



South East Region Conservation Alliance Inc

www.serca.org.au

contact@serca.org.au

PO Box 724 Narooma NSW 2546 AUSTRALIA

Rules of the South East Region Conservation Alliance Incorporated

Under the Associations Incorporation Act, 1984

Objectives of the Association

The South East Region Conservation Alliance (Association) is an alliance of community conservation groups located broadly in the southeast of NSW and within the ACT.

The objective of the Association is to work together to maintain and restore natural ecosystems, regardless of tenure, through the conservation of nature, the protection of the environment and the attainment of an ecologically sustainable society, which aims and objects shall be pursued by the Association primarily within the southeast Region of the State of New South Wales, and within the Australian Capital Territory, but also within Australia and globally, and, more particularly, but without limiting the generality of the foregoing, the Association has the following functions:

1. Act as a unifying body of member organisations
2. Support member organisations to achieve their conservation objectives if and when appropriate
3. Educate and engage the community and decision-makers through conservation campaigns
4. Undertake and promote research into ecological and environmental matters
5. Provide a means of liaison with other bodies dealing with conservation, including national and international bodies
6. Develop policies aimed at achieving the above objectives
7. Speak on matters of agreed policy and press for adoption of, or action on, agreed policy by the appropriate authorities
8. Do any such thing as is determined from time to time by either General Meetings of the Committee to be in the interests of conservation without thereby committing member organisations to support such activities

Contents

OBJECTIVES OF THE ASSOCIATION	1
CONTENTS	2
PART 1—PRELIMINARY	4
1. DEFINITIONS	4
PART 2—MEMBERSHIP	4
2. MEMBERSHIP QUALIFICATIONS	4
3. NOMINATION FOR MEMBERSHIP	5
4. CESSATION OF MEMBERSHIP	5
5. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE	5
6. RESIGNATION OF MEMBERSHIP	6
7. REGISTER OF MEMBER ORGANISATIONS.....	6
8. FEES AND SUBSCRIPTIONS	6
9. MEMBERS' LIABILITIES.....	6
10. RESOLUTION OF INTERNAL DISPUTES.....	6
11. DISCIPLINING OF MEMBER ORGANISATIONS	7
12. RIGHT OF APPEAL OF DISCIPLINED MEMBER ORGANISATIONS.....	7
13. NOMINATED REPRESENTATIVES AND VOTING RIGHTS	8
PART 3—THE COMMITTEE	9
14. POWERS OF THE COMMITTEE	9
15. CONSTITUTION AND MEMBERSHIP.....	9
16. ELECTION OF MEMBERS.....	10
17. CONVENOR	10
18. SECRETARY.....	10
19. TREASURER	11
20. CASUAL VACANCIES	11
21. REMOVAL OF MEMBER.....	11
22. MEETINGS AND QUORUM	11
23. DELEGATION BY COMMITTEE TO SUB-COMMITTEE.....	12
24. VOTING AND DECISIONS	13
PART 4—GENERAL MEETING	13
25. ANNUAL GENERAL MEETINGS—HOLDING OF.....	13
26. ANNUAL GENERAL MEETINGS—CALLING OF AND BUSINESS.....	13
27. GENERAL MEETINGS—CALLING OF	14
28. SPECIAL GENERAL MEETINGS—CALLING OF	14
29. NOTICE	14
30. PROCEDURE	15
31. PRESIDING MEMBER	15
32. ADJOURNMENT	15
33. MAKING OF DECISIONS.....	15
34. SPECIAL RESOLUTION	16
35. VOTING	16
36. APPOINTMENT OF PROXIES	16
PART 5—MISCELLANEOUS.....	16
37. INSURANCE	16
38. FUNDS - SOURCE	16
39. FUNDS—MANAGEMENT.....	17
40. ALTERATION OF OBJECTS AND RULES.....	17
41. COMMON SEAL.....	17
42. CUSTODY OF BOOKS.....	17

43. INSPECTION OF BOOKS	17
44. SERVICE OF NOTICES	17
APPENDIX 1: APPLICATION TO BECOME A MEMBER GROUP OF THE SOUTH EAST REGION CONSERVATION ALLIANCE INC.....	18
APPENDIX 2: APPLICATION TO RENEW GROUP MEMBERSHIP OF SOUTH EAST REGION CONSERVATION ALLIANCE INC. FOR THE FINANCIAL YEAR 2017-2018.....	19
APPENDIX 3: APPOINTMENT OF PROXY FORM FOR SOUTH EAST REGION CONSERVATION ALLIANCE INC.....	20

Part 1—Preliminary

1. Definitions

(1) In these rules:

Commissioner means the commissioner of the office of Fair Trading

Committee means the Management committee of the Association

Member organisation means a member organisation approved by the Committee of the Association

Ordinary member means a member of the committee who is not an office-bearer of the Association, as referred to in Rule 15

Nominated representative means a person nominated by a member organisation to represent that organisation at Association meetings and to exercise a vote which the organisation is entitled to under of these Rules

Secretary means:

- (a) the person holding office under these rules as secretary of the Association, or
- (b) if no such person holds that office - the public officer of the Association

Special general meeting means a general meeting of the Association other than an annual general meeting

The Act means the *Associations Incorporation Act 1984*

The Regulation means the *Associations Incorporation Regulation 1999*

The Association means the Alliance and is subject to the Act and Regulations of these Rules.

(2) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

Part 2—Membership

2. Membership qualifications

An organisation is qualified to be a member of the Association if, but only if:

- (1) The organisation has not ceased to be a member organisation of the Association at any time after incorporation of the Association under the Act, or the organisation which has been nominated for membership of the Association as provided by rule 3, and
- (2) Which has been approved for membership of the Association by the committee of the Association
- (3) An organisation will only be eligible to be a member organisation if:
 - (a) The organisation's primary activities include aspects of conservation or environmental protection as stipulated in the objectives of this Association.

(b) The organisation has at least 5 members or is a federation of organisations the constituent membership of which has a total membership of at least 30 individual persons.

(c) If the total membership of any organisation currently admitted as a member organisation falls below 5 persons, or a constituent membership of 30 individuals if a federation of organisations, for a period of 12 successive months, such an organisation or federation of organisations shall be permitted to remain a member organisation for that period but no longer.

(d) An organisation which consists in whole or part of federated organisations shall not count within its constituent membership of the purposes of paragraph (b) the individual members of any federated organisations which have separate membership of the association in their own right.

3. Nomination for membership

- (1) A nomination of an organisation for membership of the Association:
 - (a) must be made by a member organisation of the Association in writing in the form set out in Appendix 1 to these rules, including being nominated and seconded by separate financial member organisations of the Association, and
 - (b) must be lodged with the secretary of the Association.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the committee makes that determination, the secretary
 - (a) notify the nominee organisation, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member organisation as entrance fee and annual subscription.
- (4) The secretary must, on payment by the nominee organisation of the amounts referred to in clause (3) (b) within the period referred to in that provision, enter the nominee's name in the register of member organisations and, on the name being so entered, the nominee organisation becomes a member of the Association.

4. Cessation of membership

An organisation ceases to be a member of the Association if the organisation:

- (a) is disbanded, or
- (b) resigns membership, or
- (c) becomes unfinancial for more than 12 months,
- (d) is expelled from the Association.

5. Membership entitlements not transferable

A right, privilege or obligation which an organisation has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another organisation, and
- (b) terminates on cessation of the organisation's membership.

6. Resignation of membership

- (1) A member organisation of the Association is not entitled to resign that membership except in accordance with this rule.
- (2) A member organisation of the Association who has paid all amounts payable by the member organisation to the Association in respect of the member organisation's membership may resign from membership of the Association by first giving to the secretary written notice of at least 1 month (or such period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member organisation ceases to be a member.
- (3) If a member organisation of the Association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register or member organisations recording the date on which the member organisation ceased to be a member.

7. Register of member organisations

- (1) The public officer of the Association must establish and maintain a register of members of the Association specifying the name and address of each organisation which is a member of the Association together with the date on which the organisation became a member.
- (2) The register of members must be kept at the principle place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (3) A member of the Association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

8. Fees and subscriptions

- (1) A member organisation of the Association must, on admission to membership, pay to the Association a fee of \$1 or, if some other amount is determined by the committee and endorsed by a General Meeting, that other amount.
- (2) In addition to any amount payable by the member organisation under clause (1), a member organisation of the Association must pay to the Association an annual membership fee of \$2 or, if some other amount is determined by the committee and endorsed by a General Meeting, that other amount:
 - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
 - (b) if the member organisation becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.

9. Members' liabilities

The liability of a member organisation 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 the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule B.

10. Resolution of internal disputes

- (1) Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community

justice centre for mediation in accordance with the Community Justice Centres Act 1983.

- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

11. Disciplining of member organisations

- (1) A complaint may be made to the committee by any person that a member organisation of the Association:
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- (2) On receiving such a complaint, the committee:
- (a) must cause notice of the complaint to be served on the member organisation concerned, and
 - (b) must give the member organisation at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member organisation in connection with the complaint.
- (3) The committee may, by resolution, expel the member organisation from the Association or suspend the member organisation from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels or suspends a member organisation, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member organisation's right of appeal under Rule 12.
- (5) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member organisation is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member organisation exercises the right of appeal, unless and until the Association confirms the resolution under Rule 12(5), whichever is the latter.

12. Right of appeal of disciplined member organisations

- (1) A member organisation may appeal to the Association in general meeting against a resolution of the committee under Rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member organisation intends to rely for the purposes of the appeal.

- (3) On receipt of a notice from a member organisation under clause (1), the secretary must notify the committee which is to convene a General Meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a General Meeting of the Association convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member organisation must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the General Meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

13. Nominated representatives and voting rights

- (1) A member organisation is entitled to nominate one or more representatives to vote on its behalf for the purposes of election of office bearers or ordinary committee members of the Association as described in Rules 15 and 16 or to take part in a poll at general meetings as described in Rules 33 and 35.
- (2) Member organisations for this purpose will be classified as follows:
 - (a) a member organisation having a constituent membership of 20 or fewer members, entitled to two nominated representatives;
 - (b) a member organisation having a constituent membership of between 21 and 40, entitled to three nominated representatives;
 - (c) a member organisation having a constituent membership of more than 40 members entitled to four representatives.
- (3) If a member organisation gains or loses members in such numbers that it changes category as set out in subsection (2), then the member organisation may continue to be represented by its previous number of nominated representatives for a maximum of 12 months from the date on which it changes category. At the end of that time the member organisation will be entitled to only the number of nominated representatives appropriate to its current category.
- (4) On each anniversary of becoming a member organisation the organisation must notify the secretary of the Association, in a manner determined by the Committee, of the current membership size, and must notify the secretary of the Association of the nominated representative(s) who are authorised to vote on behalf of the member organisation.
- (5) The secretary must keep and up-to-date register of representatives of member organisations and make the register available at each meeting.
- (6) An authorisation of a nominated representative by a member organisation is valid for 12 months.
- (7) A member organisation must not nominate a representative of organisation to be its nominated representative.
- (8) A nominated representative is entitled to one vote on behalf of his/her member of the organisation.

Part 3—The committee

14. Powers of the committee

The committee is to be called the Management Committee of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a general meeting of representatives of member organisations of the Association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.
- (d) The committee is to have responsibility for, and perform a leadership role with respect to, the carrying out of the aims and objectives of the Association as described in these Rules.
- (e) The Committee has a duty to report its actions such form as determined by a General Meeting

15. Constitution and membership

- (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
 - (a) the office-bearers of the Association, and
 - (b) three ordinary members, each of whom is to be elected at the annual general meeting of the Association under Rule 16.
- (2) Members of the committee must be representatives of member organisations.
- (3) The office-bearers of the Association are to be:
 - (a) convenor
 - (b) deputy convenor
 - (c) secretary
 - (d) assistant secretary
 - (e) treasurer
 - (f) three ordinary members
- (4) If an office bearer is to be absent for more than 4 weeks the committee may appoint another office bearer to act in that absent office bearer's position.
- (5) The members of the committee shall, as far as practicable, reflect the geographical coverage of the Association.
- (6) Each member of the committee is, subject to these rules, to hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- (7) In the event of a casual vacancy occurring in the membership of the committee, the may appoint a representative of a member organisation to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

- (8) The committee may, from time to time, co-opt additional member organisation representatives to provide assistance on technical matters, but such co-opted members shall not be entitled to vote.

16. Election of members

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the committee:
- (a) must be made in writing, signed by one representative of a member organisation and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the Annual General Meeting in such usual and proper manner as the committee may direct.

17. Convenor

The Convenor (or deputy convenor in the absence of the convenor) shall:

- (1) convene meetings as required
- (2) preside as chairperson in accordance with Rule 31
- (3) act in a leadership role to ensure the Association continues to function between Committee Meetings
- (4) act as an Association representative and spokesperson
- (5) maintain liaison with key partner organisations
- (6) work with the Public Officer to ensure the Association meets its statutory governance requirements
- (7) act in accordance with the objectives and policies of the Association.

18. Secretary

- (1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the committee
 - (b) the names of members of the committee present at a committee meeting or a

general meeting, and

(c) all proceedings at committee meetings and general meetings.

- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

19. Treasurer

It is the duty of the treasurer of the Association to ensure:

(a) that all money due to the association is collected and received and that all payments authorised by the Association are made, and

(b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the association.

(c) that regular financial reports are made to the committee in a form and manner approved by the committee.

(d) that an annual financial report, in a form and manner approved by the committee, be made to the Annual General Meeting.

20. Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if that organisational representative:

(a) dies, or

(b) ceases to be a member of the member organisation, or

(c) becomes an insolvent under administration within the meaning of the corporations Act 2001 of the Commonwealth, or

(d) resigns office by notice in writing given to the secretary, or

(e) is removed from office under Rule-21, or

(f) becomes a mentally incapacitated person, or

(g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

21. Removal of member

- (1) The Association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or the convenor (not exceeding a reasonable length) and requests that the representation be notified to the members of the Association, the secretary or the convenor may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

22. Meetings and quorum

- (1) The committee must meet at least once three times in each period of 12 months between General Meetings and at least at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the convenor or by any member of the committee

- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which a simple majority of the committee members present at the meeting agree to treat as urgent business.
- (5) Any four members of the committee constitute a" quorum for the transaction of the business of a meeting of the committee, at least two of whom must be office-bearers.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to be dissolved.
- (7) At a meeting of the committee:
 - (a) the convenor or, in the convenor's absence, the deputy convenor is to preside, or
 - (b) if the convenor and the deputy convenor are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

23. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of a committee member and other persons the committee considers appropriate) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

24. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined as far as possible by consensus. If consensus cannot be achieved then questions are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote only. The chair shall not have a casting vote, and in the situation of a tied vote, the motion shall be resolved in the negative.
- (3) Subject to rule 22(5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4—General meeting

25. Annual General Meetings—holding of

- (1) With the exception of the first Annual General Meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.
- (2) The Association must hold its first Annual General Meeting:
 - (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within a period of 6 months after the expiration of the first financial year of the Association
- (3) clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

26. Annual General Meetings—calling of and business

- (1) The Annual General Meeting of the Association is, subject to the Act and to rule 24, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General meeting is to include the following:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and ordinary members of the committee,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An Annual General Meeting must be specified as such in the notice convening it.

27. General meetings—calling of

- (1) There shall be at least three general meetings per year on dates proposed by the committee and endorsed by the Annual General Meeting. That the dates be subject to change by the committee for practical or urgency reasons.
- (2) Non-voting associates, as approved by the committee may attend general meetings. They may participate in meetings but will not have the right to block consensus decisions, nor vote.

28. Special general meetings—calling of

- (1) The committee may, whenever it thinks fit, convene a special General Meeting of the Association.
- (2) The committee must, on the requisition in writing of at least 25 percent of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special General Meeting,
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special General Meeting convened by a member organisation or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

29. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each representative specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the- business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each representative specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under Rule 26(2).
- (4) A member organisation desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that

business in the next notice calling a general meeting given after receipt of the notice from the member organisation.

30. Procedure

- (1) No item of business is to be transacted at a general meeting unless a quorum of nominated representatives entitled under these rules to vote is present during the time the meeting is considering the item.
- (2) 20% of nominated representatives present in person, representing at least 10% of the Association's member organisations, shall constitute a quorum for the transaction of the business of a general meeting.
- (3) If at the meeting a quorum is not present within 45 minutes after the time appointed for the commencement of the meeting, the representatives present (being at least 10 representatives) is to constitute a quorum, otherwise the meeting is to be rescheduled.

31. Presiding member

- (1) The convenor or, in the convenor's absence, the deputy convenor, is to preside as chairperson at each general meeting of the Association.
- (2) If the convenor and the deputy convenor are absent or unwilling to act, the representatives present must elect one of their number to preside as chairperson at the meeting.

32. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of representatives present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member organisation of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

33. Making of decisions

- (1) A question arising at a General Meeting of the Association is preferably to be determined by consensus. Failing that, it is to be determined by a vote (show of hands or secret ballot). The chairperson should declare that a resolution has, on a show of hands or secret ballot, been carried unanimously or carried by a particular majority or lost. The outcome only, of this process is to be recorded in the Minutes of the meeting.
- (2) At a General Meeting of the Association, a vote may be demanded by the chairperson or by at least three representatives present in person at the meeting.
- (3) If a vote is demanded at a General Meeting, the vote must be taken in accordance with Rule 35.

34. Special resolution

A resolution of the Association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such representatives of the Association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

35. Voting

- (1) On any question arising at a General Meeting of the Association a representative has one vote only.
- (2) All votes must be given personally or by proxy but no representative may hold more than two proxies.
- (3) In the case of an equality of votes on a question at a General Meeting, the question shall fail, however the Chair does not have a casting vote.
- (4) A representative or proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the member organisation to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

36. Appointment of proxies

- (1) Each representative is to be entitled to appoint another representative as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be emailed to the secretary who advises the committee of its receipt.

Part 5—Miscellaneous

37. Insurance

The Association may effect and maintain insurance.

38. Funds - source

- (1) The funds of the Association are to be derived from joining fees and annual subscriptions of member organisations, donations and grants, subject to any resolution passed by the Association in a General Meeting, such other sources as the committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

39. Funds—management

- (1) Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee being members authorised to do so by the committee, and one of whom must be an office bearer.

40. Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

41. Common seal

- (1) The common seal of the Association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested to by the signatures either of two members of the committee or of one member of the committee and of the public officer or secretary.

42. Custody of books

Except as otherwise provided by these rules, the secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Association with the exception of documents relating to financial matters which will be held by the treasurer.

43. Inspection of books

The records, books and other documents of the Association must be open to inspection, free of charge, by a representative of a member organisation of the Association at any reasonable hour.

44. Service of notices

- (1) For the purpose of these rules, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.



APPENDIX 1: APPLICATION TO BECOME A MEMBER GROUP OF THE SOUTH EAST REGION CONSERVATION ALLIANCE INC.

PO Box 724 Narooma NSW 2546 AUSTRALIA
 contact@serca.org.au | <http://www.serca.org.au>

Rule 3(1) of the Rules of the South East Region Conservation Alliance (incorporated under the Associations Incorporation Act 1984)
http://www.serca.org.au/about_us/SERCArules.pdf

Full name of member organisation	
Postal address of member organisation	
Email address	
APPLIES to become a member organisation. If admitted as a member organisation, the organisation agrees to abide by the Rules of the Association for the time being in force.	
Signature of office bearer of organisation	
Date	
I (full name) A member of a member organisation being NOMINATE the applicant for membership of the organisation.	
Signature, organisation and office of PROPOSER	
Date	
I (full name) A member of a member organisation being SECOND the nomination of the applicant for membership of the organisation.	
Signature, organisation and office of SECONDER	
Date	



**APPENDIX 2: APPLICATION TO RENEW GROUP
MEMBERSHIP OF SOUTH EAST REGION CONSERVATION
ALLIANCE INC. FOR THE FINANCIAL YEAR 2017-2018**

PO Box 724 Narooma NSW 2546 AUSTRALIA
contact@serca.org.au | <http://www.serca.org.au>

Rules 8(2) and 13(4) of the Rules of the South East Region Conservation Alliance
(incorporated under the Associations Incorporation Act 1984)

http://www.serca.org.au/about_us/SERCArules.pdf

Full name of member organisation	
Postal address of member organisation	
Email address	
Number of members	
Names of Nominated Representatives to SERCA	<ol style="list-style-type: none"> 1. 2. 3. 4.
<p>Rule 13(2) provides for a number of nominated representatives as follows: A member organisation with:</p> <ul style="list-style-type: none"> • 20 or less members is entitled to 2 nominated representatives • 21-40 members is entitled to 3 nominated representatives • more than 40 members is entitled to 4 nominated representatives 	
<p>Name of primary contact person for your member organisation</p> <p>.....</p>	
<p>PLEASE ENCLOSE \$25 MEMBERSHIP RENEWAL FEE AND POST THIS COMPLETED FORM TO SERCA INC., PO BOX 724, NAROOMA, 2546 NSW</p>	



APPENDIX 3: APPOINTMENT OF PROXY FORM FOR SOUTH EAST REGION CONSERVATION ALLIANCE INC.

PO Box 724 Narooma NSW 2546 AUSTRALIA
 contact@serca.org.au | <http://www.serca.org.au>

Rule 36(2) of the Rules of the South East Region Conservation Alliance (incorporated under the Associations Incorporation Act 1984)
http://www.serca.org.au/about_us/SERCARules.pdf

I, (full name)	
of, (full address)	
being a nominated representative of: (name of member organisation)	
appoint: (full name of proxy)	
address of proxy	
as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the (date, month, year) and at any adjournment of that meeting.	
Complete if required: My proxy is authorised to vote in favour / against (strike out what is not applicable), the resolution:	
Signature of nominated representative appointing a proxy	
Position held	
Date	
A PROXY may not be given to a person who is not a nominated representative of a member organisation.	