

CONSTITUTION

OF

PORT ENVIRONMENT CENTRE INCORPORATED

Adopted 20/10/2021

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1. Name

The name of the incorporated association is the PORT ENVIRONMENT CENTRE INC, (hereinafter called "the association").

2. Definitions

"consensus" means an agreement reached between all members of the Management Committee entitled to vote and present at a Management Committee meeting where a decision is being considered

"environment" means any aspect of the natural environment "

an "ex officio non-voting member" of the Management Committee is a person invited by the Management Committee to join as a non-voting Management Committee member, based upon the persons skills or expertise, by virtue of the person holding a position of expertise within a partner organisation or the person is a member of the association who holds a volunteer role within the association'.

"general meeting" means a general meeting of members of the association convened in accordance with these rules

"gift fund" means any fund established by the association to receive tax deductible donations

"Management Committee" means the Management Committee of the association

"Management Committee Member or committee member" means a member of the Management Committee of the association

"member" means a member of the association

"month" shall mean a calendar month

"ordinary resolution" is a resolution passed by a simple majority at a general meeting

"special resolution" means a resolution of a General Meeting where at least 75% of the votes cast on the resolution are in favour of the resolution and passed in accordance with the Act

"the Act" means the Associations Incorporation Act 1985 SA

"person" means a natural person,

"proxy" means a member of the association who is authorised in writing by another member of the association to vote at a meeting of the association

the "values of the association" are the values of ecological awareness, environmental sustainability, social justice, equity, diversity and Reconciliation

3. Objects

Informed by the values of the association, and working from the Port Adelaide and local area, the objects of the association are

- a. To promote public interest, knowledge of and engagement in the environment and encourage and support community members to appreciate and protect the local environment
- b. To acknowledge and celebrate Kurna and Aboriginal culture and connection to the natural environment and collaborate with local Aboriginal organisations and community members to share knowledge and practice
- c. To support the conservation and restoration of the coastal, marine and estuarine environment
- d. To provide information, community education, skill development and knowledge building towards conservation and restoration of the environment
- e. To support local volunteer environment groups and organisations with knowledge building, capacity enhancement and collaboration
- f. To provide a gathering and meeting place for environmental groups and organisations and facilitate opportunities for community members and organisations to be involved in environmental groups and activities

- g. To promote ecologically sustainable activities and development and support the community to live sustainably
- h. To work collaboratively with organisations and stakeholders towards sustainability and conservation and restoration of our natural environment
- i. To sponsor awards and/or prizes for activities promoting the appreciation, conservation and restoration of the environment.

4. Powers

- a. The association shall have all the powers conferred by section 25 of the Act.
- b. For the purpose of achieving the objects as set out in clause 3, the association shall have all powers available pursuant to the Act including the power to:
 - i) enter into agreements, leases, memorandums of understanding, permits or contracts with any government, government authority, commission or other institution, organisation, association or person;
 - ii) produce publications or provide services to members of the public whether for fee or otherwise;
 - iii) operate as a non-profit organisation and raise funds and obtain donations, grants, bequests or material support for the benefit of the objects and purposes of the association;
 - iv) seek out and obtain information, assistance or co-operation from any person or organisation who has similar objects
 - v) employ or retain on a full-time or part-time basis and on such terms as to pay and other conditions of employment as the association shall agree, any person whose particular skills, qualifications or knowledge may be of assistance to the attainment of the objectives of the association.
 - vi) acquire, hold, deal with and dispose of any real or personal property
 - vii) provide opportunities for volunteers, students and work experience candidates in furtherance of the objects of the association and
 - viii) appoint agents to act on behalf of the association including to transact business on behalf of the association.
- c. All income and property of the association is to be applied solely towards the promotion and aims and objectives and no portion is to be paid or transferred by way of profit to members.

5. Membership

5.1 Entitlement to Membership

Subject in all cases to:

- a) The provisions of this clause 5; and
- b) Meeting the qualifications necessary to be admitted to a category of membership as set out in this Constitution, membership of the Association is open to any natural person who supports the values and objects of the association, is willing to commit to the achievement of those objects and agrees to be bound by the rules of the association.

5.2 Membership Categories

- a) The Association has the Membership Categories set out in the Schedule, and the other categories as may be created by the Management Committee from time to time in accordance with any requirements set out in the Associations Act.

- b) The Membership Categories have the rights assigned to them in the Schedule or such other rights as determined by the Management from time to time.
- c) A person who is a Member of one Membership Category may apply (or be nominated) to become a Member of another Category if they satisfy the eligibility requirements of that other category.

5.3 Application for membership of the association

- a) An application for membership shall be made in writing or online.
- b) The application for membership shall include a declaration of commitment to the objects of the association.
- c) Upon acceptance of the application by the Management Committee and upon the payment of the fee (if any), the applicant shall become a member of the association.

5.4 Resignation as Member

A member may resign from membership of the association by giving written notice, for the attention of the secretary of the association.

5.5 Expulsion of a member

- a. Subject to giving a member of the association the right to be heard and an opportunity to make a written submission, the Management Committee may resolve to expel a member if there has been conduct by that member which is detrimental to the interests or objects of the association.
- b. Details of the detrimental conduct shall be communicated by the Management Committee to the member at least 14 days before the meeting of the Management Committee at which the matter will be determined.
- c. The determination of the Management Committee shall be communicated to the member as soon as practicable.

5.6 Register of members

A register of members shall be kept and contain:

- a) The name, address and contact details of each member;
- b) The date the person became a member of the association;
- c) If applicable, the date of the resignation or termination of membership; and
- d) The names, addresses and contact details of the Management Committee of the association.

6. Management Committee

6.1 Powers and Duties

- a. The affairs of the association shall be managed and controlled by a Management Committee which, in addition to any powers and authorities conferred by the Act and these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b. The committee will appoint employees of the association and be responsible for the management of those employed by the association.
- c. The committee has the management and control of the funds and other property of the association.

- d. The committee shall appoint a public officer as required by the Act. The public officer is not required to be, but can be, a member of the Management Committee.

6.2 Election of the Management Committee

- a. The Management Committee shall be comprised of a chairperson, secretary and treasurer and no less than 2 and up to 6 committee members, as elected at the annual general meeting.
- b. A committee member shall be a natural person.
- c. There may be up to three ex-officio non-voting members of the Management Committee, as invited by the Management Committee.
- d. The Co-ordinator (or acting Co-ordinator if applicable) of the association shall be entitled to be a member of the Management Committee and attend and take part in the Management Committee Meetings without having a vote if there is the need for a vote.
- e. The first Management Committee of the association shall be appointed from the promoters of the association or be comprised of such persons as hold office prior to incorporation. The first Management Committee shall hold office until the first annual general meeting after incorporation.
- f. A retiring committee member shall be eligible to stand for re-election without nomination. Any member shall be eligible to stand for election provided that a member of the association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and by the nominee.
- g. Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- h. The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.

6.3 Proceedings of the Management Committee

- a. The association is informed by the values of the association being ecological awareness, environmental sustainability, social justice, equity, diversity and Reconciliation and the Management Committee is to conduct proceedings and make decisions on behalf of the association in accordance with these values.
- b. Group consensus is the preferred decision-making process (informed by the values of the association) with a vote of the Management Committee members as a last option if consensus cannot be reached.
- c. A quorum for meetings of the Management Committee shall be 50 per cent of the voting members.
- d. The Management Committee shall meet together for the dispatch of business not less than 6 times per calendar year, and as often as needed to conduct the business of the association.
- e. The Management Committee shall determine the office bearers who will include a chairperson, a secretary and a treasurer.
- f. Questions arising at any meeting that are not able to be resolved by consensus shall be decided by a majority of votes, and in the event of equality of votes the resolution will be taken to be defeated. This will not preclude further consideration of the matter.

6.4 Meetings using technology

- a. A Management Committee meeting may be held with one or more of the members taking part by telephone or video link. Such members are regarded as present at the Management Committee meeting if such members are able to hear the proceedings of the Management Committee meeting and to be heard by all others attending the Management Committee meeting.
- b. A Management Committee meeting may be called or held using any technology consented to by all Management Committee Members.
- c. A Management Committee meeting conducted in accordance with clauses 6.4(a) or (b) is deemed to be held at a place determined by the Management Committee Members, provided that at least one of the Management Committee members present at the Management Committee meeting was at such place for the duration of that Management Committee meeting.
- d. The Management Committee may dispatch business via email in accordance with Management Committee Policy. (*Note – we'll need an 'Electronic Participation Policy'*)

6.6 Disqualification or resignation of Management Committee Members and other casual vacancies

- a. The office of a Management Committee Member shall become vacant if a Management Committee Member is:
 - i) disqualified from being a Management Committee Member under the Act;
 - ii) expelled as a member under Clause 5.4;
 - iii) permanently incapacitated by ill-health;
 - iv) absent without leave of the committee for more than three meetings in a financial year; or
 - v) resigns by notice in writing to the chairperson.
- b. Upon a vacancy arising in the Management Committee occurring or where the number of elected members is less than the minimum in clause 6.2 a, the chairperson of the association may, with the consent of the majority of voting members of the Management Committee, invite a member of the association to join the Management Committee for the remainder of the current term of the Management Committee.
- c. Management Committee Members appointed to fill casual vacancies have the same rights and responsibilities, including voting rights at Management Committee meetings, as members of the association elected to the Management Committee at the annual general meeting.

6.7 Chairperson

The Chairperson shall perform the following functions:

- a) Be responsible for the safe keeping of the Common Seal which shall be affixed only by resolution of the Management Committee;
- b) Chair meetings. If the chairperson is absent or if they stand down (voluntarily or at the request of the chairperson) and then another member of the Management Committee may be elected as the Chairperson of that meeting;
- c) Be the key contact with the Coordinator and between the Coordinator and the Management Committee
- d) Cause the agenda for meetings to be prepared; and

- e) Act as spokesperson for the association unless an alternative spokesperson has been appointed by the Management Committee. The spokesperson shall make statements in accordance with any previously agreed policy, where such policy exists.

6.8 Secretary

The Secretary shall perform the following functions:

- a) Call meetings in accordance with the provisions of this constitution; and
- b) Cause records to be kept of the business of the association, including the constitution and policies, register of members, a register of minutes of meetings and of notices.

6.9 Treasurer

The Treasurer shall perform the following functions, either personally or through a duly appointed agent:

- a) Cause monies received to be paid into account(s) authorised by the Management Committee in the name of the association. Payments shall be as petty cash, direct debit or by cheque signed by one authorised signatory of whom there shall be no more than three (3) appointed by the Management Committee;
- b) Ensure payments for amounts above \$ 1,000 are approved by resolution of the Management Committee. Major or unusual expenditures shall be authorised in advance by the Management Committee;
- c) Cause records to be kept of all receipts and payments and other financial transactions.
- d) Cause financial budgets and statements to be prepared and shall submit a report on the finances to each general meeting and each Management Committee meeting; and
- e) Present audited reports to the annual general meeting.

7. The Seal

- a. The association shall have a common seal upon which its corporate name shall appear in legible letters.
- b. The seal shall not be used without the express authorisation of the Management Committee, and every use of the seal shall be recorded in the minute book.
- c. The affixing of the seal shall be witnessed or attested by two Management Committee Members.

8. General Meetings

8.1 Annual General Meetings

- a. The Management Committee shall call an annual general meeting in accordance with the Act and these rules.
- b. The first annual general meeting shall be held within eighteen months after incorporation of the association, and thereafter within five months after the end of the financial year.
- c. The order of business at the meeting shall be:
 - i) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
 - ii) the consideration of the accounts and reports of the committee and the auditor's report;
 - iii) the election of the Management Committee members;
 - iv) the appointment of auditors;

- v) the amount, if any, of a PEC membership fee and
- vi) any other business requiring consideration by the association in general meeting.

8.2 Special General Meetings

- a. The Management Committee may call a special general meeting of the association at any time.
- b. Upon a requisition in writing of not less than 10 members of the association the Management Committee shall within one month of receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of that meeting

8.3 Notice of General Meetings

- a. At least 21 days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held; and the particulars of the nature and order of business to be transacted at the meeting.
- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c. Where the member has agreed any notices may be sent electronically by facsimile transmission or e-mail. If no email address is available, the association may give a notice to any member by serving the member with the notice personally, by sending it through the post to the address appearing in the register of members.
- d. Where a member of the association has agreed to be served electronically, it shall be sufficient for the association to provide any notice in accordance with that request. The association shall keep a record of all notices sent electronically. Where a notice is sent electronically, unless the contrary is proved, service will be taken to have been effected at the time of transmission.

8.4 Quorum

Ten association members present shall constitute a quorum for the transaction of business at any general meeting.

8.5 Procedure at General Meetings

- a. The chairperson of the Management Committee shall preside as chairperson at a general meeting of the association or if the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be chairperson of that meeting.
- b. At any meeting convened upon the requisition of members, if within 30 minutes after the time appointed for the meeting a quorum of members is not present the meeting shall lapse.

8.6 Voting at General Meetings

- a. Subject to these rules, every member of the association has only one vote at a meeting of the association.
- b. Subject to these rules, a question for a decision at a general meeting must be determined by a majority of members who vote in person or by proxy at that meeting.

- c. Unless a poll is required by the Chairperson or a majority of members present at the meeting, a question for decision at a general meeting must be determined by a show of hands.

8.7 Poll at general meetings

- a. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the association meeting on that question.
- b. A poll demanded for the election of a person presiding 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 association meeting.

9. Minutes

- a. Proper minutes of all proceedings of general meetings of the association and of meetings of the Management Committee, shall be entered after the relevant meeting in minute books kept for this purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the Management Committee (as relevant) at a subsequent meeting.
- c. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. Financial Reporting

10.1 Financial Year

The financial year of the association shall be the period ending on the 30 June of each year.

10.2 Accounts to be kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

10.3 Appointment of Auditor

- a. At each annual general meeting, the members shall appoint a person to be auditor of the association.
- b. The auditor shall hold office until the next annual general meeting and is eligible for reappointment.
- c. If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

10.4 Accounts and Reports to be laid before members

The accounts, together with the auditor's report on the accounts and committee reports shall be laid before members at the annual general meeting.

11. Alteration of Constitution

- a. The provisions of this constitution may be altered by a resolution of a general meeting, which is passed by a majority of not less than seventy-five per cent of the members present at the meeting or by proxy and voting thereon.
- b. At least twenty-one days' notice of such proposed resolution shall be given to members together with details and reasons for the proposed amendments.

12. Establishment of the Gift Fund

The association will establish and maintain a gift fund to be called the [PEC Gift Fund] for the specific purpose of supporting the environmental objects of the association. The Gift 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 Gift Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.

13. 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 gift fund are only used for its principal purpose.

14. Not-for-Profit

The income and property of the association shall be used and applied solely in promotion of its objects 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.

15. 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.

16. Statistical Information

- a. Statistical information requested by the Department on donations to the Gift Fund will be provided within four months of the end of the financial year.
- b. An audited financial statement for the association and its gift fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of gift fund monies and the management of gift fund assets.

17. Rules of the Gift Fund

The Gift Fund shall be bound by the following rules:

- a. In the event of the winding-up of the Gift Fund, any surplus assets are to be transferred to another fund with objectives similar to those of the Gift Fund, such fund to be eligible to receive tax-deductible gifts under the provisions of the *Income Tax Assessment Act 1997* and to be on the Register of Environmental Organisations. The fund to receive these surplus assets shall be determined by a resolution of a general meeting which is passed by a majority of not less than three quarters of the members present at the meeting and voting therein. At least six weeks' notice of such proposed resolution shall be given.

- b. The objective of the gift fund is to support the association's environmental objects.
- c. Members of the public are invited to make gifts of money or property to the Gift Fund for the environmental objects of the organisation.
- d. Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Gift Fund.
- e. A separate bank account is to be opened to deposit money donated to the gift fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the association.
- f. Receipts are to be issued in the name of the gift fund and proper accounting records and procedures are to be kept and used for the gift fund.
- g. The gift fund will be operated on a not-for-profit basis.
- h. A management subcommittee shall administer the Gift Fund. The management subcommittee shall consist of no fewer than three persons appointed by the association at a meeting of its Management Committee. A majority of the members of the subcommittee are required to have the requisite degree of responsibility to the community as a whole, as opposed to just the association (that is, persons who are 'responsible persons' as defined in the "Register of Environmental Organisations Guidelines ("the Guidelines") issued by the Commonwealth).

18. Winding Up

- a. The association and or the Gift Fund may be wound up in the manner provided for in the Act.
- b. The association may be wound up by a resolution at a general meeting which is passed by a majority of not less than seventy-five per cent of the members present at the meeting and voting thereon.
- c. At least twenty-one days' notice of a resolution to wind up the association shall be given to all members in writing.
- d. In the event of the winding up of the association and or the Gift Fund, any surplus assets (after payments of all debts and liabilities) shall be transferred to some other incorporated association, institution or institutions based in South Australia, having similar objects to the association, (provided such incorporated association or institution are eligible to receive tax deductible gifts under the relevant section of the Income Tax Assessment Act 1997). Such incorporated association, or institution are to be determined by a resolution of a general meeting which is passed by a majority of not less than seventy-five per cent of the members present at the meeting and voting therein. At least twenty-one days' notice of such proposed resolution shall be given to all members in writing.

Schedule

Membership Categories	Class Eligibility, Rights and Obligations	Membership Fee
Member	<p>Eligibility</p> <ul style="list-style-type: none"> • An individual aged 16 years and older • Supports the values and objects of the association • Is willing to commit to the achievement of those objects <p>Rights</p> <ul style="list-style-type: none"> • Right to receive notice of any General Meeting of the Association • Right to attend and vote at any General Meetings of the Association <p>Obligations</p> <ul style="list-style-type: none"> • Payment of applicable Membership Fee • Agrees to be bound by the rules of the Association 	<ul style="list-style-type: none"> • \$10 per person, per year (full) • \$5 per person, per year (concession)
Associate Member	<p>Eligibility</p> <ul style="list-style-type: none"> • An individual aged 12, and up to 16 years • Supports the values and objects of the association • Is willing to commit to the achievement of those objects <p>Rights</p> <ul style="list-style-type: none"> • Right to receive notice of any General Meeting of the Association • Right to attend any General Meetings of the Association <p>Obligations</p> <ul style="list-style-type: none"> • Payment of applicable Membership Fee • Agrees to be bound by the rules of the Association 	<ul style="list-style-type: none"> • Free