and initiatives.

6.11 Change of name, objects and constitution

An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Committee member.

6.12 Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the Committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

6.13 Inspection of books etc

The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:

- records, books and other financial documents of the Association,
- this constitution,
- Minutes of all Committee meetings and General Meetings of the Association.

A member of the Association may obtain a copy of any of the documents referred to above on payment of a fee of not more than \$1 for each page copied.

Despite the above, the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

6.14 Service of notices

For the purpose of this constitution, a notice may be served on or given to a person:

- by delivering it to the person personally, or
- by sending it by pre-paid post to the address of the person, or
- by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

6.15 Financial year

The financial year of the Association is:

- the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
- each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.