



CONSTITUTION

OF THE

South East Regional Centre for Urban Landcare (Inc.)

SERCUL

Incorporated on the 21st October 2003

Constitution as amended 7th January 2005

| Contents | Page |
|--|-------------|
| 1. Name of Association | 3 |
| 2. Definitions | 3 |
| 3. Objects of the Association..... | 4 |
| 4. Powers of the Association | 6 |
| 5. Qualification for Membership of the Association | 6 |
| 6. Register of Members of Association..... | 7 |
| 7. Subscription of Members of Association | 7 |
| 8. Resignation of Members of Association..... | 7 |
| 9. Expulsion of Members of Association | 8 |
| 10. Management of Association | 8 |
| 11. Chairperson..... | 9 |
| 12. Secretary | 9 |
| 13. Treasurer | 10 |
| 14. Annual Accounts to be Prepared | 10 |
| 15. Accounting Records to be Kept | 11 |
| 16. Disclosure of Interest | 11 |
| 17. Voting on a Contract in which a Committee Member has an Interest | 12 |
| 18. Casual Vacancies in Membership | 12 |
| 19. Proceedings of the Association | 12 |
| 20. Quorum in Proceedings at Associated meetings | 13 |
| 21. Minutes of Association..... | 13 |
| 22. Voting Rights of Members of Association..... | 13 |
| 23. Proxies of Members of Association | 14 |
| 24. Rules of the Association | 14 |
| 25. Common Seal of Association | 14 |
| 26. Inspection of Records, etc., of Association | 14 |
| 27. Distribution of Surplus Property on Winding Up of Association..... | 14 |
| 28. Correspondence | 15 |
| 29. Public Statements..... | 15 |
| 30. Sub-Committees | 15 |
| 31. Incurring Costs and Expenses | 15 |

1. NAME OF ASSOCIATION

The name of the Association is ‘South East Regional Centre for Urban Landcare (Inc).’

2. DEFINITIONS

In these rules, unless the contrary intention appears –

“Association Committee Member” means person referred to in Rule 5, Rule 10;

“Association meeting” means meeting referred to in Rule 19 (1);

“financial year” has the meaning given by Section 3 (1) of the Act, a reference in that section to-

“an incorporated association” or “the Association” being construed as a reference to the Association; and

“general member” means member of the Association who has completed a registration form and has been ratified as a member at an Association meeting.

“Member Group” means a community group, with a stake in the intent of good management of the catchment, from which Association members referred to in 5 (3) (a) are nominated;

“ordinary resolution” means resolution other than a special resolution;

“special resolution” has the meaning given by Section 24 of the Act;

“the Act” means the *Association’s Incorporation Act 1987*;

“the Association” means the Association referred to in Rule 1;

“the Chairperson” means –

- (a) in relation to the proceedings at an Association meeting, the person presiding in accordance with Rule 11; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in Rule 10 (2) or, if that person is unable to perform his or her function, the Vice Chairperson;

“the Secretary” means the Secretary referred to in Rule 10 (2), 12;

“the Treasurer” means the Treasurer referred to in Rule 10 (2), 13;

“the Vice Chairperson” means the Vice Chairperson referred to in Rule 10(2).

3. OBJECTS OF THE ASSOCIATION

(1) The Objects of the Association are -

To coordinate the management and enhancement of natural resources within the South Region and support the Swan regional NRM priorities using an integrated catchment approach through the following objectives:

- (a) Identify priority Natural Resource Management issues in the South Region in partnership with Local Government, State Government and Industry.
- (b) To ensure biodiversity within the South Region is monitored, protected and enhanced.
- (c) Develop and assist Community, State and Local Government in the coordination of Natural Resource Management in the South Region.
- (d) Support and encourage the implementation of best management practice of Natural Resources within the South Region.
- (e) Recognise and embrace Aboriginal, cultural and natural heritage.
- (f) Foster research on matters relating to the South Region's natural and cultural heritage.
- (g) Work in partnership with Local Government, State Government and industry to educate the wider community to protect our natural resources.
- (h) Support and encourage the formation of community environment groups.
- (i) Administer the South East Regional Urban Landcare fund to promote the objectives and outcomes of the Association

(2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members except in good faith in the promotion of these objects.

(3) Establishment of the Public Fund

(1) To establish and maintain a public fund to be called the South East Regional Urban Landcare Fund for the specific purpose of supporting the environmental objects/purposes of the South East Regional Centre for Urban Landcare (Inc). The fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30E of the Income Tax Assessment Act 1997.

- (a) Requirements of the Public Fund
The Association must inform the Department responsible for the environment as soon as possible if:
 - It changes its name or the name of its public fund; or

- There is any change to the membership of the management committee of the public fund; or
 - There has been any departure from the model rules for public funds.
- (b) 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.
- (c) Not-for-Profit
The income and property of the Association shall be used and applied solely in promotion of its objectives 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 Association.
- (d) Conduit Policy
Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Association and not be influenced by the preference of the donor.
- (e) Winding-up
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.
- (f) 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 Association 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.

(2) Rules of the South East Regional Urban Landcare Fund

- (a) The objective of the fund is to support the organisation's environmental purposes.
- (b) Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the organisation.
- (c) Money from interest or donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.
- (d) 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 Association.
- (e) 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.
- (f) The fund will be operated on a not-for-profit basis.
- (g) A committee of management of no fewer than three (3) persons will administer the fund. The committee will be appointed by the Association. 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.

4. POWERS OF THE ASSOCIATION

The powers conferred on the Association by Section 13 of the Act are subject to the following additions, exclusions or modifications –

- (a) To seek nominations to the SERCUL according to the requirements of Rule 5.
- (b) To obtain representation to the Association from the key facilitating agencies.
- (c) To obtain representation to the Association from various instrumentalities of the crown, where, in the opinion of the Association, these persons can contribute usefully to achieve the objects of the Association.
- (d) To raise funds for the purpose of meeting the objects of the Association.
- (e) To seek community input into the management of the Catchment.
- (f) To seek the assistance of Local, State and Federal government agencies
- (g) To seek the assistance of other environmental organisations or personnel.
- (h) To employ persons to carry out the activities to meet the objectives of the Association.
- (i) To borrow money for the purpose of meeting the objects of the Association.

5. QUALIFICATIONS FOR MEMBERSHIP OF THE ASSOCIATION

- (1) For the purposes of this rule:
 - (a) for the time being, the South Region is defined as consisting of those parts of the Cities of Armadale, Belmont, Canning, Cockburn, East Fremantle, Fremantle, Gosnells, Kwinana, Melville, Rockingham, South Perth, Shire of Kalamunda and Town of Victoria Park which fall within the boundary of the Natural Resource Management Region of the Swan Region.
- (2) Representatives on the Association Committee will be selected on the basis of either of the following attributes and selection criteria:
 - (a) will live within the region;
 - (b) will be representative of a member group;
 - (c) will have a sound knowledge of the area;
 - (d) will have a sound knowledge of the needs and activities of the member group they represent;
 - (e) will have skills useful to the needs of the Association.
- (3) Membership of the Association Committee is open to representatives from: -
 - (a) Local Government including one member from each of the Cities of Armadale, Belmont, Canning, Cockburn, East Fremantle, Fremantle, Gosnells, Kwinana, Melville, Rockingham, South Perth, Shire of Kalamunda and Town of Victoria Park.

- (b) Up to nine community representatives from the Upper, Middle and Lower catchments of the South region, including representatives from each Member group of the Association.
- (4) All committee members are eligible for reappointment
- (5) Appointments under Rule 10 should be made as soon as possible after 1st July each year
- (6) Failure to appoint or reappoint a committee member by 1st July shall not invalidate the current committee membership of that person.
- (7) The membership of the Committee may be altered by special resolution, requiring a two-thirds majority of all registered members present at a meeting for that purpose.
- (8) Natural persons being representative of other Associations, agencies or body corporates deemed appropriate and necessary by the Association Committee may be co-opted to the Association Committee as the Association Committee from time to time decides.

6. REGISTER OF MEMBERS OF ASSOCIATION

- (1) The Secretary shall, on behalf of the Association, keep and maintain the register of members in accordance with Section 27 of the Act and that register shall be kept and maintained at the South East Regional Centre for Urban Landcare.
- (2) The Secretary shall cause the name of a person who dies or who ceases to be a member, under Rule 8 (1) or Rule 9 to be deleted from the register of members referred to in Sub-Rule (1).
- (3) The name of a member group if it ceases to function will be removed from the register.
- (4) New members will be added to the register if deemed to be appropriate by the Association.

7. SUBSCRIPTION OF MEMBERS OF ASSOCIATION

Annual subscriptions shall be determined by the newly elected Committee members at the Association AGM held annually.

8. RESIGNATION OF REGISTERED MEMBERS OF ASSOCIATION

A member who delivers notice in writing of his or her resignation from the Association to an office bearer of the Committee ceases, on that delivery, to be a member.

9. EXPULSION OF MEMBERS OF ASSOCIATION

- (1) If the Association considers that a member should be expelled from membership of the Association because of his or her conduct detrimental to the interest of the Association, the Association shall communicate, either orally or in writing, to the member;
 - (a) Notice of the proposed expulsion and of the time, date and place of the Association meeting at which the question of that expulsion will be decided; and
 - (b) Particulars of that conduct no less than 30 days before the date of the Association meeting referred to in Paragraph (a)
- (2) At the Association meeting referred to in a notice communicated under Sub-Rule (1), the Association may, having afforded the member concerned a reasonable opportunity to be heard by, or make representation in writing to the Association, expel or decline to expel that member from membership of the Association and shall, forthwith, after deciding whether or not to expel that member, communicate that decision in writing to that member, and/or that members organisation.
- (3) The vote to expel a member under Sub-Rule (2) shall need a two-thirds majority of all voting members present at a meeting called for that purpose.
- (4) A member who is expelled under Sub-Rule (2) from Membership of the Association ceases to be a member from the date such decision is communicated to him / her.
- (5) A member who is expelled under sub-rule (2) shall be excluded from applying for membership for a period of 12 months.

10. MANAGEMENT OF ASSOCIATION

- (1) The affairs of the Association shall be managed exclusively by the appointed Committee members or as they delegate.
- (2) The Association shall elect from its registered members each year, after the appointment or re-appointment of Committee members a Chairperson, a Vice Chairperson, a Secretary and a Treasurer and such other positions as may be deemed necessary from time to time. Election of officer bearers shall take place at the AGM
- (3) When a casual vacancy, within the meaning of Rule 14, occurs in the membership of the Association: -
 - (a) the Association may request in writing a new representative from the appropriate nominating body for memberships outlined under part (a) as set out in Rule 5; or invite nomination through an advertisement in the local newspaper for memberships under part (b) as set out in Rule 5, and
 - (b) a member appointed under this Sub-Rule shall
 - (i) hold office until the position comes up for renomination; and
 - (ii) be eligible for reappointment to membership of the Association for the next term.

- (c) if the nominating bodies under part (a) express in writing that it cannot supply a new representative, the position may be filled by a community person or new nominating body as the Committee from time to time decides.
- (4) A person is not eligible to be appointed to the Association unless nominated by the defined bodies in Rule 5 in writing to the Association, except for persons gaining membership under part (b) of Rule 5.
- (5) By the 31st of June of each year, the Secretary shall call for nominations for the membership of the Association Committee from the appropriate nominating bodies as defined in part (a) of Rule 5. The call for nominations will be in writing to the nominating body, as stipulated in Rule 5, with a copy to the sitting member. If the nominating body expresses in writing that it does not wish to continue membership, a community person or new nominating body may fill the position as the Committee from time to time decides.
- (6) Election of Community representatives under part (b) of Rule 5 will occur with half or the first integral number greater than half, eligible for re-election in the first year. The half to be re-elected shall be decided by ballot, with the other community positions eligible for re-election the following year.

If more nominations than positions are received at the Annual General Meeting, an election by simple majority vote will take place by paper ballot. Where it is possible to do so, the positions should be allocated according to the defined positions in Rule 5. If no nominations are received from community members from the council areas designated in Rule 5 part (b), the positions may be filled by any nominating community member.

11. CHAIRPERSON

- (1) Subject to this Rule, the Chairperson shall preside at all meetings of the Association.
- (2) In the event of the Chairperson's absence, the Vice Chairperson shall preside.
- (3) In the event of both being absent, a member shall be elected to chair the meeting by those members present.
- (4) Shall perform such other duties as are imposed by these Rules on the Chairperson.

12. SECRETARY

The Secretary, or some other person nominated by the Association shall -

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Association meetings;
- (c) comply on behalf of the Association with -
 - (i) Section 27 of the Act, in respect of the register of members of the Association.
 - (ii) Section 28 of the Act, in respect of the Rules of the Association; and
 - (iii) Section 29 of the Act, in respect of the record of office bearers, and any trustees, of the Association.

- (d) perform such other duties as are imposed by these Rules on the Secretary.

13. TREASURER

The Treasurer, or some other person nominated by the Association, shall

- (a) Be responsible for the receipt of all moneys paid to or received by him / her, on behalf of the Association and shall issue receipts for those moneys in the name of the Association.
- (b) Pay all moneys referred to in paragraph (a) into such account or accounts of the Association as may be directed from time to time.
- (c) Make payments from the funds of the Association with the authority of a meeting, or when an immediate payment is necessary, account/s shall be paid within an agreed limit as the Committee from time to time directs, and in so doing, ensure that all cheques are signed by the required delegated persons.
- (d) With the written authority of the Chairperson, and one of two other delegated signatories of the Association, make payments from the funds of the Association using Internet banking provided that
 - i.) all records of such transactions are kept in a register for that purpose;
 - ii.) that the limit referred to under part (c) is not exceeded; and
 - iii.) that all payments are for legitimate accounts of the Association.
- (e) The signatories to the Association's account/s will be open to two of the following: the Treasurer, the Secretary, the Chairperson and the Vice-Chairperson or as delegated by the Committee.
- (f) Comply, on behalf of the Association, with Section 25 and Section 26 of the Act, in respect of the accounting records of the Association;
- (g) Whenever directed by the Chairperson, submit to the Association a report, balance sheet or financial statement in accordance with that direction;
- (h) Ensure all securities, books, documents and accounting records of the Association are held securely, including those referred to in paragraphs (d) and (e);
- (i) Perform such other duties as are imposed by these rules on the Treasurer.

14. ANNUAL ACCOUNTS TO BE PREPARED

An incorporated association shall submit to its members at the Annual General Meeting of the Association accounts of the association showing the financial position of the association at the end of the immediately preceding financial year.

15. ACCOUNTING RECORDS TO BE KEPT

An incorporated association shall –

- (a) keep such accounting records as correctly recorded and explain the financial transactions and financial position of the Association;
- (b) keep its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time; and
- (c) keep its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited.

16. DISCLOSURE OF INTEREST

- (1) A member of the committee of an incorporated association who has any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the committee shall, as soon as the member becomes aware of their interest, disclose the nature and extent of their interest of the committee.

Penalty: \$500.

- (2) Subsection (1) does not apply in respect of a pecuniary interest that exists only by virtue of the fact –
 - (a) that the member of the committee is an employee of the incorporated association; or
 - (b) that the member of the committee is a member of a class of persons for whose benefit the association is established.
- (3) Where a member of the committee of an incorporated Association discloses a pecuniary interest in a contract or proposed contract in accordance with this section, or his interest is not such as need be disclosed under this section –
 - (a) the contract is not liable to avoided by the association on any ground arising from the fiduciary relationship between the member and the incorporated association; and
 - (b) the member is not liable to account for profits derived from the contract.
- (4) An Association shall cause every disclosure made under this section by a member of the committee to be recorded in the minutes of the meeting of the committee at which it is made.

17. VOTING ON A CONTRACT IN WHICH A COMMITTEE MEMBER HAS AN INTEREST

- (1) A member of the committee of an incorporated Association who has any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the committee, shall not take part in any deliberations or decision of the committee with respect to that contract.

Penalty: \$500.

- (2) Subsection (1) does not apply in respect of a pecuniary interest that exists only by virtue of the fact that the member of the committee is a member of a class of persons for whose benefit the Association is established.

18. CASUAL VACANCIES IN COMMITTEE MEMBERSHIP

A casual vacancy occurs when a member of the Association Committee: -

- (a) dies;
- (b) resigns, by notice in writing, delivered to the Secretary, OR, if the Association member is the Secretary to the Chairperson;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than: -
- (i) three (3) consecutive Association meetings of which he or she or the appropriate deputy has received notice without obtaining leave of absence from the Association; OR
- (ii) three (3) Association meetings in the same financial year, of which he or she or the appropriate deputy, has received notice.
- (f) has his or her nomination withdrawn, in writing to the Chairperson, by the appointing body, as defined in Rule 5.
- (g) is expelled under Rule 9.

19. PROCEEDINGS OF THE ASSOCIATION

- (1) The Association shall meet together for the despatch of business not less than five (5) times per annum and the Chairperson may, at any time, convene a meeting of the Association.
- (2) The Association shall use consensus-style decision-making as far as possible. In the event of being unable to reach a consensus, each Association Committee member or proxy has a deliberate vote.

- (3) A question arising at an Association meeting, shall be decided by the majority of votes, but if there is an equality of votes, the person presiding at the Association meeting, shall declare the decision to be in the negative or to maintain the status quo.
- (4) An Association member having any direct or indirect pecuniary interest referred to in Section 21 or Section 22 of the Act, shall comply with that Section.
- (5) The Secretary shall, within 30 days of receipt of a written request from not less than four (4) members of the Association, convene an Association meeting.
- (6) Any notice sent by mail under any Rule, shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member or nominating body concerned by ordinary prepaid mail, or is sent to the appropriate email address of the member.

20. QUORUM IN PROCEEDING AT ASSOCIATION MEETINGS

At an Association meeting half plus one of the elected committee members constitute a quorum.

21. MINUTES OF MEETINGS OF ASSOCIATION

- (1) The Secretary or a designated person shall cause proper minutes of all proceedings of all Association meetings to be taken and then to enter within 30 days in the appropriate records of the organisation.
- (2) The Chairperson shall ensure that the Minutes of an Association meeting, under Sub-Rule (1), are checked and signed as a true and correct record by the Chairperson of the Association meeting to which those Minutes relate or of the next succeeding Association meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evident that:
 1. the meeting to which they relate was duly convened and held;
 2. all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 3. all appointments or elections purporting to have been made at the meeting have been validly made.

22. VOTING RIGHTS OF MEMBERS OF ASSOCIATION

- (1) Subject to these Rules, each Committee member present in person or by proxy, at an Association Meeting is entitled to a deliberative vote.
- (2) Any co-opted representative from other Associations, agencies or body corporate referred to in Rule 5(8) is not entitled to a deliberative vote at an Association meeting.
- (3) A member, which is a body corporate, may appoint in writing a natural person whether or not he or she is a member, to represent it at a particular meeting or all Association meetings.

- (4) An appointment made under Sub-Rule (2) shall be made by a resolution of the board or other governing body of the body corporate concerned, a copy of which resolution is lodged with the Secretary.
- (5) A person appointed under Sub-Rule (2) to represent a member, which is a body corporate, shall be deemed for all purposes to be a member until that appointment is revoked by the body corporate.

23. PROXIES OF MEMBERS OF ASSOCIATION

Any Committee member may appoint in writing prior to the commencement of a committee meeting, another natural person to be the proxy of the Association member and to attend and vote on behalf of the member in their absence, provided the nominated proxy fulfils the designated criteria for that membership position.

24. RULES OF THE ASSOCIATION

- (1) The Association may alter, rescind or make rules additional to these Rules in accordance with the procedures set out in Section 17, 18 and 19 of the Act.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

25. COMMON SEAL OF ASSOCIATION

- (1) The Association shall have a Common Seal on which its corporate name shall appear in legible characters.
- (2) The Common Seal of the Association shall not be used without the express authority of the Association and every use of that Common Seal shall be recorded in the Minute Book referred to in Rule 17.
- (3) The affixing of the Common Seal of the Association shall be witnessed by two of the following office bearers – the Chairperson, the Vice Chairperson, the Secretary or Treasurer.
- (4) The Common Seal of the Association shall be kept in the custody of the Secretary or other such person as the Association, from time to time, decides.

26. INSPECTION OF RECORDS, ETC., OF ASSOCIATION

A member may, at any reasonable time, inspect, without charge, the books, documents, correspondence, records and securities of the Association.

27. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION

If, on winding up of the Association, any property of the Association remains after satisfaction of debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed: -

- (a) to another incorporated Association having objects similar to those of the Association; or
- (b) for charitable purposes, which incorporated Association, as the case requires, shall be determined by resolution of the members when authorising and directing the Association under Section 33 (30) of the Act to prepare a distribution plan for the surplus property of the Association.

28. CORRESPONDENCE

The outward correspondence of the Association shall: -

- (b) be written only by the Secretary or by such other person or persons as may from time to time, be directed to do so by the members at an Association meeting.
- (c) be signed only by the Chairperson or such other person or persons determined at such a meeting.

29. PUBLIC STATEMENTS

Public statements, whether written or verbal, on behalf of the Association shall;

- (a) be in accordance with the Constitution and Rules of the Association and with any bylaws and regulations made under those Rules applying at the time.
- (b) be issued only by the Chairperson or by such other person or persons as may from time to time, be directed to so do by members at an Association Meeting; and
- (c) have only the form, content and nature determined at such a Meeting.

30. SUB-COMMITTEES

The Association may form sub-committees for specific purposes and non-Association members co-opted to them. The Chairperson will be an ex-officio member of all sub-committees.

31. INCURRING COSTS AND EXPENSES

Any and every commitment to incur costs on behalf of the Association, needs the prior approval of a majority of the Association; the approval to include limits: -

- (a) at an Association Meeting; or
- (b) by way of written approval from members; or

- (c) the Committee members may delegate authority to approve expenditure up to a certain limit to a staff member.