

TO: SERCUL MEMBERS
 FROM: AMY KRUPA – CHIEF EXECUTIVE OFFICER
 SUBJECT: SPECIAL RESOLUTION TO MAKE CHANGES TO THE SERCUL CONSTITUTION
 DATE: 14 JANUARY 2021

When SERCUL changed its Constitution in 2019 some specific wording and phrases were not included which are legally required for SERCUL to remain on the Register of Environmental Organisations. Being on this Register allows SERCUL to have a Public Environment Fund and have Deductible Gift Recipient Status. To make this provision amendments have been drafted to the Constitution as advised by the Department of Agriculture, Water and the Environment which coordinates the Register of Environmental Organisations.

Please find attached for your information the revised draft SERCUL Constitution (with changes in red text) and the existing 2019 Constitution as registered with the Department of Mines, Industry Regulation and Safety.

The SERCUL Executive Committee also wants to change the Constitution so that the Chairperson and Deputy Chairperson have a five year time limit for their terms. At the end of their terms, they must stand down for one year from an office bearer position on the Executive Committee before seeking re-election to one of those positions.

The changes to the Constitution are:

Public Fund		
Clause Number	Clause in 2019 Constitution	New Clause in 2021 Constitution
30.3	The Executive Committee 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.	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.
30.4	The income and property of the Public Environment Fund of SERCUL must be applied solely towards promoting the Fund's purpose and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in promoting that purpose.	The income and property of the Association must be applied solely in promotion of its objects and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in promoting that purpose.
31.4	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 SERCUL.	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 SERCUL.
32.1	<i>Not found</i>	A Public Fund Management Committee of no fewer than three (3) persons will administer the fund. The committee will be appointed by the SERCUL Executive Committee. 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.

Executive Committee		
Clause Number	Clause in 2019 Constitution	New Clause in 2021 Constitution
10.5	The Chairperson and Deputy Chairperson are elected on an annual basis by a Majority Vote of the Executive Committee.	The Chairperson and Deputy Chairperson are elected on an annual basis by a Majority Vote of the Executive Committee. The Chairperson and Deputy Chairperson can hold office for no more than five consecutive years. At the end of their terms, they must stand down for one year from an office bearer position on the Executive Committee before seeking re-election to one of those positions.

A Special General Meeting will be held at 10.00 am on Thursday 11th February 2021, at the City of South Perth Civic Centre, corner of South Terrace and Sandgate Street, South Perth at which the following special resolution will be put to members at that meeting:

That the new 2021 constitution of the South East Regional Centre for Urban Landcare (SERCUL) that was sent to SERCUL members on 14 January 2021 and is tabled at this Special General Meeting be adopted.

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 February meeting, please put them in writing and email them to Amy Krupa – amykrupa@sercul.org.au by Monday 8th February 2021.

We would also encourage those members who will be available to attend the Special General Meeting at the City of South Perth on 11th February 2021.



Amy Krupa
Chief Executive Officer