



SOUTH EAST REGIONAL CENTRE
FOR URBAN LANDCARE

Constitution

November 2023



SERCUL (Inc.) was Incorporated on 21 October 2003.

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1. Details of Association

- 1.1** The legal name of the Association is the South East Regional Centre for Urban Landcare (Inc).
The South East Regional Centre for Urban Landcare (Inc) is licensed to trade as SERCUL Inc.
- 1.2** The Association's financial year will be the period of 12 months beginning on 1 July and ending on 30 June of each year.
- 1.3** The property and income of the Association must be applied solely towards promoting the Association's objects or purposes 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 those objects or purposes.

2. Definitions

In these rules, unless the contrary intention appears:

'Act' means the *Associations Incorporation Act 2015*

'Annual General Meeting' is an annual meeting of the Association to conduct business as set out in these rules, and as required in accordance with Section 50 of the Act

'Associate Member' is an individual Member who supports the Objects and Purposes of SERCUL, does not have voting rights but has the entitlements specified in Rule 5.3

'Association' means SERCUL Inc.

'Board' means the governing body of SERCUL elected from its members

'Chairperson' means the person elected to chair meetings and be the spokesperson of the Board

'Chief Executive Officer' means the person appointed by the Board to manage the operations of the SERCUL.

'Deputy Chairperson' means the person elected to support the Chairperson of the Board

'Financial Year' means a period of twelve (12) months from 1 July to 30 June that defines the annual accounting period

'Full Member' means an organisation which has met the criteria for Full Membership detailed in Rule 4.1 and is listed on the Register of Members of SERCUL Inc. in accordance with Section 53 of the Act

'Majority Vote' means more than one half of all the people eligible to vote who are present in person or proxy and who constitute the quorum at the meeting, who vote in favour of a resolution for it to be passed

'Membership' and 'Members' means the collective of Full and Associate Members

'Ordinary Resolution' means a resolution other than a Special Resolution

'Representative' means an individual that represents a Full Member

'Rules' means the conditions set out in this Constitution

'South Region' is defined as the areas including the municipalities of Armadale, Belmont, Canning, Cockburn, East Fremantle, Fremantle, Gosnells, Kalamunda, Kwinana, Melville, Rockingham, South Perth and Victoria Park

'Special General Meeting' means a meeting of Members other than an Annual General Meeting

'Special Resolution' has the meaning given to it in Section 51 of the Act

'Treasurer and the Minister' for the purposes of Rule 30, means the Federal Treasurer and Federal Minister for the Environment

3. Objects of the Association

3.1 Objects of Association

The objects and purposes of the Association are:

- a) To identify priority Natural Resource Management issues in the South Region in partnership with Community Groups, Local Government, State Government and Industry.
- b) Administer the South East Regional Centre for Urban Landcare Inc. funds to promote the objectives and outcomes of the Association.
- c) Assist Community Groups, State and Local Government in the coordination and delivery 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 cultural and natural heritage.
- f) Foster research on matters relating to the South Region's natural and cultural heritage.
- g) Work in partnership with Community Groups, Local Government, State Government and Industry to educate the wider community to protect our natural resources.
- h) Support and encourage the formation and training of community environment groups.
- i) Support the development and implementation of projects that occur outside the South Region that align with and benefit the delivery of the SERCUL objectives.

3.2 Vision and Mission of the Association

- a) The Vision of SERCUL is:

To have the Natural Resources of the South Region of Perth managed in a healthy and sustainable manner by all stakeholders for future generations.

- b) The Mission of SERCUL is:

To use integrated natural resource management to foster cultural change in how the community perceives and interacts with the environment, whilst promoting and actively participating in the improvement of the health of waterways and other ecosystems within the South Region.

MEMBERSHIP

4. Qualification for Membership

- 4.1** Community-based nature conservation and landcare organisations that support the Objects and Purposes of the Association are eligible to apply for Full Membership. The organisation must appoint a Representative who shall be the main contact for SERCUL and shall be deemed for all purposes to be a Full Member until their appointment as Representative is revoked by the organisation and another Representative appointed.
- 4.2** Individuals who support the Objects and Purposes of SERCUL are eligible to apply for Associate Membership.
- 4.3** An organisation that, and a person who, want to become a Member must apply in writing to SERCUL Inc. on a prescribed application form.
- 4.4** The Board may from time to time, grant Life Membership to a person who has been a Member of the

Association for 10 years or more and has made a particularly distinguished contribution to the objectives of the Association. Life Members have the voting rights of Full Members. Life Membership commences on the date an Ordinary Resolution is passed by the Board to approve the membership.

4.5 A Member shall cease to be qualified for Membership if they:

- 4.5.1** Breach any rule, regulation or by-law of or governing SERCUL Inc.; or
- 4.5.2** Commit any act detrimental to SERCUL Inc.; or
- 4.5.3** Have committed a criminal offence that affects their right to Membership in the view of the Board; or
- 4.5.4** Request to be removed from the Membership in writing in accordance with Rule 8.1; or
- 4.5.5** Are removed in accordance with Rule 9.

5. Entitlements of Members

5.1 A Full Member shall be entitled to:

5.1.1 One (1) equal vote restricted to voting on:

- 5.1.1.1** Membership of the Board;
- 5.1.1.2** Motion before an Annual General Meeting;
- 5.1.1.3** The expulsion of a Member in accordance with Rule 9.1;
- 5.1.1.4** The expulsion of a Board Member in accordance with Rule 16.1; and
- 5.1.1.5** Matters requiring a Special Resolution in accordance with Rule 23.1.

5.2 Associate Members do not have an entitlement to vote unless they are elected to the Board in which case they will have, for the duration of their membership of the Board, the same voting rights as Full Members.

5.3 All Members shall be entitled to:

- 5.3.1** Nominate for election to the Board;
- 5.3.2** Receive a copy of the Register of Members in accordance with Section 54 and Section 56 of the Act;
- 5.3.3** Receive a copy of the Constitution in accordance with Part 3, Division 3 of the Act; and
- 5.3.4** Receive notice of and to attend any general meeting of the Association.

6. Register of Members

6.1 The Association shall keep and maintain a Register of Members in accordance with Section 53 of the Act. In addition to the matters referred to in the Act, the Register of Members must include the class of membership to which each Member belongs and the date on which each Member became a Member.

6.2 A Member who wishes to inspect the Register of Members must contact the Chief Executive Officer to make the necessary arrangements.

6.3 If —

- (a) a Member inspecting the Register of Members wishes to make a copy of, or take an extract from, it under section 54(2) of the Act; or
- (b) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the Register of Members,

the Board may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required, declaring that the purpose is connected with the affairs of the Association and that the copy or extract – and any additional copies and extracts made by the Member – will be destroyed immediately after using the record(s) or extract(s) for the stated purpose.

7. Subscription of Members

- 7.1 Annual subscriptions, if any, shall be determined by the Board.

8. Resignation of Members

- 8.1 A Member who delivers notice in writing of their resignation from SERCUL Membership to the Chief Executive Officer ceases on that delivery to be a Member.

9. Expulsion of Members

- 9.1 If the Board acting in its own right, or by advice of a majority vote of Full Members at a general meeting, and in accordance with a reasonable level of information, considers that a Member should be expelled from Membership because that Member was unqualified to be accepted as a Member, or gave false information in their Member application, or has ceased to be qualified under Rule 4.5, it shall:
- 9.1.1 Immediately suspend that Member from Membership until such time as the resolution of the Board in accordance with Rule 9.2 is made;
 - 9.1.2 Communicate in writing to the suspended Member the particulars of the qualification, conduct or circumstance that has led to the suspension. Such notice shall be communicated not less than thirty (30) days before the date of the Board Meeting referred to in Rule 9.1.3; and
 - 9.1.3 Communicate in writing to the suspended Member a notice of the time, date and place of the Board Meeting at which the question of expulsion shall be decided in accordance with Rule 9.2.
- 9.2 At the Board Meeting referred to in a notice communicated under Rule 9.1.3, the Board, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, shall resolve by a Majority Vote to expel or decline to expel that Member from Membership of SERCUL Inc. and shall, forthwith communicate that decision in writing to that Member.
- 9.2.1 A Member whose Membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision give written notice to the Association requesting the appointment of a mediator under Rule 25.
 - 9.2.2 If mediation results in a decision by the Board to overturn the suspension or expulsion of a Member, then the Membership of the Member will be re-instated.

BOARD

10. Purpose and Qualifications for the Board

- 10.1** A person, to whom Section 39 of the Act applies, is ineligible to be a Member of the Board of SERCUL.
- 10.2** The Board will comprise four (4) to eight (8) Board Members one of whom must be a Representative of a Full Member.
- 10.3** The Board has the discretion to define the number of Board Members required in any given year subject to Rule 10.2.
- 10.4** A Board Member shall be elected for a two-year term with the terms of half of the Board Members finishing in one-year cycles coinciding with the Annual General Meeting.
- 10.5** The Chairperson and Deputy Chairperson are elected in alternate years for two year terms by a Majority Vote of the Board. The Chairperson and Deputy Chairperson can hold each of those positions on the Board for no more than four consecutive years. At the end of a four consecutive year term, they must stand down for one year from that office bearer position before seeking re-election to the same position.
- 10.6** An individual shall cease to be a member of the Board where he or she:
 - 10.6.1** Dies; or
 - 10.6.2** Breaches any rule, regulation or by-law governing SERCUL Inc.; or
 - 10.6.3** Becomes a person to whom Section 39 of the Act applies; or
 - 10.6.4** Commits any act detrimental to SERCUL Inc.; or
 - 10.6.5** Is found to be unable to satisfactorily undertake the duties of a Board Member; or
 - 10.6.6** Is removed in accordance with Rule 16.1; or
 - 10.6.7** Requests to be removed from the Board in writing in accordance with Rule 15.1;
 - 10.6.8** Is absent from more than:

three Board Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Board Meetings, where the Member received notice of the meetings, and the Board has resolved to declare the office vacant.

11. Powers and Obligations of the Board

- 11.1** The Board has the powers and responsibilities to manage the affairs of the Association to enable it to meet the Objects of the Association.
- 11.2** Subject to the Act, these Rules, and any resolution passed at a meeting of the Board, the Board has the power to do all things necessary or convenient for the proper management of the affairs of the Association.
 - 11.2.1** The Board must take all reasonable steps to ensure the Association complies with its obligations under the Act and these Rules.
- 11.3** A Board Member must exercise his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.

- 11.4** A Board Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Association and for a proper purpose.
- 11.5** A Board member or former Board Member must not improperly use information obtained because he or she is a Board Member to:
- 11.5.1** Gain an advantage for himself or herself or another person; or
 - 11.5.2** Cause detriment to the Association.
- 11.6** A Board Member must disclose and provide advance notice of any real or perceived material personal interest in matters of the Board or Association, and to not be present during discussion or voting on matters of material personal interest in accordance with Division 2 of the Act.
- 11.7** Subject to the provisions of the *Privacy Act 1988*, a Board Member may at any reasonable time inspect without charge the books, documents, records and securities of SERCUL for the sole purpose and intent to fulfill their obligations and duties as a Board Member.

12. Remuneration of Board Members

- 12.1** A Board Member is entitled to be paid out of the funds of the Association for any expenses properly incurred in connection with the Association's business up to an amount that will be set and periodically reviewed by the committee. A Board Member who is proposing any expenditure above that amount must obtain prior approval from the Board.

13. Register of Board Members

- 13.1** The Chief Executive Officer shall keep and maintain a Register of the Board Members in accordance with Section 58 of the Act.

14. Election of Board Members

- 14.1** Board Members shall be elected at
- 14.1.1** the Annual General Meeting by a majority of the Full Members.
- 14.2** Board members must have skills in and/or knowledge and experience of, at least one or more of the following: management, finance, business administration, marketing, nature conservation, landcare or Aboriginal cultural heritage. It is desirable that they are a Representative of a Full Member.
- 14.3** If a position on the Board is declared vacant, or there is a casual vacancy within the meaning of Rule 17.1, the continuing Board Members may appoint a Member to fill that vacancy until the conclusion of the next AGM.

15. Resignation of Board Members

- 15.1** A Board Member who delivers notice in writing of their resignation from the Board to the Chairperson ceases on that delivery to be a Board Member.

16. Expulsion of Board Members

- 16.1** If the Board acting in its own right, or on the advice of a majority vote of Full Members at a general meeting,

and in accordance with a reasonable level of information, considers that a Board Member should be expelled from the Board because that Board Member acts in a manner that contravenes Rules 11.3 to 11.6 or has ceased to be qualified under Rule 10.1, it shall:

- 16.1.1** Immediately suspend that Board Member from the Board until such time as the resolution of the Board in accordance with Rule 16.2 is made;
- 16.1.2** Communicate in writing to the suspended Board Member the particulars of the conduct or circumstance that has led to the suspension, not less than thirty (30) days before the date of the Board Meeting referred to in Rule 16.1.3; and
- 16.1.3** Communicate in writing to the suspended Board Member a notice of the time, date and place of the Board at which the question of expulsion shall be decided in accordance with 16.2.

16.2 At the Board meeting referred to in a notice communicated under Rule 16.1.3, the Board, having afforded the suspended Board Member a reasonable opportunity to be heard by, or to make representations in writing to, the Board, shall resolve by a majority vote to expel or decline to expel that Board Member from the Board and shall, forthwith communicate that decision in writing to that Board Member.

If the Board resolves not to expel the suspended Board Member, their suspension from the Board will cease upon that decision being made.

17. Casual Vacancies on the Board

17.1 A casual vacancy occurs in the Board if a Board Member:

- 17.1.1** Ceases to be a Board Member under the provisions of Rule 10.6; or
- 17.1.2** Resigns under the provisions of Rule 15.1; or
- 17.1.3** Is expelled in accordance with Rule 16.2; or
- 17.1.4** Ends their term and there are no other applicants nominated at an Annual General Meeting to replace them; or

17.2 The vacancy may be:

- 17.2.1** Kept vacant where the vacancy occurs within three (3) months of the next Annual General Meeting date, with the exception of the Chairperson's position where the Deputy Chairperson shall act in the position for the remaining period; or otherwise
- 17.2.2** Filled with an Acting Board Member by invitation at the discretion of the Board until the next Annual General Meeting.

18. Chairperson of the Board

18.1 The Chairperson shall chair, and act as the spokesperson of, the Board.

18.2 A Chairperson shall preside at all Board meetings.

18.3 In the absence of the Chairperson, the Deputy Chairperson or in his or her absence, a Board Member elected by the other Board Members present at the meeting, shall preside at that meeting.

19. Deputy Chairperson of the Board

- 19.1** The Deputy Chairperson shall represent the Chairperson in his/her absence and represent the Chairperson and/or SERCUL as deemed appropriate by either the Chairperson or the Board.

MEETINGS

20. Board Meetings

PROCEDURES FOR BOARD MEETINGS

- 20.1** The Board shall meet no fewer than four (4) times in each calendar year and;
- 20.1.1** The Chairperson may conduct meetings electronically or take a poll of Board Members out of session should the need arise.
- 20.2** A Board Member having any direct or indirect pecuniary interest referred to in Sections 42 and 43 of the Act shall comply with those sections.
- 20.3** The Board may by Ordinary Resolution at a meeting where Members or members of the public have been invited, resolve to close part or all of the meeting to Members or members of the public while it discusses matters which it agrees are confidential in nature, and Members and members of the public present at the meeting shall be required by the Chairperson to leave the meeting during such discussions.
- 20.4** Subject to these Rules, the procedure and order of business to be followed at a Board Meeting shall be determined by the Chairperson and Chief Executive Officer but may be amended by Board Members present at the meeting. Other business may be discussed by agreement of the Board.
- 20.5** Board Members must not publish or cause to be published, any statement about the business conducted by SERCUL at a Board Meeting unless:
- 20.5.1** The Board Member has been authorised to do so at a Board Meeting; and
- 20.5.2** The authority given to the Board Member has been recorded in the minutes of the Board meeting at which it was given.

NOTICE FOR BOARD MEETINGS

- 20.6** The Chief Executive Officer shall give to all Board Members at least five (5) days' notice of a meeting which shall specify:
- 20.6.1** When and where the meeting is to be held; and
- 20.6.2** Particulars of the business to be transacted at the meeting, and the order in which that business is to be transacted.
- 20.7** The Association may give the notice under Rule 20.6 by sending it by post or by electronic mail to a Board Member at the address appearing in the Register of Board Members,
- 20.7.1** When a notice is sent by electronic mail under Rule 20.7, sending of the notice shall be deemed to be properly effected on the electronic mail sent date, if the notice is sufficiently addressed to the Board Member concerned.

- 20.7.2** When a notice is sent by post under Rule 20.7, sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the Board Member. For such notice, at least three (3) days must be extended for postal delivery to the notice period detailed in Rule 20.6.

USE OF TECHNOLOGY TO BE PRESENT AT BOARD MEETINGS

- 20.8** The presence of a Board Member at a Board Meeting need not be by attendance in person but may be by that Board Member and other Board Members being in contact by telephone or other means of instantaneous communication, if agreed by the Chairperson.

QUORUM FOR BOARD MEETINGS

- 20.9** At a Board meeting, a quorum comprises:

- 20.9.1** Four (4) Board Members including the Chairperson or Deputy Chairperson, present in person, by phone or other means of instantaneous communication.
- 20.9.2** If a quorum is not present at a meeting after 30 minutes of the start time, then the meeting is adjourned and will be re-scheduled in accordance with Rule 20.6.
- 20.9.3** If a quorum is not present after 30 minutes of the start of the resumption of an adjourned meeting, the Board Members who are present in person, by phone or other means of instantaneous communication, may proceed with the business of that meeting as if a quorum were present.

VOTING AT BOARD MEETINGS

- 20.10** Subject to these Rules, each Board Member present in person, by phone or other means of instantaneous communication, at a meeting of the Board is entitled to a deliberative vote and may exercise their entitlement to vote, with the exception of complying with Rule 11.6.
- 20.11** A matter of Ordinary Resolution arising at a Board Meeting shall be decided by a Majority Vote but, if there is an equality of votes, the Chairperson shall have a casting vote in addition to his or her deliberative vote.
- 20.12** At a Board Meeting, a poll may be demanded by the Chairperson or by three (3) or more Board Members present in person and, if so demanded, shall be taken in such manner as the Chairperson directs.
- 20.13** A declaration by the Chairperson that a resolution has been passed as an Ordinary Resolution shall be evidence to that fact unless, during the Board Meeting at which the resolution is submitted, a poll is demanded in accordance with Rule 20.12.
- 20.13.1** If a poll is demanded and taken in respect of an Ordinary Resolution, a declaration by the Chairperson of the result of the poll is evidence of closure of the matter.

MINUTES OF BOARD MEETINGS

- 20.14** The Board shall ensure that minutes are taken of all Board Meetings and that a secure copy of those minutes is in the records of the Association.
- 20.15** The Board will review the minutes of a meeting and accept a reviewed version of those minutes as a true and correct record at the next Board Meeting following the Board Meeting to which the minutes relate.

20.15.1 After acceptance by the Board of the minutes as a true and correct record of a meeting, the Board Chairperson will sign them on or before the next Board Meeting, as a verification that they are a true and correct record.

20.16 When minutes have been verified and signed as correct under Rule 20.15.1, they shall, until the contrary is proved, be evidence that:

20.16.1 The Board Meeting to which they relate was duly convened and held;

20.16.2 All proceedings recorded as having taken place at the Board Meeting did in fact take place thereat; and

20.16.3 All appointments or elections purporting to have been made at the Board Meeting have been validly made.

ADJOURNMENT OF BOARD MEETINGS

20.17 The Chairperson may, with the consent of those present at a Board Meeting, adjourn the meeting from time to time, and from place to place.

20.17.1 No business other than business left unfinished or on the agenda at the time when the Board Meeting was adjourned must be transacted at an adjourned Board Meeting.

20.17.2 When a Board Meeting is adjourned for a period of thirty (30) days or more, the Chief Executive Officer shall give notice of the adjourned meeting as if it was a new meeting.

21. Annual General Meetings

PROCEDURES FOR ANNUAL GENERAL MEETINGS

21.1 SERCUL shall convene an Annual General Meeting every financial year within six months of the end of the financial year.

21.2 The business transacted at an Annual General Meeting shall include:

21.2.1 Confirmation of the previous Annual General Meeting minutes;

21.2.2 Presentation of the financial report for the preceding financial year;

21.2.3 Voting by Ordinary Resolution for election of the Board;

21.2.4 Any other business requiring consideration by SERCUL.

NOTICES FOR ANNUAL GENERAL MEETINGS

21.3 The Association shall provide to Members at least twenty-one (21) days' notice of an Annual General Meeting.

21.4 A notice given under Rule 21.3 shall specify:

21.4.1 When and where the meeting is to be held; and

21.4.2 Particulars of the business to be transacted at the meeting, and the order in which that business is to be transacted.

21.5 The Association may give a notice under Rule 21.3 by sending it by post or by electronic mail to a Member at the address appearing in the Register of Members, kept and maintained under Rule 6.1.

21.5.1 When a notice is sent by electronic mail under Rule 21.5, sending of the notice shall be deemed to be properly effected on the electronic mail sent date, if the notice is sufficiently addressed to the Member concerned.

21.5.2 When a notice is sent by post under Rule 21.5, sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member. For such notice, at least four (4) days must be extended for postal delivery to the notice period detailed in Rule 21.3.

QUORUM FOR ANNUAL GENERAL MEETINGS

21.6 At an Annual General Meeting, a quorum of Members comprises:

21.6.1 20 per cent of Full Members, present in person or by proxy, constitute a quorum.

21.6.2 If a quorum is not present at a meeting after 30 minutes of the start time, then the meeting is adjourned and is re-scheduled for the same time and day in the following week unless an alternative day and time is notified prior to that day.

21.6.3 If a quorum is not present after 30 minutes of the start of the resumption of an adjourned meeting, those Board Members present and at least two Full Members present in person or by proxy constitute a quorum and may proceed with the business of that meeting.

VOTING AT ANNUAL GENERAL MEETINGS

21.7 An Ordinary Resolution put to the vote at an Annual General Meeting shall be decided by a Majority Vote of the Full Members present, in person or by proxy, and eligible to cast a vote at the meeting, but, if there is an equality of votes, the Chairperson shall have a casting vote in addition to his or her deliberative vote.

21.8 At an Annual General Meeting, a poll may be demanded by the Chairperson or by three or more Full Members present in person and, if so demanded, shall be taken in such manner as the Chairperson directs.

21.9 A declaration by the Chairperson at an Annual General Meeting that a resolution has been passed as an Ordinary Resolution shall be evidence to that fact.

21.10 A Special Resolution put to a vote at an Annual General Meeting will be decided in accordance with Rule 23.

MINUTES OF ANNUAL GENERAL MEETINGS

21.11 SERCUL shall ensure that minutes are taken of the Annual General Meeting and a secure copy of those minutes is maintained in the records of the Association.

21.12 The Members will review the minutes of a meeting and accept a reviewed version of those minutes as a true and correct record at the next Annual General Meeting following the Annual General Meeting to which the minutes relate.

21.12.1 After acceptance by the Members of the minutes as a true and correct record of a meeting, the Board Chairperson will sign them as a verification that they are a true and correct record.

21.13 When minutes have been verified and signed as correct under Rule 21.12.1, they shall, until the contrary is proved, be evidence that:

21.13.1 The Annual General Meeting to which they relate was duly convened and held;

21.13.2 All proceedings recorded as having taken place at the Annual General Meeting did in fact take place thereat; and

21.13.3 All appointments or elections purporting to have been made at the Annual General Meeting have been validly made.

22. Special General Meetings

22.1 Special General Meetings are meetings of the Board and the Members other than Annual General Meetings.

22.2 The Board can choose to convene a Special General Meeting but must convene a Special General Meeting if at least twenty (20) percent of the Full Members require a Special General Meeting to be convened.

22.2.1 The Full Members requiring a Special General Meeting to be convened must make the requirement by written notice sent to the Chief Executive Officer stating in the notice the business to be considered at the meeting and signed by each Full Member making the request.

22.2.2 The Special General Meeting must be convened by the Board within 28 days after notice is given under Rule 22.2.1.

22.2.3 If the Board does not convene a Special General Meeting within that 28 day period, the members making the requirement (or any of them) may convene the Special General Meeting.

22.2.4 A Special General Meeting convened by Members under Rule 22.2.3 must be held within three months after the date the original requirement was made and may only consider the business stated in the original notice.

22.2.5 If the Board chooses to convene a Special General Meeting it must give Members at least 28 days' notice of the meeting.

22.2.6 Notices for Special General Meetings must specify –
i. when and where the Special General Meeting is to be held; and
ii. particulars of the business to be transacted at the meeting and of the order in which that business is to be transacted.

22.3 The Association must reimburse any reasonable expenses incurred by the Members convening a Special General Meeting under Rule 22.2.3.

22.4 The quorum, voting and minutes requirements (Rules 21.6 to 21.13) of a Special General Meeting are the same requirements as if that meeting were an Annual General Meeting.

23. Special Resolutions

23.1 A Special Resolution of the Association is required to:

23.1.1 Amend the name of the Association;

23.1.2 Amend the Rules, under Rule 27;

- 23.1.3** Affiliate the Association with another body;
 - 23.1.4** Transfer the incorporation of the Association;
 - 23.1.5** Amalgamate the Association with one or more other incorporated associations;
 - 23.1.6** Voluntarily wind up the Association;
 - 23.1.7** Cancel incorporation; or
 - 23.1.8** Request that a statutory manager be appointed.
- 23.2** A Special Resolution must be moved at an Annual General Meeting or a Special General Meeting at which there is a quorum, and where notice of the Special Resolution has been given in accordance with Rule 23.3.
- 23.3** Notice of a meeting in which a Special Resolution is being proposed must:
- 23.3.1** Include the intention to propose a Special Resolution, and;
 - 23.3.2** Set out the wording of the proposed Special Resolution.
- 23.4** A Special Resolution must be decided by a vote of not less than seventy-five (75) percent of the Full Members present, in person or by proxy, and eligible to cast a vote at the meeting.

MANAGEMENT PROCESSES

24. Resolving Disputes

- 24.1** This section applies to disputes between Members, or between one or more Members and the Association.
- 24.2** The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- 24.3** If the parties to a dispute are unable to resolve the dispute between themselves within the timeframe required by Rule 24.2, any party to the dispute may start the dispute resolution process by providing written notice to the Chief Executive Officer of the parties to the dispute and the nature of the dispute.
- 24.4** The Chairperson must convene a Board Meeting within 28 days after the Chief Executive Officer receives notice of the dispute under Rule 24.3 for the Board to determine the dispute.
- 24.5** At the Board Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- 24.6** The Chief Executive Officer must inform the parties to the dispute of the Board's decision and the reasons for the decision within seven days after the Board Meeting.
- 24.7** If any party to the dispute is dissatisfied with the decision of the Board they may give notice within 14 days of receipt of the Committees determination, requesting the appointment of a mediator.

25. Mediation

- 25.1** A mediator must be appointed if requested under Rules 9.2.1 or 24.7.
- 25.2** A mediator must be chosen by agreement of the following parties;

- 25.2.1** If the appointment of a mediator was requested by a Member under Rule 9.2.1, then by agreement between the Member and Association.
- 25.2.2** If the appointment of a mediator was requested by a party to a dispute under Rule 24.7, then by agreement between the parties to the dispute.
- 25.2.3** If agreement cannot be reached in accordance with Rules 25.2.1 and 25.2.2 then the Association must appoint the mediator.
- 25.2.4** The mediator must not have a personal interest in the dispute or hold any bias in relation to any party in the mediation.
- 25.3** Any cost of mediation must be paid for by the parties that requested the mediation.
- 25.4** The parties to the mediation must provide written statements to the mediator seven days before the mediation and must attempt in good faith to resolve the matter in dispute at the mediation.
- 25.5** The mediator must give opportunity for all verbal and written presentations to be heard, ensure natural justice is given to the parties throughout the mediation and maintain the confidentiality of all information disclosed in the mediation process.
- 25.6** The mediator cannot determine the matter for the parties.

26. Financial Management and Reporting

SOURCE OF FUNDS

- 26.1** The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

CONTROL OF FUNDS

- 26.2** The Association must open accounts in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- 26.3** Subject to any restrictions imposed at an Annual General Meeting or Special General Meeting, the Board may approve expenditure on behalf of the Association.
- 26.4** The Board may authorise the expenditure of funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 26.5** All payments by the Association must be signed by —
 - 26.5.1** two Board members; or
 - 26.5.2** one Board member and a person authorised by the Board.
- 26.6** All funds of the Association must be deposited into the Association's accounts within five working days after their receipt.

FINANCIAL STATEMENTS AND FINANCIAL REPORTS

- 26.7** SERCUL shall maintain financial records that correctly record and explain its financial transactions, position and performance, and allow true and fair financial statements to be prepared in accordance with Section 26.8 of the rules, and;
 - 26.7.1** All financial records will be retained for a minimum period of seven years.

26.8 SERCUL shall within six months of the end of its financial year, prepare financial statements that give a true and fair view of the financial position and performance of the Association and comply with accounting standards relevant to its size in accordance with Part 5 of the Act, including;

26.8.1 Conducting an audit of the financial records of the Association in accordance with Part 5, Divisions 5, 6 and 7 of the Act if required by Part 5 of the Act.

26.9 The Financial Report including any Auditors statement shall be presented to the Members at the Annual General Meeting following the end of the financial year for which the financial report relates.

27. Rules

27.1 The Board may propose to alter or rescind these Rules, or make Rules additional to these Rules, in accordance with the procedure referred to in Part 3, Division 2 of the Act.

27.2 These Rules bind every Member and Board Member to the same extent as if every Member and Board Member had signed and sealed these Rules and agreed to be bound by all their provisions.

27.3 These Rules can only be changed by a Special Resolution passed by not less than seventy-five (75) percent of the Full Members present, in person or by proxy, and eligible to cast a vote at the Annual General Meeting or Special General Meeting for the same purpose.

28. Common Seal

28.1 SERCUL shall have a common seal on which its corporate name shall appear in legible characters.

28.2 The common seal of SERCUL shall only be used with the express authority of the Board and every use of that common seal shall be recorded in the minutes.

28.3 The affixing of the common seal of SERCUL shall be executed by any two of the Chairperson, Deputy Chairperson or the Chief Executive Officer.

28.4 The common seal shall be kept in the custody of the Chief Executive Officer or of such other person as the Board from time to time decides.

29. Distribution of Surplus Property on Winding Up

29.1 If, on the winding up or cancellation of the incorporation of SERCUL, any property of SERCUL remains after satisfaction of its debts and liabilities and the costs, charges and expenses of the winding up;

29.1.1 That property may only be distributed to other associations incorporated under the Act with similar purposes to that of SERCUL and which is not carried on for the profit or gain of its individual Members;

29.1.2 The distribution shall be recommended by the Board within a distribution plan in accordance with Section 129 of the Act and determined by a majority vote of Full Members.

PUBLIC FUND

30. Establishment of Public Fund

- 30.1** SERCUL will establish and maintain a public fund to be called the Public Environment Fund of SERCUL 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*.
- 30.2** The SERCUL Board must inform the Department responsible for the environment as soon as possible if:
- 30.2.1** It changes its name or the name of its public fund; or
 - 30.2.2** There is any change to the membership of the management committee of the public fund; or
 - 30.2.3** There has been any departure from the model rules for public funds.
- 30.3** 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 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.
- 30.5** 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.
- 30.6** 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.
- 30.7** 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.
- 30.8** 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.

31. Rules of the Public Environment Fund of SERCUL

- 31.1** The objective of the fund is to support the Association's environmental purposes.
- 31.2** Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the Association.
- 31.3** 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.
- 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 funds of SERCUL.
- 31.5** 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.
- 31.6** The fund will be operated on a not-for-profit basis.

32. Public Fund Management Committee

- 32.1** A Public Fund Management Committee of no fewer than three (3) persons will administer the fund. The committee will be appointed by the SERCUL Board. 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.