

CONSTITUTION OF TREES IN NEWCASTLE (TIN) Incorporated



252 Parry Street
Newcastle West 2303
Phone: 4969 1500
Fax: 4927 6821
www.treesinnewcastle.org.au

CONSTITUTION OF TREES IN NEWCASTLE (TIN) Incorporated
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The name of the association is Trees In Newcastle Incorporated.

Trees In Newcastle (TIN) Inc. is an environmental not for profit community-based organisation.

SECTION 1.0 OBJECTIVES

1.1 The objectives for which the Association are established are:

- a) the planting, regeneration, conservation, maintenance and protection of trees and other plants (native) in Newcastle and its environs.
- b) to encourage Governments, businesses, community groups and individuals towards objective (a).
- c) to raise awareness within the community of the importance of objective (a).
- d) to operate by the principles of cooperation and consideration for all others and the environment and;
- e) to remain an independent Association having a non-political focus, with no alliance or allegiance to any particular party or faction.

SECTION 2.0 MEMBERSHIP

2.1 Membership

- a) Classes of membership

There shall be the following classes of membership

- i) Ordinary – persons;
- ii) Corporate - incorporated bodies whose objectives are not inconsistent with those of the Association.

- b) Voting

- i) All ordinary members may vote provided their membership is current at the time of voting.
- ii) Corporation members may authorise a delegate for the purpose of voting at Annual General Meetings, Special General Meetings and General Meetings.

- c) Non Transferability of Membership

Any right, privilege or obligation obtained through membership of the Association cannot be transferred. These rights, privileges and obligations cease when membership terminates.

- d) Annual Membership Fees

All members of the Association shall pay an annual membership fee, with the exception of members indicated in section 2.1 (e). The amount of this fee, and when it is due, shall be determined by the Committee. The Committee may

terminate the membership of members who have not paid their annual fees within a three month period from when they are due.

e) Special Circumstance

The committee can permit a donation equivalent to an annual membership fee in special circumstances.

f) Members Liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to any unpaid membership fee.

2.2 Application for Membership

- a) Applicants shall lodge a completed membership form and supply the appropriate membership fee with the secretary or staff member. The form will require the applicant to agree to support the aims, objectives and interests of the Association.

2.3 Resigning From the Association

- a) A member intending to resign from the Association shall notify the Secretary or staff in writing.
- b) Membership shall be terminated immediately upon receipt of the notice of resignation by the Secretary or staff member.
- c) Resignation shall not release the member from any liability for unpaid membership fees or other outstanding debts to the Association.
- d) The Secretary or staff member shall record the date of resignation in the "Register of Members".

2.4 Expulsion from the Association

a)Expulsion

The Committee may, by resolution, expel a member on the basis of its own assessment if:

- i) the member has persistently refused or neglected to comply with these rules;
- ii) the member has persistently or wilfully acted in a manner that is damaging to the interests of the Association or to its standing in the community.

b) Notice of Resolution to Expel

Before resolving to expel a member, the Committee shall give notice to the member:

- i) of the proposed resolution and the grounds on which it is based;

- ii) that the member has the right to address the Committee at its next meeting and / or submit to the Committee at or prior to the meeting, a written reply related to the resolution;
 - iii) the date place and time of the meeting at which the proposed resolution shall be considered.
- c) Resolution to Expel

The member shall have the opportunity to be heard at a Committee meeting held to consider a resolution to expel that member.

Where the Committee resolves to expel a member, the member shall be notified of the fact, and their right of appeal, within seven (7) days. Unless the member exercises their right of appeal, the expulsion shall be final.

- d) Appeals Against Expulsion

A member may, within seven (7) days after being served the notice of expulsion, inform the Secretary in writing of an intention to appeal against the Committee's decision. The Secretary shall then notify the Committee and call a General Meeting to be held within one month of the notice of appeal.

At the meeting the member and the Committee have the opportunity to state their respective cases, after which the members present shall vote by secret ballot on the question of whether the expulsion should be confirmed or revoked.

SECTION 3.0 THE COMMITTEE

3.1 Powers of the Committee

- a) The affairs of the Association shall be controlled and managed by a Committee which shall adhere to any resolution passed by the Association at a General Meeting and be known as "The Committee".
- b) The Committee shall have the power to do anything that it considers necessary or desirable for the proper management of the Association, except those functions reserved for General Meetings.

3.2 Composition of the Committee

- a) The Committee shall consist of up to nine (9) ordinary members elected at the Annual General Meeting (AGM), or by appointment by the Committee subsequent to the AGM.
- b) Members of the Committee shall elect from their membership four (4) office-bearers to hold the positions of:
 - Chairperson;
 - Vice Chairperson;
 - Treasurer; and
 - Secretary.
- c) Up to two (2) staff members may be represented on the Committee to represent staff issues. These members will have no voting rights in regard to

items of pecuniary interest (i.e. wages, staffing, etc.) as indicated in Section 3.11 (a) and are ineligible to hold positions of office-bearers.

- d) The Manager should not be on the committee due to associated role conflict.
- e) Any staff member who is a committee member must stand down temporarily from the committee where they are performing in a staff role.
- f) No Committee member may hold more than one office concurrently.

3.3 Election to the Committee

- a) There shall be Committee elections conducted each year at the AGM and members of the Committee shall hold office until the next AGM.
- b) Committee members may stand for re-election.
- c) Any ordinary member of the Association is eligible to stand for election for the Committee provided their membership fees are up to date at the time of their nomination.

3.4 Elections

- a) The Committee shall determine the procedure for the election and shall appoint a Returning Officer who shall have responsibility for conducting the election of the Committee at the following AGM.
- b) The Returning Officer shall not be a candidate for election.
- c) The Returning Officer shall prepare and circulate, with the notification of the AGM, calls for nominations to stand for election to the Committee.
- d) An ordinary member may nominate, or be nominated to become, a member of the Committee by returning a completed nomination form to the Returning Officer at least 7 days prior to the date of the AGM.
- e) The completed nomination form shall contain:
 - i) The name & signature of the nominee;
 - ii) The names & signatures of a nominator and a seconder (both of which must be fee paying members); and
 - iii) A statement of no more than 150 words, in support of the nomination (optional).
- f) The Returning officer will check the validity of the memberships of all nominees.

3.5 Voting in Committee Elections

- a) Voting may be in person at the AGM, by optional postal vote, or by proxy granted to another member.
- b) Optional Postal Voting

An expression of interest in postal voting is made available in the notification of

the AGM and administered by the Returning Officer.

c) Proxy Voting

Proxy voting shall be allowed in Committee elections subject to these rules pertaining to the granting of proxies.

d) Process

- i) Where the number of nominations exceeds the number of vacancies the returning officer will conduct an election at the AGM.
- ii) Where the number of nominations does not exceed the number of vacancies, nominees shall be declared to be elected without voting and further nominations are to be received at the AGM.
- iii) If the number of further nominations received at the AGM exceeds the number of remaining vacancies, the returning officer will conduct an election of the further nominations to fill the remaining vacancies.
- iv) If the number of further nominations is equal to or less than the number of remaining vacancies, the further nominations are taken to be elected.
- v) Any remaining vacancies are taken to be casual vacancies.

3.6 Appointment to Fill Vacancies on Committee

- a) The Committee may appoint eligible members to the Committee where:
 - i) the number of Committee members elected at the AGM is less than nine (9);
 - ii) vacancies arise in the Committee which reduce the number of Committee member to less than nine (9).
- b) The Committee shall not be obliged to appoint additional members to the Committee if the Committee, in its own assessment, can continue to carry out its functions effectively.
- c) The Committee shall not appoint any additional members to the Committee who will cause the number of the Committee members to exceed ten (10).
- d) The Committee shall ensure that there are always a minimum of four members and that all the positions of Office-bearers are filled.

3.7 The Office-Bearers

a) The Chairperson

The Chairperson shall normally:

- i) chair meetings of the Committee;
- ii) represent the Association at this capacity as required.

b) The Vice Chairperson

The Vice Chairperson shall deputise for the Chairperson in the normal functions of the office.

c) The Secretary

The Secretary shall be responsible for:

- i) the recording of all appointments to the Committee;
- ii) the maintaining the Register of Members if a staff member is not available to undertake the task;
- iii) the recording of attendance and minutes at Committee and General Meetings.

d) The Treasurer

The Treasurer shall be responsible for:

- i) Reviewing the financial records in consultation with the Association Accountant (if appointed) and relevant staff members for presentation to the Committee at meetings. Where no Association Accountant or staff members are present the Treasurer is responsible for keeping clear and accurate records showing the financial receipts and expenditures;
- ii) Providing input into the annual budget and a report in liaison with staff, Committee members and Association Accountant (if appointed) for presentation at the AGM.

3.8 Public Officer

- a) The Committee shall ensure that an eligible person is appointed as Public Officer in accordance with the relevant legislation.
- b) The first Public Officer shall be the person who completed the application for incorporation of the Association.
- c) The Committee may at any time remove the Public Officer and appoint a new Public Officer.
- d) The Public Officer shall be deemed to have vacated their position in the following circumstances:
 - i) Death;
 - ii) Resignation;
 - iii) Removal by the Committee at a General Meeting;
 - iv) Bankruptcy or insolvency;
 - v) Mental illness; or
 - vi) Residency outside of NSW.
- e) The Public Officer shall be acquainted with the requirement of the office of Public Officer, as set out in the relevant Act and will ensure that all these requirements are met.
- f) The Public Officer may be an office-bearer, Committee member, or any person regarded as suitable for the position by the Committee.

3.9 Committee Meetings

a) Minimum Number of Meetings

The Committee shall meet at least three times between each AGM.

b) Calling of Meetings

Any member of the Committee may call a Committee meeting by notifying the Secretary who shall then give all members at least forty eight (48) hours notice of the meeting, unless agreed by all members of the Committee. This notice should state the business to be dealt with at the meeting. The notice shall not restrict the introduction of other business into the meeting.

c) Quorum at Committee Meetings

- i) A quorum is necessary to transact any business at a meeting;
- ii) The quorum for Committee meetings shall be one half of the number of the current membership of the Committee, (rounded up to a whole number) including at least two (2) office-bearers.

d) Conduct of Committee Business

- i) If the Chairperson is not present or relinquishes the chair, the Vice Chairperson will chair the meeting;
- ii) If both the Chairperson and the Vice Chairperson are not present, or if both relinquish the chair, the Committee shall elect an alternative chairperson;
- iii) A majority of votes will determine any issues arising at the Committee meeting;
- iv) Each Committee member present is entitled to one vote on any issue;
- v) In the case of tied votes, the person presiding over the meeting may exercise a casting vote.

3.10 Procedural Rules

a) The Committee may establish procedural or other rules to facilitate meetings (or for other purposes, as it sees fit), provided that such rules do not contravene any provision of this Constitution.

b) Rules established by the Committee may be amended by the Committee.

3.11 Pecuniary Interests

a) Any Committee member having a pecuniary interest in a matter under consideration shall declare that interest and abstain from voting on the matter.

3.12 Vacancies

a) A temporary vacancy occurs on the Committee if a member:-

- i) dies;

- ii) ceases to be a member of the Association;
 - iii) gives notice of resignation, in writing, to the Secretary;
 - iv) becomes of unsound mind; or
- b) If a Committee member vacates their Committee position before their term expires the Committee may appoint another member to fill the vacancy who will hold office until the next AGM.
 - c) The Association may remove a member of the Committee from office by resolution at a Special General Meeting and may appoint another member of the Association at the General Meeting to hold office until the next AGM.

3.13 Sub-Committees

- a) The Committee may appoint Sub-Committees to manage specific tasks or matters. The Committee will determine the nature of the delegation and the composition of the Sub-Committees.
- b) The quorum of any Sub-Committee falling within the description of Section 3.13 (b) shall be at least half the membership of that Sub-Committee and one member of the TIN Committee.
- c) The composition of the Sub-Committees is the sole prerogative of the Committee. Sub-Committees shall not vary their membership without the approval of the Committee.
- d) Persons not being members of the Association, but having relevant expertise, may be appointed by the Committee to sit on the Sub-Committees.

3.14 General Meeting

3.14.1 The Annual General Meeting (AGM)

- a) AGMs shall be held each calendar year within six (6) months of the end of the financial year.
- b) Subject to the relevant provisions of this Constitution the Committee shall convene each AGM at a time and place which it deems suitable.
- c) The Committee shall give members at least 21 days notice of an AGM.
- d) The notice of the AGM shall state:
 - i) the time and place of the meeting; and
 - ii) specify the business to be conducted.
- e) The normal business of the AGM shall be to:
 - i) confirm the minutes of the previous AGM and any Special General Meeting held during the year;
 - ii) receive reports on the activities of the Association over the previous year;

- iii) elect new Committee;
- iv) receive and consider the financial statement;
- v) consider any other business raised at the AGM.

3.14.2 Special General Meetings (SGM)

- a) The Committee may call a SGM by giving at least 7 days notice to members of the time, place and purpose of the meeting.
- b) Members may call a SGM by writing to the Secretary (or other office-bearing member) and requesting the SGM be organised. Such member requests shall:
 - i) be made by at least 10% of the total membership and by at least 5 ordinary members;
 - ii) state the purpose(s) of the meeting;
 - iii) be signed by the members making the request.
- c) The Secretary (or other office-bearing member) must convene a SGM within one month of receiving a request for such a meeting in accordance with the provisions of this Constitution.
- d) If the Secretary (or other office-bearing member) fails to convene a SGM in accordance with the provisions of this Constitution the members may organise it and claim reimbursement of any reasonable costs incurred in organising the meeting.

3.14.3 Procedures and Requirements for AGMs & SGMs

- a) Quorum:
 - i) a quorum of at least five (5) members able to vote is required at any General Meeting before any business can be transacted;
 - ii) if a quorum is not obtained at the time the Committee may convene a General Meeting at the earliest convenient time but not earlier than seven (7) days from the original meeting;
 - iii) if there is no quorum at the alternative General Meeting within 30 minutes of the specified time then three (3) members will constitute a quorum.
- b) The Chairperson will chair the General Meeting. If the Chairperson fails to attend the meeting the Vice Chairperson shall act in his/her capacity.
- c) Decisions at General Meetings
 - i) all issues requiring a vote are decided by majority vote. Voting is by a showing of hands unless these rules or the meeting determines otherwise. If the number of votes on any issue is equal the chairperson has the casting or second vote;
 - ii) a record of each resolution and the result are to be kept in the minutes of the meeting.
- d) Voting at General Meetings

Each member shall have one vote on each issue.

e) Granting of Proxies

- i) a member may grant a proxy to another member to vote on any item of business at any General Meeting (including an AGM). A member voting in this way shall lodge a proxy form and complete a statutory declaration verifying their identity and right to vote;
- ii) no member may hold more than five (5) proxy votes.
- iii) members holding proxies shall inform the Chairperson at the meeting of their intention to exercise the proxies prior to any voting.

f) Adjournment of Meeting

Provided a quorum is present the Chairperson may adjourn the meeting with the consent of the majority of members present to a time and place to be set by the General Meeting or the Committee.

SECTION 4.0 ALTERATION OF CONSTITUTION

4.1 Alteration of Constitution

This Constitution shall only be altered by "Special Resolutions" which are passed at either AGMs or SGMs.

4.2 Special Resolution

A resolution becomes a Special Resolution when it is passed by three-quarters of the ordinary members voting on the resolution by proxy or in person.

4.3 Alternative ways of passing Special Resolutions

The Corporate Affairs Commission may be requested to specify other ways of passing a Special Resolution whereupon such other ways shall be acceptable for the purpose of this section.

SECTION 5.0 OTHER MATTERS

5.1 Insurance

The Association shall take out liability insurance in accordance with relevant legislation and any other insurance it considers necessary.

5.2 Sources of Associations Funds

- a) The Association is to be, and remain, an environmental not for profit community based organisation.
- b) Funds received by the Association may come from any legal source as the Committee determines.
- c) All money received shall be deposited as soon as possible and without any deductions into the Association's bank account(s).
- d) The Association shall issue a receipt as soon as is practicable for any money it receives.

5.3 Establishment of a Reserve Fund

- a) The Association may establish a Reserve Fund, which shall be a separate account, in which it will hold reserve monies.
- b) A majority vote of members at a General Meeting shall be required to authorise withdrawals from this account where the funds are to be used for purposes other than staff entitlements (i.e. superannuation, annual leave, wages.) or for taxation purposes.

5.4 Establishment of a Public Fund

- a) The Committee may also establish a Public Fund: “the Trees In Newcastle Public Fund”; to enable the Association to be a Registered Environmental Organisation and receive tax deductible donations.
- b) The Public Fund shall operate within the following rules:
 - i) Members of the public are invited to make gifts of money or property to the fund.
 - ii) Donations to the fund are to be used in accordance with the Fund's objectives.
 - iii) The funds specific purpose is to support the environmental objectives of Trees In Newcastle. The fund is to be 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.
 - iv) 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 the organisation. 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.
 - v) Money derived from property given to the Association shall be considered to be part of the Fund.
 - vi) Any allocation of funds or property to other persons or organisations will be made in accordance with the established purpose of the organisation, and will not be influenced by the preference of the donor. The Fund shall not receive any monies or property that are not given freely to be used in accordance with the aims of the Fund.
 - vii) A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the organisation. A majority of the members of this committee are required to be 'Responsible Persons' as designed by the Guidelines to the Register of Environmental Organisations. The fund must comply with subdivision 30-E of the Income Tax Assessment Act 1997. Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the financial year. An audited financial statement for the organisation 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.
 - viii) The fund will be operated on a not-for-profit basis. In the event of winding up of the Fund the monies and properties shall be transferred, without reservation as to their use, to an environmental body whose objectives are not inconsistent with those of the Association that is also on the Register of Environmental Organisations.

- ix) The fund shall not be used as a mere conduit for the donation of money or property, directly or indirectly by way of dividend, bonus or by way of profit to members or other organisations or persons.
- x) The organisation must inform the Department responsible for the environment as soon as possible if:
 - (i) it changes its name or the name of its Public Fund;
 - (ii) there is any change to the membership of the Public Fund's management committee; or
 - (iii) there has been any departure from the model rules for Public Funds, located in the Guidelines to the Register of Environmental Organisations.
- xi) The organisation 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.

5.5 Serving Notice on a Member

- a) Notice may be served by the Association on any member by either delivering it personally or by posting it to the address last supplied to the Association by the member.

5.6 Dissolution

- a) In the event of the organisation being dissolved the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried out for profit or gain of its individual members.

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