

TO: SERCUL MEMBERS
FROM: AMY KRUPA – CHIEF EXECUTIVE OFFICER
SUBJECT: SPECIAL RESOLUTION TO MAKE CHANGES TO THE SERCUL CONSTITUTION
DATE: 15 AUGUST 2019

As a large not-for-profit organisation, it is critical that SERCUL's governance is of the highest standard and meets State Government legislative requirements. With our increasing staff and projects, decisions must be made on at least a monthly basis. To help fulfil these objectives and requirements, we need to make changes to SERCUL's constitution so that it accurately describes how we are now operating.

The changes will see decisions made at an executive management level. We will however continue to have regular meetings with community members and stakeholders. The Executive Committee meetings will be open to members to attend as observers and they will have the opportunity to make presentations to the Committee. The Executive Committee meeting minutes will also be available for all members to view on the SERCUL website.

The main changes to the Constitution are:

1. Creation of two membership categories – full and associate (see clauses 4.1 to 4.4 and 5). Full members are member organisations and their single representatives as well as executive committee members and life members. Associate members are individuals who do not represent a member organisation. This fundamental distinction has implications for various parts of the constitution, particularly in relation to quorums and voting rights.
2. Abolition of the Association Committee with the Executive Committee to be the sole governing body (see clauses 11.1 to 11.2.1)
3. Four-year terms for Executive Committee members (clause 10.4)
Half the members will be up for election every two years.

As the revised constitution is substantially different from the current 2017 version, we are sending it to all Association members for your information along with the proposed new constitution (both attached with key changes identified in revised constitution in bold) to enable you to ask any relevant questions prior to a Special General Meeting that will be held at *9.00 am on Monday 23rd September 2019, at the SERCUL Office* at which the following special resolution will be put to members at that meeting:

That the new 2019 constitution of the South East Regional Centre for Urban Landcare (SERCUL) that was sent to SERCUL members on 15 August 2019 and is tabled at this Special General Meeting be adopted.

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Under the *Associations Incorporation Act 2015*:

- A special resolution must be passed at a general meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the members present, in person or by proxy, and eligible to cast a vote at the meeting.
- If the resolution is passed, SERCUL has one month to lodge notification of the Special Resolution and the new Constitution with the Commissioner for Consumer Protection.

If you have any questions or comments regarding the amended Constitution prior to the September meeting, please put them in writing and email them to Amy Krupa – amykrupa@sercul.org.au by Monday 16th September 2019.

We would also encourage those members who will be available to attend the Special General Meeting at SERCUL on 23rd September 2019.



Amy Krupa
Chief Executive Officer