



South Coast Natural Resource Management Inc.

Constitution

**Incorporated under the *Associations Incorporation Act 1987 WA*
Association Number A1006675H**

1.0 NAME OF ASSOCIATION

- 1.1 The name of the Association is South Coast Natural Resource Management Inc.

2.0 DEFINITIONS

In these rules, unless the contrary intention appears:

- 2.1 “Act” means the *Associations Incorporation Act 1987 (WA)*.
- 2.2 “Association” means South Coast Natural Resource Management Inc.
- 2.3 “Auditor” means a licensed accountant appointed by the Members at the Annual General Meeting to audit the accounts of the Association.
- 2.4 “Board of Management” means a governing committee of Directors having supervisory powers.
- 2.5 “CEO” means the chief executive officer appointed by the Board of Management.
- 2.6 "Financial Year" means each period commencing on 1 July and ending on 30 June in the following year.
- 2.7 “Donation Fund” means the fund established in accordance with sub-clause 7.1.
- 2.8 “Donation Fund Management Committee” means the committee established in accordance with sub-clause 7.2.
- 2.9 “Government Agency” means any public sector department at local, state or federal level.
- 2.10 “ITAA 97” means the *Income Tax Assessment Act 1997*.
- 2.11 “Member” means either a person who has satisfied the conditions of membership of the Association OR is the nominated representative of a member organisation.
- 2.12 “Natural Resource Management” (NRM) means the ecologically sustainable management of the land, water, air, marine and biodiversity resources for the benefit of existing and future generations, and for the maintenance of life support capability of the biosphere.
- 2.13 “Objects” means the Objects of the Association referred to in clause 3.

- 2.14 “Region” means the marine and land area comprising the southern flowing catchments from the Deep River catchment west of Walpole to Cape Arid in Western Australia and the internally drained areas immediately to the north of these catchments and out to the three nautical mile State marine boundary
- 2.15 “Regulations” means Regulations under the Act.
- 2.16 “Responsible Person” means an individual who:
- 2.16.1 performs a significant public function including, but not limited to a:
 - 2.16.1.1 trustee or board member of a not-for-profit school or college;
 - 2.16.1.2 justice of the peace;
 - 2.16.1.3 public servant with more than five (5) years service;
 - 2.16.1.4 person holding public or elected office;
 - 2.16.1.5 director of a public company with responsibilities under the companies code;
 - 2.16.1.6 academic or teacher with more than five (5) years experience;
 - 2.16.1.7 past or present office holder of a community organisation other than the Association;
 - 2.16.1.8 person who holds (or has held) a public position;
 - 2.16.2 is a member of a professional body having a code of ethics or rules of conduct;
 - 2.16.3 is officially charged with spiritual functions by a religious institution;
 - 2.16.4 is a director of a company whose shares are listed on the Australian Stock Exchange; or
 - 2.16.5 has received formal recognition from government for services to the community.
- 2.17 “Subregion” means the areas of the Region defined by drainage or administrative boundaries.

3.0 OBJECTS OF THE ASSOCIATION

- 3.1 The Objects of the Association are the protection and enhancement of the natural environment of the Region, including coastal and marine resources, and in particular:
- 3.1.1 to protect, support and conserve the natural environment and ecology of the Region;
 - 3.1.2 to bring together people, organisations and information so that communities in the Region are able to facilitate the better management of the natural environment;
 - 3.1.3 to promote environmental, social and economic sustainability of the Region amongst the regional community;
 - 3.1.4 to enhance management of the land, water, air and biodiversity resources in the Region;
 - 3.1.5 to act as an advocate for the regional community in management issues in respect of the natural environment;
 - 3.1.6 to develop, implement, monitor and evaluate a natural resource management strategy for the Region; and
 - 3.1.7 to promote, financially or otherwise, local and regional initiatives that facilitate sustainable natural resource management.
- 3.2 The Association is structured so as to qualify as “an Environmental Organisation” within the meaning of Item 6.1.1 of subsection 30-55(1) of the ITAA 97. Notwithstanding any other provisions of this Constitution, the Association shall not carry on any activity not permitted to be carried on by an “Environmental Organisation” within the meaning of Item 6.1.1 of subsection 30-55(1) of the ITAA 97.

4.0 DEPARTMENT OF ENVIRONMENT AND HERITAGE – COMPLIANCE

- 4.1 The Association must inform the Department of Environment and Heritage, or its successor, of any non-compliance with the Constitution within a reasonable time of becoming aware of any non-compliance.
- 4.2 If the Association proposes to change this Constitution, then it must inform the Department of Environment and Heritage, or its successor, as soon as possible.
- 4.3 The Association agrees to comply with any rules that the Federal Treasurer and the Minister for the Environment may make to ensure that gifts made to the Donation Fund are only used for the Objects.
- 4.4 Statistical information requested by the Department of Environment and Heritage, or its successor, and on donations to the Donation Fund will be provided within four (4) months of the end of the Financial Year. The Association must supply an audited financial statement for the Association and the Donation Fund with the annual statistical return. The statement will provide information on expenditure of Donation Fund monies and the management of Donation Fund assets.
- 4.5 If the Association changes either its name or the name of the Donation Fund it must inform the Department of Environment and Heritage, or its successor, as soon as possible.
- 4.6 If the Association proposes to change the Members of the Donation Fund Management Committee then it must submit a nomination form to the Department of Environment and Heritage, or its successor, as soon as possible for the Department's assessment of Responsible Person status of the proposed member.

5.0 INCOME AND PROPERTY OF THE ASSOCIATION

- 5.1 The property and income of the Association shall be used and applied solely in the promotion of the Objects of the Association and no part of that property or income may be paid, transferred or otherwise distributed, directly or indirectly by way of dividend, bonus or by way of profit to Members, directors or trustees of the Association.
- 5.2 Any allocation of funds or property of the Association or the Donation Fund to other persons or organisations will be made in accordance with the Objects and not be influenced by the preference of the donor.

6.0 POWERS OF THE ASSOCIATION

The Association shall have the following powers:

- 6.1 to acquire, hold, lease, deal with and dispose of any property both real and personal;
- 6.2 to apply for and receive grants, loans or other monies from public or private sources;
- 6.3 to open and operate bank accounts;
- 6.4 to invest money in any manner in which trust monies may be invested;
- 6.5 to make application for funds upon such terms and conditions as the Association thinks fit;
- 6.6 to give such security for the discharge of liabilities incurred by the Association as the Association sees fit;
- 6.7 to appoint, employ or remove staff in order for the Association to meet its Objects;
- 6.8 to enter into any other contract the Association considers necessary or desirable;
- 6.9 to establish, maintain and administer a public fund or funds for the purposes of protecting and enhancing the natural environment of the Region;
- 6.10 to buy, sell and deal in all kinds of promotional material, souvenirs and other goods;

- 6.11 to negotiate with any person, company or government body in order to secure sponsorship monies, or services in kind in order for the Association to pursue its Objects; and
- 6.12 to do all such other lawful things as are incidental or conducive to the Objects of the Association.

7.0 SOUTH COAST NRM REGION TAX DEDUCTIBLE DONATION FUND

- 7.1 The Association must establish and maintain a public fund to be called the South Coast NRM Region Tax Deductible Donation Fund (“Donation Fund”) for the specific purpose of supporting the environmental Objects/purposes of the Association as described in the Objects.
- 7.2 Subject to sub-clause 7.3, the Board of Management must establish the Donation Fund Management Committee and may appoint, remove or make provision for the appointment and removal of Members of the Donation Fund Management Committee.
- 7.3 The Donation Fund’s Management Committee shall be comprised as follows:
 - 7.3.1 one (1) Board of Management member; and
 - 7.3.2 four (4) other persons who are not Board of Management Members whom must be Responsible Persons.
- 7.4 The Association must maintain the Donation Fund:
 - 7.4.1 to which gifts of money or property for that purpose are to be made;
 - 7.4.2 to which any money received by the Association because of those gifts is to be credited; and
 - 7.4.3 that does not receive any other money or property.
- 7.5 The Association must invite Members of the public to make gifts of money or property to the Donation Fund for the Objects of the Association as described in the Objects.

- 7.6 The Association must use the following only for the Objects:
- 7.6.1 gifts made to the Donation Fund; and
 - 7.6.2 any money received because of those gifts.
- 7.7 The property and income of the Donation Fund shall be applied solely towards the Objects and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of the Objects.
- 7.8 The Donation Fund shall be operated on a not-for-profit basis.
- 7.9 The Association must maintain a separate bank account for the Donation Fund. Donation Fund Management Committee Members must be the only signatories to the Donation Fund's bank account.
- 7.10 Any money received by the Association because of gifts of money or property referred to in sub-clause 7.1 (including but not limited to money from interest on gifts, income derived from gifts, and money from the realisation of gifts) must be credited to the Donation Fund's bank account referred to in sub-clause 7.9.
- 7.11 The Donation Fund Management Committee must ensure that receipts are issued in the name of the Donation Fund for all monies received by the Donation Fund.
- 7.12 The release of monies from the Donation Fund and the management of, and sale of, Donation Fund assets must be authorised by the Donation Fund Management Committee.
- 7.13 At the first occurrence of the winding up of the Donation Fund or the Association ceasing to be endorsed as a deductible gift recipient under Item 6.1.1 of subsection 30-55(1) of the ITAA 97, any surplus assets of the Donation Fund must be transferred to another fund with similar objectives that is on the Register of Environmental Organisations, as the Donation Fund Management Committee decides.

8.0 CONTRIBUTIONS TO THE ASSOCIATION

- 8.1 Upon receipt by the Association of a contribution of money or property, the Board of Management, within a reasonable time, must determine whether that contribution is a:
- 8.1.1 subscription for membership;
 - 8.1.2 gift;
 - 8.1.3 grant; or
 - 8.1.4 sponsorship.
- 8.2 If the Board of Management determines that the contribution is a gift, then it must form part of the Donation Fund and must be dealt with in accordance with sub-clause 7.10.
- 8.3 If the Board of Management determines that the contribution is a subscription, a grant or sponsorship, then the money or property must be deposited in a general account and may be used by the Association in pursuit of the Objects.

9.0 MEMBERSHIP OF THE ASSOCIATION

- 9.1 Membership of the Association is open to all residents, landowners, interested persons, groups, agencies and organisations of the Region who have identified an interest in NRM and in promoting the Objects of the Association.
- 9.2 Procedure for Membership
- 9.2.1 Persons, groups, agencies and organisations wishing to become Members of the Association shall:
 - 9.2.1.1 submit the application for membership form as supplied by the Association and pay a subscription fee if such should be prescribed by the members at an Annual General Meeting; and
 - 9.2.1.2 be accepted as a Member by a majority vote of the Board of Management.
 - 9.2.2 The Board of Management may refer an application for membership to a General Meeting for determination. The decision of the General Meeting is final.

- 9.3 An up-to-date register of the Members of the Association, including the – Board of Management and any subcommittees formed, will be kept as referred to in sub-clause 20.2.3.1.
- 9.4 A Member may at any reasonable time inspect without charge the records and documents of the Association.
- 9.5 Members shall at an Annual General Meeting determine the amount of the subscription to be paid by each Member.
- 9.6 Cessation or Termination of Membership
- 9.6.1 A Member wishing to resign his or her membership shall do so by written notice to the Secretary.
- 9.6.2 Any person's membership of the Association may be terminated by the following events:
- 9.6.2.1 resignation;
- 9.6.2.2 death;
- 9.6.2.3 false or inaccurate statements made in the Member's application for membership of the Association;
- 9.6.2.4 breach of any rule, regulation or by-law of the Association;
or
- 9.6.2.5 committing any act detrimental to the Association.
- 9.6.3 The Board of Management shall have the power to suspend or expel any member of the Association for any of the events in sub-clause 9.6.2 above.
- 9.6.4 Any Member who is expelled, suspended or has his or her membership terminated shall have the right to appeal against suspension or expulsion by presenting his or her case at the next Board of Management Meeting. The decision of the Board of Management Meeting shall be final.
- 9.6.5 A Member shall be under a continuing subscription until he or she ceases to be a Member.

10.0 BOARD OF MANAGEMENT

- 10.1 Management of the Association shall be vested in the Board of Management, a governing committee of Directors.

11.0 DUTIES OF THE BOARD OF MANAGEMENT

- 11.1 The Board of Management undertakes to:

- 11.1.1 coordinate the business and implementation of the Objects of the Association;
- 11.1.2 adjudicate on all matters brought before it which in any way affect the Association;
- 11.1.3 meet the requirements of the Act;
- 11.1.4 keep minutes of Board of Management meetings;
- 11.1.5 appoint the CEO;
- 11.1.6 appoint an officer(s) of the Board of Management to have custody of the Association's records, documents and securities; and
- 11.1.7 make, amend and rescind rulings and by-laws of the Association subject to relevant Sections of the Act.

- 11.2 The Board of Management may, by resolution, delegate the exercise of any of the Board of Management's functions (other than this power of delegation).

- 11.3 The Board of Management may, by resolution, appoint committees comprising Directors, members or members and other persons to act in an advisory role to the Board of Management and to any committees of Directors.

- 11.4 The Board of Management must comprise the following office bearers ("Office Bearers"):

- 11.4.1 Chairman;
- 11.4.2 Deputy Chairman;
- 11.4.3 Secretary; and
- 11.4.4 Treasurer.

- 11.5 The Board of Management may from time to time resolve to appoint one or more groups of persons (“Advisory Panels”) on an ad hoc or standing basis to advise the CEO in an area or in relation to any issues determined by the Board of Management. The Board of Management are to endorse recommendations on which the CEO is to act.
- 11.6 The Board of Management may:
- 11.6.1 establish guidelines for the meetings and processes of the Advisory Panels;
 - 11.6.2 appoint persons to the Advisory Panels;
 - 11.6.3 terminate the appointment of persons to the Advisory Panels; or
 - 11.6.4 resolve to disband any Advisory Panel.
- 11.7 An Advisory Panel may make recommendations to the CEO, but no recommendation or decision of an Advisory Panel is binding.

12.0 NUMBER OF DIRECTORS

- 12.1 The number of elected Directors is to be seven (7) and includes the Chief Executive Officer.
- 12.2 To the extent that the Board of Management determines that the Board of Management is lacking sufficient expertise or experience relevant to project/s undertaken by the Association, the Board of Management may appoint up to a maximum of four (4) additional Directors who are referred to in these rules as “Supernumery Director.” In making an appointment of Supernumery Directors, the Board of Management must ensure that any proposed appointee has demonstrated an interest in and commitment to NRM. In making the appointment, the Board of Management must specify the period of appointment, in the absence of any such specification, a Supernumery Director shall hold office until the second Annual General Meeting following that Supernumery Director appointment. The Board of Management need not replace a Supernumery Director who retires or whose appointment is terminated pursuant to this provision.

13.0 DIRECTORS – GENERAL PROVISIONS

- 13.1 A Director must be a member of the Association.
- 13.2 A Director must be a natural person ordinarily residing in Australia.
- 13.3 The term of membership for a Director is three (3) years other than the Chief Executive Officer enduring appointment.
- 13.4 At the Annual General Meeting in 2009 and at each subsequent Annual General Meeting, one-third of the Directors (and for the purpose of this sub-clause 13.4 and sub-clause 13.5, the Chairman shall be regarded as a Director), or if the number is not a multiple of three (3), then the nearest whole number to one-third, shall retire as Directors. A retiring Director shall be eligible for re-appointment.
- 13.5 The Directors to retire at an Annual General Meeting (other than the 2009 Annual General Meeting) are those Directors who have been the longest in office. Directors appointed on the same day may agree among themselves or determine by lot which of them must retire.
- 13.6 The office of a Director becomes vacant if the Director:
- 13.6.1 becomes bankrupt or makes any arrangements or composition with his or her creditors generally;
 - 13.6.2 becomes prohibited from being a Director of a corporation by reason of any order made under the law;
 - 13.6.3 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - 13.6.4 resigns his or her office by notice in writing to the Association; or
 - 13.6.5 is directly or indirectly interested in any contract or proposed contract with the Association which interest has not been disclosed by the Director in accordance with the Act and sub-clause 16.2.
- 13.7 A Director automatically ceases to hold office if:
- 13.7.1 the Director is absent from three (3) consecutive meetings of the Board of Management; and
 - 13.7.2 the Directors have not, prior to the conclusion of the third meeting, resolved to grant a leave of absence to the absent Director.
- 13.8 The Association may by Ordinary Resolution, of which special notice pursuant to rule 25 has been given, remove any Director before the expiration of his or her period of office.

13.9 In the event of a vacancy in the office of a Director:

13.9.1 the Board of Management may appoint a person to fill the vacancy pro tempore pending a permanent appointment of a substitute Director by a simple majority vote at a meeting of the Board of Management; and

13.9.2 the person so appointed under sub-clause 13.9.1 holds office until an election is held by members for a new permanent Director or until the former Director would have been due to retire, whichever is the earlier.

14.0 ELECTION OF DIRECTORS – POSTAL VOTES

14.1 Election of Directors will be by postal vote.

14.2 Any authorised member who can vote, as contained in the Constitution, may vote in relation to the election of a Director of the Board of Management by a postal vote on the form approved by the Board of Management, provided with the notice of the relevant Annual General Meeting.

14.3 The postal vote, on the approved Postal Ballot Form must reach the Secretary, 5 pm WST on the day that is two (2) days prior to the Annual General Meeting.

14.4 The election of Directors of the Board of Management shall be by simple majority by secret ballot.

15.0 REMUNERATION OF DIRECTORS

15.1 The Directors are to be paid such remuneration as is from time to time determined by the Members of the Association at the Annual General Meeting by reference to fees paid to Directors of bodies similar to this Association.

15.2 The Directors' remuneration is deemed to accrue from day to day.

15.3 The Directors may also be paid all travelling and other expenses properly incurred by them in attending and returning from Board of Management meetings or any meetings of the Committee of the Board of Management or otherwise in connection with the approved business of the Association.

16.0 ROLE OF THE DIRECTOR

16.1 A Director must:

16.1.1 have an understanding of NRM in the Region;

16.1.2 provide leadership and guidance in NRM to the South Coast community;

16.1.3 facilitate communication between the community, the Association, the NRM Advisory Committee and the Board of Management;

16.1.4 participate in the Association's decision-making processes at meetings of the Association and the Board of Management; and

16.1.5 comply with the Board of Management's Code of Conduct.

16.2 A Director who has any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board of Management shall, as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to the Board of Management.

16.3 A Director who has disclosed an interest must not, without the approval of the Board of Management, be present during any deliberation about that matter or take part in any decision about that matter.

17.0 ELECTION OF CHAIRMAN

17.1 The Board of Management shall elect one of their number to act as the chairman of the Board and NRM Advisory Committee (the "Chairman").

17.2 The Chairman may be removed as Chairman by a resolution of the Board of Management. Such a person may remain a Director after the removal as Chairman.

18.0 ROLE OF THE CHAIRMAN

18.1 The Chairman or the Chairman's nominated delegate shall preside at all meetings of the Association.

18.2 In the event of absence of the Chairman, the Deputy Chairman shall take the chair. In the absence of both the Chairman and Deputy Chairman, a Member elected by the other Members present at the meeting shall preside.

- 18.3 The Chairman and Secretary shall prepare the agenda for all meetings of the Association.
- 18.4 The Chairman shall act as spokesperson for the Association. Other individuals may act as spokesperson only when authorised by the Chairman.
- 18.5 The Chairman shall encourage balanced participation in meetings and shall seek decisions by consensus where possible prior to a vote being required.

19.0 ROLE OF THE DEPUTY CHAIRMAN

- 19.1 The Deputy Chairman shall be nominated at the first meeting of the Board of Management after the Annual General Meeting and shall be elected by a simple majority vote of Directors.

20.0 ROLE OF THE SECRETARY

- 20.1 The Secretary shall be nominated at the first meeting of the Board of Management after the Annual General Meeting and shall be elected by a simple majority vote of Directors.
- 20.2 The Secretary shall:
- 20.2.1 coordinate the correspondence of the Association and Board of Management;
 - 20.2.2 keep full and correct minutes of the proceedings of the Association and Board of Management;
 - 20.2.3 comply on behalf of the Association with:
 - 20.2.3.1 section 27 of the Act in respect of register of members of the Association;
 - 20.2.3.2 section 28 of the Act in respect of the rules of the Association; and
 - 20.2.3.3 section 29 of the Act in respect of a register of office holders and any trustees of the Association;
 - 20.2.4 have custody the Common Seal and all books, documents, records and registers of the Association; and
 - 20.2.5 perform such other duties as are imposed by this Constitution on the Secretary.

20.3 The Board of Management can delegate specific functions of the Secretary to person(s) employed, hired, engaged or contracted by the Board of Management.

21.0 ROLE OF THE TREASURER

21.1 The Treasurer shall be nominated at the first meeting of the Board of Management after the Annual General Meeting and shall be elected by a simple majority vote of Directors.

21.2 The Treasurer shall:

21.2.1 be responsible for the receipt of all moneys paid to or received by, the Association and shall issue receipts for those moneys in the name of the Association;

21.2.2 be responsible for the payment all moneys referred to in sub-clause 21.2.1 into such general account, Donation Fund or other accounts as the Association directs;

21.2.3 be responsible for keeping the accounting records for all receipts and payments on account of the Donation Fund separate from the general accounting records of the Association;

21.2.4 if a receipt issued in accordance with sub-clause 21.2.3 relates to a gift to the Donation Fund, ensure the receipt states:

21.2.4.1 the name of the Donation Fund; and

21.2.4.2 the fact that the receipt is for a gift;

21.2.5 ensure that the accounting records are kept in such a way which enables the Association to meet its reporting obligations under sub-clause 4.4;

21.2.6 make payments from funds of the Association other than funds from the Donation Fund with the authority of the Board of Management and in doing so ensure all payments are authorised by any two (2) of the five (5) signatories as determined by the Board of Management;

21.2.7 keep such accounting records that explain the financial transactions and financial position of the Association and will enable the true and fair accounts of the Association to be conveniently and properly audited;

21.2.8 have custody of all securities, books and documents of a financial nature and accounting records of the Association;

- 21.2.9 comply on behalf of the Association with relevant sections of the Act in respect of the account records of the Association;
 - 21.2.10 submit to the Members at the Annual General Meeting audited financial statements;
 - 21.2.11 whenever directed to do so by the Chairman, submit to the Board of Management a report, balance sheet or financial statement in accordance with that direction; and
 - 21.2.12 perform such other duties as are imposed by this Constitution on the Treasurer.
- 21.3 The Board of Management can delegate specific functions of the Treasurer to person(s) employed, hired, engaged or contracted by the Board of Management.

22.0 NRM ADVISORY COMMITTEE

- 22.1 The Board of Management must ensure that there is at all times an NRM Advisory Committee. The NRM Advisory Committee is a representative body whose primary objective is to provide guidance to the Board of Management on NRM issues across the Region.

23.0 BOARD OF MANAGEMENT MEETINGS

- 23.1 Board of Management meetings will be held monthly.
- 23.2 A quorum of a meeting of the Board of Management is a majority of the Directors as appointed from time to time.
- 23.3 The Chairman is to have voting rights at Board of Management meetings, including a casting vote.
- 23.4 Decisions by consensus will be sought wherever possible. Where consensus cannot be achieved, a vote of those present will be called.

24.0 ANNUAL GENERAL MEETINGS

- 24.1 The Annual General Meeting of the Association must be held within four (4) months of the end of the Financial Year.
- 24.2 The Secretary shall give at least fourteen (14) days notice of the date of the Annual General Meeting to Association Members.
- 24.3 The Annual General Meeting is open to any interested member of the community.
- 24.4 The quorum at the Annual General Meeting will be the lesser of 20% or 20 individual registered Association Members.
- 24.5 The business of the Annual General Meeting shall include:
 - 24.5.1 presentation of the Chairman's Annual Report;
 - 24.5.2 presentation of Treasurer's Report and audited financial statement from the previous year;
 - 24.5.3 election of Directors as per sub-clause 13.4; and
 - 24.5.4 appointment of an Auditor.
- 24.6 The Chairman has voting rights at the Annual General Meeting, including a casting vote.
- 24.7 All registered Members present have the right to a determining vote in any decision taken.

25.0 SPECIAL GENERAL MEETINGS OF THE ASSOCIATION

- 25.1 The Chairman, Secretary or Board of Management may convene a Special General Meeting at any time.
- 25.2 The Secretary shall, within 30 days of receiving a request in writing to do so from the lesser of 20% or 20 individual members, convene a Special General Meeting for the purpose specified in that request.
- 25.3 The Members making the request referred to in clause 25.2 shall state in that request the purpose for which the Special General Meeting concerned is required and sign that request.
- 25.4 The Secretary shall give at least fourteen (14) days notice of the date of the Special General Meeting to Association Members.
- 25.5 Quorum at a Special General Meeting will be the lesser of 20% or 20 individual registered Association Members.

- 25.6 The purpose of the Special General Meeting must be specified.
- 25.7 Decisions by consensus will be sought wherever possible. Where consensus cannot be achieved, a vote of those present will be called.
- 25.8 The Chairman is to have voting rights at Special Meetings of the Association, including a casting vote.
- 25.9 All registered Members present shall have the right to a determining vote in any decision taken.

26.0 AUDITOR

- 26.1 The Auditor shall examine and audit all the books and accounts of the Association at least once annually and have the power to call for all books, paper, accounts and receipts of the Association and shall report thereon to the Annual General Meeting.

27.0 COMMON SEAL

- 27.1 The Association must have a common seal on which its corporate name appears in legible characters.
- 27.2 The common seal of the Association shall be kept in the care of the Secretary.
- 27.3 The common seal shall not be used or affixed to any deed or other document except:
 - 27.3.1 pursuant to a resolution of the Board of Management; and
 - 27.3.2 in the presence of two (2) Office Bearers of the Association appointed by the Board of Management to affix the common seal of the Association, both of whom shall subscribe their names as witnesses.

28.0 ALTERATIONS TO THE CONSTITUTION

- 28.1 No alteration, repeal or addition shall be made to the Constitution except at an Annual General Meeting, or at a Special General Meeting of the Members called for that purpose and notice of all motions to alter, repeal or add to the constitution shall be given to Members fourteen (14) days prior to such meeting.
- 28.2 Such motions or any part thereof shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to vote at the Annual General Meeting or Special General Meeting, as the case may be.
- 28.3 Within one (1) month of the passing of a Special Resolution, the Secretary shall notify the Department of Consumer and Employment Protection, or its successor of the amendment.

29.0 DISSOLUTION

- 29.1 The dissolution of the Association may be decided by an order of a competent Court of Law, or by resolution passed by 75% of voting Members attending a meeting convened for that purpose. Quorum for such a meeting is 75% of the membership of the Board of Management.
- 29.2 In the event of the organisation being dissolved, the amount that remains after such dissolution and satisfaction of all debts and liabilities shall be transferred to another organisation incorporated under the Act with similar purposes which is not carried on for the profit or gain of its individual Members.