

# *Constitution of Seeding Natives Incorporated*

## **1. NAME**

The name of the incorporated association is "Seeding Natives Incorporated" referred to herein as 'the association'.

The association acknowledges the First Nations peoples of Australia and in particular the custodians of the country on which the association and its members conduct activities.

## **2. DEFINITIONS**

- 'Board' means the board of management of the association
- 'General meeting' means a general meeting of the members of the association convened in accordance with these rules
- 'Member' means a member of the association
- 'The Act' means the *Associations Incorporated Act 1985*
- 'Special resolution' means a special resolution as defined in the Act
- 'Month' shall mean a calendar month
- A reference to any 'legislation' or 'position under legislation' will be taken to refer to any legislation or position that replaces or alters the legislation or position referred to in this constitution.

## **3. OBJECTIVES OF THE ASSOCIATION**

- I. The principal objective is the protection and enhancement of the natural environment, primarily in South Australia and particularly conservation and restoration of native grasslands and grassy ecosystems. This involves providing information, education, undertaking works and services and implementing the findings of research related to these ecosystems.
- II. To establish and maintain a public fund to be called the Seeding Natives Incorporated Fund. The Fund is established to support the Association's principle objective. The Fund will be operated consistent with legislation establishing and regulating the Fund.
- III. To make a significant contribution towards the restoration of 150,000 Ha of biodiverse habitat in the Adelaide Mount Lofty Ranges.
- IV. To establish and maintain seed production areas
- V. To develop specialised machinery to assist restoration and conservation activities and other activities to facilitate habitat restoration and on-going management techniques.
- VI. To seek funding and work with other organisations to advance these objectives.

## **4. POWERS OF THE ASSOCIATION**

The association shall have all the powers conferred by Section 25 of the Act.

## **5. MEMBERSHIP**

### **5.1 Membership**

- a. Any person, who supports the Objectives of the association, agrees to be bound by its rules, who applies for membership and is approved by the Board.
- b. Membership categories
  - Full voting membership
  - Supporting non-voting membership
  - Concession
  - Other categories of membership determined by the Board
- c. An application for membership shall be made in writing and signed by the applicant. Upon the acceptance of the application by the Board the applicant shall become a member of the association.

**5.2** Corporate organisations can only obtain full voting membership. An organisation must notify a natural person to be its contact person, who must not already be a member. This person can vote at general meetings and is eligible to be a Board member.

### **5.3 Subscriptions**

- a. The fees for membership shall be such sum (if any) as the members shall determine from time to time in general meeting.
- b. The subscription fees shall be payable annually prior to 1 July or at a time that the Board determines.
- c. Any member whose subscription is outstanding for more than three months after the due date for payment will automatically revert to supporting non-voting membership.

### **5.4 Resignations**

A member may resign from membership of the association by giving written notice to the secretary or public officer of the association..

### **5.5 Expulsion of a member**

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of conduct detrimental to the interests of the association.
- b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the Board at which the matter will be determined.
- c. The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.5d below), cease to be a member 14 days after the Board has communicated its determination to the member.

It shall be open to a member to appeal an expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the

- determination of the Board has been communicated to the member.
- d. In the event of an appeal (under 5.5c above), the appellant's membership of the association shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

#### **5.6 Register of members**

A register of members must be kept and may contain:

- I. The name, address, email and phone contact of each member as supplied in an application or by the member;
- II. The date on which each member was admitted to the association, and
- III. If applicable, the date of and reason(s) for termination of membership.

### **6. THE BOARD**

#### **6.1 Powers and duties**

- a. The affairs of the association shall be managed and controlled by a Board which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b. The Board has the management and control of the funds and other property of the association.
- c. The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- d. The Board shall appoint a public officer as required by the Act.
- e. The Board is responsible for appointing an auditor if required under the Act or a person to independently review the association's annual financial statements.

#### **6.2 Appointment**

- a. The Board shall be comprised of a chairperson, secretary, treasurer (hereafter together called the Executive) and a minimum of three and maximum of five additional Board members as the Annual General Meeting determines.
- b. A Board member shall be a natural person.
- c. The term of all existing Board members ends at the next Annual General Meeting [after an election for all Board positions is finalised]. A retiring Board member shall be eligible to stand for re-election without nomination.

- d. Notice of all Board members seeking re-election to the Board shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- e. Any other members seeking nomination to the Board must have a nomination submitted to the secretary at least 1 week prior to the time of the meeting. Any additional nominations received by the secretary shall be notified to members as soon as practicable.
- f. The Board may appoint a person to fill a casual vacancy, and such a Board member shall hold office until the next Annual General Meeting of the association and shall be eligible for election to the Board without nomination.
- g. The Board shall have the power to appoint such officers and employees as are required to carry out the objects of the association, and may delegate any of its powers to such officers and employees.

### **6.3** Proceedings of Board

- a. The Board shall meet at least 4 times per year. A Board member may be present at a meeting by digital or electronic means.
- b. Notice of each Board meeting together with an agenda and the minutes of the previous meeting shall be sent to Board members at least 5 days before the meeting.
- c. The Executive (refer 6.2a) should present a report detailing activities and the financial position of the association for the period elapsed since the previous meeting. A summary of these reports should be made available to the membership at subsequent general meetings.
- d. Any employee of the association may be required upon request to attend Board meetings, submit a written report on his/her activities and participate in the discussion, but shall not have the right to vote.
- e. Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- f. A quorum for a meeting of the Board shall be a majority of the members of the Board.
- g. A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. Details of such disclosures must be provided to the next annual general meeting of the association.

### **6.4** Disqualification of Board members

The office of a Board member shall become vacant if a Board member is:

- Disqualified from being a Board member by the Act
- Expelled as a member under these rules
- Permanently incapacitated by ill health (as determined by a majority of the Board)
- Absent without apology from more than three consecutive meetings

- in a financial year
- No longer the duly appointed representative of a corporate member.

## **7. THE SEAL**

The association may have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minute book of the association. The affixing of the seal shall be witnessed by the Public Officer. The seal shall be kept in the custody of the secretary or such other person as the Board may from time to time decide.

## **8. GENERAL MEETING**

### **8.1 Annual general meetings**

- a. The association shall hold an annual general meeting in accordance with the Act and these rules.
- b. The annual general meeting shall be publicised at least 1 month in advance.
- c. Attendance shall be open to members, and the general public.
- d. The order of the business at the meeting shall be:
  - I. The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
  - II. The chairperson's report on the activities of the association for the preceding financial year
  - III. The treasurer's financial report for the preceding financial year
  - IV. The consideration of other reports of the Board and an auditor's report (if auditor's report is required)
  - V. Confirmation of nominations for membership of the Board
  - VI. The election of Board members
  - VII. Review level of annual fees

**8.2** Any other business requiring consideration by the association in general meeting.

### **8.3 Special general meetings**

- a. The Board may call a special general meeting of the association at any time.
- b. Upon a requisition in writing of not less than 5 voting members or 5% of the total number of voting members of the association whichever is greater, the Board shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a special general meeting is not convened within one month, as

required by 8.3b above, the requisitionists, or at least 50% of the original requisitionists, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

#### **8.4** Notice of general meetings

- a. Subject to 8.1b and 8.3b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c. The time and place of such a meeting and the matter to be determined shall be publicised at least 21 days in advance.
- d. A notice may be given by the association to any member by serving the member with the notice personally or by sending it by email or post to the address appearing in the register of members at the discretion of the Board, or by other appropriate means determined by the Board to deal with unusual circumstances.
- e. Where a notice is sent by post, the service will be taken to have been effected at the time at which the letter would be delivered in the ordinary course of post.

#### **8.5** Proceedings at general meetings

- a. Five voting members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b. If within 60 minutes after the time appointed for the meeting a quorum of members is not present, the meeting shall stand adjourned to such time and day that a quorum can be present. If at this subsequent scheduled meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c. If the chairperson is not present within 15 minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a Board member or one of their own number to be the chairperson for that meeting.

#### **8.6** Voting at general meetings

- a. Subject to these rules, every voting member of the association has only one vote at a meeting of the association.

- b. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- c. Unless a poll is demanded by at least five voting members, a question for decision at a general meeting must be determined by a show of hands.
- d. A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the corporate member by a resolution of its Board, which is reported to the secretary of the association. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.

#### **8.7** Poll at general meetings

- a. If a poll is demanded by at least five voting members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

#### **8.8** Special and ordinary resolutions

- a. A special resolution is as defined in section 3 of the Act.
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

#### **8.9** Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and the member holding a proxy vote can exercise both their own vote and a proxy vote or proxies votes. The Board will decide procedures governing the appointing and time of receiving proxy votes.

#### **8.10** Conduct of elections

- a. Prior to the AGM the Board shall appoint a returning officer to conduct elections at the AGM.
- b. For Executive positions, if only one nomination is received that person shall be declared elected.
- c. For executive positions with one person to elect, the method of election where there are 2 or more candidates shall be simple preferential with a voting slip provided for each member and proxy present.
- d. For non-executive Board positions, if the number of nominations is the same or less than the number of positions to be filled then the nominees

- shall be declared elected.
- e. For non-executive Board positions, if the number of nominations is the more than the number of positions to be filled then each person or proxy present shall record on a voting slip the names of the nominees supported equal to the number of vacancies to be filled.
  - f. In the event of a tied vote for any position then the position shall be decided by lot.

## **9. MINUTES**

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

## **10. DISPUTE RESOLUTION**

- a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between:
  - i. A member and another member
  - ii. A member and the association.
- b. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d. In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

## **11. FINANCE AND FINANCIAL REPORTING**

### **11.1 Finance**

- a. The association shall operate as a non -profit organisation.
- b. The assets and income of the association shall be applied solely in furtherance of its objectives, and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- c. The association may operate bank accounts.



- d. The association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association.
- e. Operating procedures including signatories for the account shall be determined by the Board.
- f. The treasurer shall prepare income and expenditure statements and a balance sheet for each financial year ending 30 June. These are to be submitted for endorsement at the annual general meeting.

#### **11.2 Financial year**

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

#### **11.3 Accounts to be kept**

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

#### **11.4 Prescribed association**

In the event the association becomes a prescribed association, then the additional obligations under the Act will be followed.

### **12. PUBLIC FUND**

- a. The association will establish and maintain a public fund to be called the "Seeding Natives Incorporated Fund" (the Fund). The Fund will be established to receive all gifts of money or property for this purpose and any money received because of such gifts will be credited to its bank account. The Fund shall not receive any other money or property into its account and it shall comply with relevant legislation related to donations.
- b. The Fund shall be used consistent with the objectives of the association.
- c. A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing thereon, income derived from property donated to the Fund, and money from the realisation of such property is to be deposited into the Fund and gifts to it are to be kept separate from other funds of the association.
- d. Members of the public are to be invited to make donations of money or property to the Fund for the environmental purposes of the association.
- e. 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.
- f. The income and property of the Fund shall be used and applied solely for project or activities consistent with the objectives of the association and no portion shall be distributed, paid or transferred directly or indirectly by way of

- dividend, bonus or by way of profit to association members, or directors or trustees of the Fund.
- g. A committee of management (the Fund Committee) of no fewer than three persons shall administer the Fund. The Fund Committee shall be appointed by the Executive. A majority of the members of the Fund Committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.
  - h. The Group shall inform the Commonwealth Department responsible for the environment as soon as possible if it changes its name or the name of its public fund; or there is any change to the membership of the Fund Committee; or there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations
  - i. The association shall comply with any rules that the Commonwealth Treasurer and the Commonwealth Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose. Any allocation of funds or property to other persons or organisations shall be made in accordance with the established purposes of the association and not be influenced by the preference of the donor.
  - j. In the event of the Fund being wound up or dissolved, any surplus assets remaining after the payment of the Fund's liabilities shall be transferred to another fund, authority or institution which has similar objects and to which income tax deductible gifts can be made.
  - k. Statistical information requested by the Commonwealth Department on donations to the Fund shall be provided within four months of the end of the financial year or as otherwise required. An accurate financial statement for the Fund shall be supplied with the annual statistical return as required by relevant legislation. The statement will provide information on the expenditure of Fund monies and the management of Fund assets as required.

### **13. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

**14. WINDING UP**

The association may be wound up in the manner provided for in the Act.

Subject to a resolution at a special general meeting, the association may be dissolved consistent with legislative requirements.

**15. APPLICATION OF SURPLUS ASSETS**

- a. If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objectives and has rules which prohibit the distribution of its assets and income to its members.
- b. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

**16. RULES**

- a. The constitution may be amended by majority vote at an annual general meeting or by majority vote at a special general meeting. The proposed amendments together with supporting reasons shall be included in the notice of general meeting.
- b. The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act.
- c. The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.
- d. Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the association which does not come into force until registered by Consumer and Business Services, Corporate Services Commission.

Agreed to by: unanimous vote, those present and proxies at Special General Meeting 26/05/2022

Signed: AJ Myers, OAM

Chairperson, Seeding Natives Incorporated

Dated: 26/05/2022