

Kangaroo Island Eco-Action Incorporated

Constitution

1. Name

The name of the association is Kangaroo Island Eco-Action Incorporated referred to herein as 'Eco-Action '.

2. Definitions

Act –means the *Associations Incorporation Act 1985 (as amended)*.

Committee - means the Core Group and committee of management of Eco-Action which is responsible for managing, amongst other things; business, finances, accounts, membership, public communications and public affairs and meetings.

Family membership – means at least adult parent or guardian and at least one child

General Meeting - means a general meeting of Members of Eco-Action convened in accordance with this Constitution.

Member - means a Member of Eco-Action in any class.

Ordinary membership – A person over 18 years of age

Special resolution - means a special resolution defined in the Act.

Month - means a calendar month.

3. Objects and purposes of Eco-Action

The objects and purposes of Eco-Action are to:

1. Promote the uniqueness of Kangaroo Island's ecosystems and to ensure the protection of those bio-diverse ecosystems;
2. Develop in the community an understanding of ecological processes;
3. Develop in the community an awareness and appreciation of the natural environment, respect for that environment and an understanding of the relevance of our environment to our long-term wellbeing.
4. To educate and inform the community about environmental issues;
5. To develop policy, planning and legislative strategies for the long term conservation and management of Kangaroo Island's natural resources;
6. To draw attention to potentially environmentally damaging activities, processes or proposals and to work to actively prevent environmentally damaging activities occurring;
7. To actively encourage the rehabilitation of degraded environments and ecosystems through on-ground works programs;

8. To provide a community network for information relating to environmental issues on Kangaroo Island;
9. To provide a conduit for information to and from Kangaroo Island relating to environmental issues, and;
10. To encourage individuals to make personal changes towards an environmentally sustainable lifestyle; and
11. To do such other things as are conducive to fulfilling the objects and purposes of Eco-Action

4. Powers of Eco-Action

Eco-Action will have all the powers conferred by Section 25 of the Act other than the borrowing powers conferred by section 25(e) of the Act and in addition shall have the following powers:

- (1) To institute or defend any litigation necessary or desirable in furtherance of the objects of the Association; and
- (2) To do anything incidental to any of its Objects and Purposes.

5. Membership

- (1) There will be two classes of membership being:
 1. Ordinary membership; and
 2. Family membership
- (2) Any adult person may be admitted as an ordinary Member if he or she has a proven commitment to the conservation of the environment and the objectives of Eco-Action, and who applies for membership of Eco-Action and is approved by the Committee
- (3) The application for membership shall be made in writing on a pro-forma available from the Secretary signed and dated by the applicant. Upon the acceptance of the application by the Committee and upon payment of the first annual subscription the applicant shall be a Member of Eco-Action of the class applied for.

Any person who is a Member of a class set out in Clause 5 (1) on the date this revised Constitution comes into operation shall continue to remain a Member of that class subject to this Constitution.

The rights and entitlements afforded to all Members will be:

- ! The right to attend and vote at all General Meetings;
- ! The right to stand for election as a Member of the Committee; and
- ! The right to nominate Committee members and to vote for the Committee.

6. Subscriptions

6.1. Membership subscriptions for each class of membership will be determined at each Annual

General Meeting or such other time as determined by the Members at a General Meeting.

6.2. The subscription will be due annually in advance on 1 July each year or at a time determined by the Committee.

6.3. If a Membership subscription is not paid more than 3 months after the due date for payment that Member will cease to be a Member of Eco-Action, provided always that the Committee may reinstate the membership on such terms as it thinks fit.

7. Resignations of Members

7.1. A Member may resign from membership of Eco-Action by giving written notice to the Secretary.

8. Expulsion of a Member

8.1. The Committee has the right to terminate the membership of a Member if the Member:

- (1) is found to be ineligible under the terms of this Constitution; or
- (2) acts in a manner which compromises the Objects of Eco-Action.

8.3. The Member affected has the right to be heard at a General Meeting or to make a written submission. Particulars of the charge will be communicated to the Member at least one month before the meeting of the Committee at which the matter will be determined; and

- ! the determination of the Committee will be communicated to the Member, and in the event of an adverse determination the Member will, (subject to the following clauses), cease to be a Member 14 days after the Committee has communicated its determination to the Member.
- ! the Member may appeal the expulsion to Eco-Action at a General Meeting. The intention to appeal will be communicated to the Secretary of Eco-Action within 14 days after the determination of the Committee has been communicated to the Member.
- ! In the event of an appeal, as above, the appellant's membership of Eco-Action must not be terminated unless the determination of the Committee to expel the Member is upheld by the Members of Eco-Action in General Meeting after the appellant has been heard by the Members of Eco-Action, and in such event membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

9. Register of Members

9.1 A Register of Members will be kept by the Secretary and include the following details:

- (1) the name, address telephone contact and email address (if any) of each Member;
- (2) the date on which each Member was admitted to Eco-Action, and
- (3) if relevant, the date of and reason(s) for termination of membership.

9.2 Changes to the details recorded for a Member, must be provided to the Secretary as soon as practicable and the Secretary will make the relevant amendments to the Register of Members.

10. The Role of the Committee

10.1 The affairs of Eco-Action, including the business, finances, accounts, membership, public communications, public affairs and meetings will be managed and controlled by the Committee which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the Objects of Eco-Action.

10.2 The Committee is responsible for the management and control of the property and assets of Eco-Action.

10.3 The Committee will have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of Eco-Action on which this Constitution is silent.

10.4 The Committee will appoint a Public Officer as required by the Act. Notice of appointment and any change in the identity or address of the Public Officer will be lodged within one month after the change with the Office of Consumer and Business Affairs (OCBA).

10.5 The Committee will have the power to appoint sub-committees under such terms and conditions as the Committee may determine.

10.6 Sub-committees will report to the Committee and may include persons who are not Members of Eco-Action. Appointment of a person to a sub-committee does not confer any right to vote at any meeting of Eco-Action or right to elect the Committee as a result of their appointment to the sub-committee.

11. Appointment of Committee

11.1 The Committee will be comprised of 7 ordinary Committee members all of whom must be financial Members. The Committee will appoint a Secretary and Treasurer who must be financial Members. The Committee will appoint office holders from their number.

11.2 A member of the Committee will be a natural person.

12. Rotation of Committee

12.1. Where this Constitution is adopted as Eco-Action's Constitution at a General Meeting which is not the following next Annual General Meeting, the Committee in office at that time will remain in office until the next following Annual General Meeting after adoption of the Constitution. At which time one half of the Committee, who will be the longest serving Committee members, must retire from the Committee but will be eligible for reappointment.'

At each subsequent Annual General Meeting one half of the Committee members or one half plus one, where there is an unequal number, being the longest serving members, will retire.

12.2. A retiring Committee member will be eligible to stand for re-election without nomination if that Committee member agrees to be re-elected.

12.3. No other person will be eligible to stand for election unless a Member of Eco-Action has nominated that person at least 14 days before the meeting by delivering the nomination of that person to the Secretary of Eco-Action.

12.4. The nomination will be signed by the proposer and by the nominee.

12.5. Notice of all persons seeking election to the Committee will be given to all Members of Eco-Action at least 7 days prior to the election date.

12.6. If the nominations equal the number of vacant positions on the Committee then they will be automatically appointed.

12.7. Where there is a shortfall in the number of nominations to the positions vacant then the matter will go to the General Meeting for the Members to elect any additional Committee members.

12.8. The Committee may appoint a person to fill a casual vacancy, and this Committee member will hold office until the next Annual General Meeting of Eco-Action and will be eligible for re-election to the Committee without nomination.

13. Proceedings of the Committee

13.1. The Committee will meet at least once every three months to conduct the business of Eco-Action at a time and place as determined by the Committee.

13.2. A Chair will be elected by those Members present at each meeting to preside at each Committee meeting.

13.3. Issues arising at any meeting of the Committee will be decided by consensus or a majority of votes in the event that consensus cannot be reached. In this the Chair will not have a casting vote in addition to a deliberative vote.

13.4. A quorum for a meeting of the Committee will be one half of the members of the Committee or if there is an equal number, then one half plus one.

13.5. A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with Eco-Action must disclose the nature and extent of that interest to the Committee as required by the Act, and must not vote with respect to that contract or proposed contract. The Committee member must disclose the nature and extent of his or her interest in the contract to the Members at the next Annual General Meeting of Eco-Action.

13.6. For a resolution to be passed outside of a Committee meeting document circulated in hard copy or by email and signed by all of the members of the Committee confirming that they are all in favour of a resolution contained in the document will have the effect that the resolution is passed on the date

of the last person signing. For the purposes of this clause, 2 or more such identical documents which together record the resolution and the signatures of all Committee members will be evidence of the passing of the resolution.

14. Disqualification of Committee members

The office of a Committee member will become vacant if a Committee member:

- ! resigns in writing
- ! is disqualified from being a Committee member by the Act
- ! is expelled as a Member of Eco-Action under this Constitution
- ! is permanently incapacitated by ill health; or
- ! is absent without apology from more than 3 meetings in a financial year.
- !

15. The seal

15.1. Eco-Action will have a common seal upon which its corporate name will appear in legible characters.

15.2. The seal must not be used without the express authorisation of the Committee, and every use of the seal will be recorded in the minutes by the Secretary.

15.3. The affixing of the seal will be witnessed by 2 persons being the Chair and another officeholder or by 2 Committee members or by 1 officeholder and some other person appointed by the Committee for the purpose.

16. General Meetings of members

There will be Annual General Meetings and Special General Meetings of the Members of Eco-Action.

17. Annual General Meetings

17.1. The Committee will call an Annual General Meeting in accordance with the Act and this Constitution.

17.2. Annual General Meetings will be held within five months after the end of its financial year.

17.3. The order of the business at the meeting will be as follows:

1. the confirmation of the minutes of the previous Annual General Meeting;
2. the confirmation of any Special General Meeting held since that meeting;

3. the consideration of the accounts and reports of the Committee and the auditor's report;
4. the election of Committee members; and
5. any other business requiring consideration by Eco-Action in General Meeting.

18. Special General Meetings

18.1. The Committee may call a Special General Meeting of Eco-Action at any time.

18.2. On receiving a request, in writing, of not less than 10 of the total number of Members of Eco-Action, the Committee will, within one month of the receipt of the request, convene a Special General Meeting for the purpose specified in the request.

18.3. Every request for a Special General Meeting must be signed by the relevant members and will state the purpose of the meeting.

18.4. If a Special General Meeting is not convened within one month by the Committee, the Members, may convene a Special General Meeting. Such a meeting will be convened in the same manner as nearly as practical as a meeting convened by the Committee, and for this purpose the Committee will ensure that the Members are supplied free of charge with particulars of all Members entitled to receive a notice of the meeting.

18.5. The reasonable expenses of convening and conducting such a meeting will be borne by Eco-Action.

19. Notice of General Meetings

19.1. Subject to clause and 18.2 where a Special General Meeting is required, at least 14 days notice of any General Meeting must be given to all Members. The notice will set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

19.2. Notice of an Annual General Meeting, or a Special General Meeting at which a special resolution is to be proposed, will be given at least 21 clear days prior to the date of the meeting.

19.3. Notice may be given by Eco-Action to any Member by serving the Member with the notice personally, or by sending it by email or by post to the address appearing in the Register of Members.

19.4. Where a notice is sent by post; the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

19.5. Where a notice is sent by email the notice is taken to have been served at the time it is sent.

20 Proceedings at General Meetings

20.1. Eight (8) Members present personally or by proxy will constitute a quorum for the transaction of business at any General Meeting.

20.2. If within 30 minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon at the request of Members will lapse. In any other case, the meeting will stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the Members present at that meeting will form a quorum.

20.3. The Members present will nominate a Chair will to preside as the chair at an AMG, SGM or a General Meeting.

21 Voting at General Meetings

21.1. Members of Eco-Action present will have one vote at a meeting of Eco- Action

21.2. A proposal for decision at a General Meeting, other than a special resolution, must be determined by a majority of Members who vote in person or by proxy, at that meeting.

21.3. Unless a poll is demanded by at least 8 Members, a question for decision at a General Meeting will be determined by a show of hands.

22. Poll at General Meetings

22.1. If a poll is demanded by at least 8 Members present, it must be conducted in a manner specified by the Chair of the meeting. The result of the poll will be the resolution of the meeting on that question or proposal.

22.2. A poll demanded for the election of the Chair or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

23. Special and ordinary resolutions

23.1. A special resolution as defined in Section 3 of the Act is a resolution passed at a duly convened meeting of the Members of Eco-Action if:

- (1) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members of Eco-Action; and
- (2) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such Members of Eco-Action as, being entitled to do so, vote in

person or by proxy, at that meeting.

23.2. An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

24. Proxies

24.1. A Member is entitled to appoint in writing a natural person who is also a Member of Eco-Action to be their proxy vote at any General Meeting of Eco-Action.

24.2. The notice of appointment will be in the form provided by Eco-Action with the notice of the General Meeting, and signed by the nominator.

24.3. All signed proxy forms must be forwarded to the Secretary at least 24 hours before the time the General Meeting will commence.

25. Minutes

25.1. Minutes of all proceedings of AGM's, SGM's and General Meetings of Eco-Action and of meetings of the Committee will be entered within one month after the relevant meeting in minute books kept for the purpose. The Secretary will be responsible for the upkeep of the Minutes.

25.2. The Minutes kept under to this clause must be confirmed by the Members of Eco-Action or the members of the Committee (as relevant) at the subsequent meeting.

25.3. The Minutes kept under this clause will be signed by the Chair of that next succeeding meeting at which the Minutes have been confirmed.

25.4. Where Minutes are entered and signed they will, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting will be deemed to have been duly held, and that all appointments made at a meeting will be deemed to be valid.

26. Dispute resolution

26.1. The dispute resolution procedure set out in this Clause applies to disputes under this Constitution between a Member and another Member of the same class; or a Member and Eco-Action.

26.2. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

26.3. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties. That person may either resolve the dispute or refer it on for resolution to the Committee or ultimately to the Members in General Meeting)

26.4. In this Clause, a Member includes any person who has been a Member of any class for at

least six months prior to the dispute occurring.

27. Financial year

Eco-Action's financial year will end on 30 June following the adoption of this Constitution and subsequent financial years will commence on 1 July and end on the following 30 June.

28. Accounts

28.1. Eco-Action will keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of Eco-Action in accordance with the Act.

28.2. The accounts, together with the auditor's report on the accounts, if any, the Committee's statement and the Committee's report, will be made available to Members at the Annual General Meeting.

29. Auditor

29.1. The Members will appoint a person to be auditor of Eco-Action at each Annual General Meeting.

29.2. The auditor will hold office until the next Annual General Meeting and is eligible for re-appointment.

29.3. If an appointment is not made at an Annual General Meeting, the Committee may appoint an auditor for the current financial year.

30. Banking and the role of the Treasurer

30.1. The Treasurer will bank all money received as soon as practical and keep up-to-date and accurate records of money received and paid from the accounts of Eco-Action. The Treasurer will also ensure that the funds are used in ways that are consistent with the objects of Eco-Action and report to the Committee on these transactions.

30.2. The Committee will open least one account with a financial institution nominated by the Committee, in which the funds collected for Eco-Action will be placed. The financial institution will be provided with signatures of the signatories to the account.

30.3. Payments from Eco-Action's account will be authorized by the Committee at a meeting or via email and cheques will be signed by the Treasurer and countersigned by one other signatory who must be a member of Eco-Action.

30.4 Payments from Eco-Action's account may be made electronically by the Treasurer for

ratification at the next Committee meeting. This will apply to all amounts payable by Eco-Action under a specific amount as is determined by the Committee from time to time. All amounts above this amount must be paid in accordance with Clause 30.3.

31. Indemnity

31.1. To the extent permitted by law, Eco-Action will:

- (1) Indemnify a person who is or has been an officer of Eco-Action against a liability incurred by the person in their capacity as officer of Eco-Action to another person; and
- (2) Indemnify a person who is or has been an officer of Eco-Action against any liability incurred by the person in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted.

31.2 To the extent permitted by law, Eco-Action may pay, or agree to pay, at the discretion of the Committee, an insurance premium in respect of insuring a person who is or has been an officer of Eco-Action against a liability incurred by the person in their capacity as officer of Eco-Action.

32. By-Laws

32.1. Eco-Action may create By-Laws to assist in the process of achieving its objects and purposes.

- (1) The By-Laws may be altered from time to time by the Committee and confirmed or otherwise by the Members at the next following General Meeting;
- (2) Members will be bound by the By-Laws; and
- (3) Copies of any By-Laws in force from time to time will be made available to Members on application to the Secretary.
- (4)

33. Prohibition against securing profits for members

The income and capital of Eco-Action will be applied exclusively to the commission of its objects and no portion will be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of Eco-Action.

34. Winding up

Eco-Action will be wound up in the manner provided for in the Act.

35. Application of surplus assets

35.1. If after the winding up of Eco-Action there remains 'surplus assets' as defined in the Act, such surplus assets will be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

35.2. Eco-Action may determine to distribute surplus assets to nominated charities. Such organisation or organisations will be identified and determined by a resolution of Members in General Meeting.

36. Alteration to the Constitution

36.1. This Constitution may be altered (including an alteration to Eco-Action's name) by special resolution of the Members of Eco-Action. This includes deletion or replacement by substitute rules.

36.2. The alteration will be registered with OCBA, as required by the Act.

36.3. The registered Constitution will bind Eco-Action and every Member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions of the document.

36.4. Subject to any provision in the Constitution or a resolution to the contrary, an alteration to the Constitution comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of Eco-Action which does not come into force until registered by OCBA.