

CONSTITUTION AND RULES

OF THE

HUNTER ENVIRONMENTAL INSTITUTE

This is the annexure 11 pages marked A.

Signed by me and dated / / original dated 18/02/93

Signature: _____ original signed E.A. Mason

Statement of Compliance:

The Rules of the Hunter Environmental Institute Inc herein are in accordance with Section II and contain those matters specified in Schedule 1 of the Association's Incorporation Act 1984.

Signed: _____ original signed E.A. Mason

NAME:

1. The name of the organisation shall be the Hunter Environmental Institute.

OBJECTIVES

2. The objectives of the Institute shall be:
 - (i) To propagate and promote the knowledge and skills of those involved in the environmental field by discussion and sharing information, knowledge and experiences.
 - (ii) To disseminate information related to environmental disciplines to practitioners and the community within the Hunter Region.
 - (iii) To increase environmental awareness.
 - (iv) From time to time provide comment or assessment on environmental issues.
 - (v) Promote the advancement of environmental management.

APPLICATION OF FUNDS

3. The funds of the Institute shall be applied solely towards the promotion of the foregoing objects, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profits to the Members of the Institute: provided that nothing contained in these Rules shall prevent the payment of good faith of remuneration (including provision of pensions and superannuation and Life Insurance Benefits) to any officer or servant of the Institute or to any Member thereof in return for services actually rendered to the Institute.

DEFINITIONS

4. In these Rules unless the context otherwise requires:-

"The Institute" shall mean The Hunter Environmental Institute.

"The Rules" shall mean the Rules of the Institute for the time being in force.

"The Council" shall consist of the Members for the time being elected under or in accordance with the Rules as officers under section 12.

"The Secretary" shall mean the Secretary for the time being.

Words denoting the singular number shall include the plural number and vice versa, and words denoting the masculine gender only shall include the feminine gender.

"Members" shall mean Full Members, Affiliate Members and Corporate Members.

MEMBERS

5. (1) All those who are in sympathy with the objects of the Institute and are willing to comply with the Rules shall be eligible to become Members, subject to election by Council.

All applications to become Members must be made on the application form prescribed for the time being by the Council. Application forms, duly completed, shall be forwarded to the Secretary, who shall bring them before the Council. Election of

Members is entrusted to the Council who shall have an absolute discretion as to who shall be elected and as to the manner in which such election shall be carried out.

The Council shall have the right to return any subscription or to refuse to allow any subscription to be renewed, if in their uncontrolled discretion they deem it advisable to do so, without being liable to give any explanation or reason for exercising such right, and thereupon the Member whose subscription shall be returned or refused shall cease to be a Member of the Institute.

(i) There shall be the following classes of Members:

- (a) Full Member: Those persons having recognised professional qualifications and who have been involved in the environmental field for a period exceeding three years.

Or

Those having significant experience (anticipated to exceed five years) in the environmental field acceptable to the Council.

- (b) Affiliates: Those persons with professional qualification and with limited experience in the environmental field.

Or

Any other person interested in the ideals and objectives of the H.E.I.

- (c) Corporate: Any organisation interested in the ideals and objectives of the H.E.I.

DISCIPLINING OF MEMBERS

6. (1) Where the Council is of the opinion that a member of the association –

- a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
- b) has persistently and willfully acted in a manner prejudicial to the interests of the association,

The Council may, by resolution –

- c) expel the member from the association; or
- d) suspend the member from membership of the association for a specified period.

(2) A resolution of the Council under clause (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3), confirms the resolution in accordance with this rule.

(3) Where the Council passes a resolution under clause (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member –

- (a) setting out the resolution of the Council and the grounds on which it is based;
- (b) stating that the member may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Council at or prior to the date of that meeting written representations relating to the resolution

(4) At a meeting of the Council held as referred to in clause (3), the Council shall –

- (a) give to the member an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to the Council by the member at or prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution.

(5) Where the Council confirms a resolution under clause (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule II.

(6) A resolution confirmed by the Council under clause (4) does not take effect –

- a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to rule II (4).

RIGHT OF APPEAL OF DISCIPLINED MEMBER

7. (1) A member may appeal to the association in general meeting against a resolution of the Council which is confirmed under rule 10(4), within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.

(2) Upon receipt of a notice from a member under clause (1), the secretary shall notify the Council which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice.

(3) At a general meeting of the association convened under clause (2) no business other than the question of the appeal shall be transacted;

- a) the Council and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
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- b) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(4) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

ANNUAL SUBSCRIPTIONS

8. (1) The first subscriptions of Members shall be due and payable on election, and future subscriptions shall be due and payable in the month of April.

- (2) No Member shall be entitled to vote or to enjoy any privileges of the Institute so long as his subscriptions shall be in arrears for more than three months.
- (3) The amount of subscription shall be set at the annual general meeting on the recommendation of the Council.
- (4) The name of any Member whose subscription is in arrears for three months shall be reported to the Council, and immediate notice that this has been done, with an account of such arrears, shall be forwarded to each such Member at his registered or last-known address. If the amount in arrears is not paid within such further time as the Council may allow, the Member whose subscription is in arrears shall cease to be a member.

ANNUAL GENERAL MEETING

- 9. (1) Annual General Meetings shall be held in the month of February or as near to that month as the Council may find possible.
 - (2) Notice of the Annual General Meeting shall be sent to every member who has registered an address for service in Australia, not less than fourteen days before the day of such meeting. Such notice shall be in the form prescribed for the time being by the Council.
 - (3) The accidental omission to give notice to any Member entitled to receive notice of any meeting of the Institute or the non-receipt of notice by such member shall not invalidate anything done at the meeting.
 - (4) The scope of the business which may be transacted at the Annual General Meeting shall be to receive and consider the Annual Report of the Council, to consider the Accounts, to consider and elect candidates to fill vacancies in accordance with the regulations laid down by the Institute, to elect Auditors for the ensuing year, and to consider such business as shall be brought forward by or with the sanction of the Council and which shall have been stated in the notice convening the meeting.
 - (5) For the purpose of filling the vacancies in the Council annually occurring under the provisions of Rule 12, the officers shall invite nominations from the Members of the Institute. Any such nominations must be made in writing by not less than two Members, and must be presented with the consent in writing of the candidates to the Secretary prior to the commencement of the Annual General Meeting.
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- (6) If the number of candidates nominated does not exceed the number of vacancies the candidates so nominated shall be deemed to be elected to fill the offices of the Council without any vote being taken, but if the number of candidates is in excess of the number of vacancies the voting shall be taken at the Annual General Meeting or otherwise in such manner as the Council may prescribe by regulations.

EXTRAORDINARY GENERAL MEETINGS

10. (1) The Council may at any time call an Extraordinary General Meeting of the Institute, and it shall do so whenever a requisition signed by ten members and stating the object of the meeting is delivered to the Secretary.
- (2) Two weeks notice at least of the time when, and the object for which, every Extraordinary General Meeting is to be held shall be sent to every Member who has registered an address in Australia. No business other than that of which notice has been given shall be entered upon or discussed at such meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. (1) Six Members present in person shall be a quorum at a General Meeting of the Institute except in the case of an Extraordinary General Meeting summoned on the requisition of Members under Rule 10, when ten Members must be present in person to form a quorum.
 - (2) The Chairperson or failing him the Vice-Chairperson shall be entitled to take the chair at every General Meeting and if neither of them shall be present within fifteen minutes after the time appointed for holding such meeting the Members present shall choose one of their numbers to take the chair.
 - (3) If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time or such other more convenient day or time as the Chairperson of the Council may determine, and if at such adjourned meeting a quorum is not present those members who are present shall constitute a quorum and may transact the business for which the meeting was called.
 - (4) Every question submitted to the meeting other than the election of members of the Council shall be decided by a show of hands. Every member present shall have one vote, and no more, except in the case of equal vote when the Chairperson shall have a casting vote in addition to that to which he is entitled as a Member. No vote shall be given by proxy.
 - (5) At any meeting a declaration by the Chairperson that a resolution has been carried, or carried by a specified majority, or lost or not carried by a specified majority, and an entry to that effect in the books of the Institute shall be conclusive evidence of the fact without proof of the number of votes or the relative proportion of the votes recorded in favour of or against such resolution.
 - (6) The Chairperson of the meeting may with the consent of the meeting adjourn the same from time to time.
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THE OFFICERS

12. The government of the Institute and the management of its concerns are vested in the Council, who in addition to the powers and authorities by the rules, or otherwise, expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Institute and are not by the Rules expressly directed or required to be exercised or done by General Meetings of the Institute, but subject, nevertheless, to the provisions of the Rules and to any regulations from time to time made by the Institute in General Meeting, but so that no regulation so made shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

13. Without prejudice to the general powers conferred by Rule 10 or to any other powers conferred by these Rules the Council shall have power:

- To receive and accept donations, endowments and gifts of property.
- To invest from time to time all moneys and funds of the H.E.I. not immediately required to be expended for the purpose thereof or to deposit the same with any Bank.

14. (1) There shall be the following officers:

- Chairperson
- Vice-Chairperson
- Treasurer
- Secretary
- Up to Six (6) Council Members

(2) Secretary

The Secretary of the association shall, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

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.

Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

(3) Treasurer

It is the duty of the treasurer of the association to ensure that –

- all money due to the association is collected and received and that all payments authorised by the association are made; and
- 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.

Every Member shall be eligible to be an officer of the Council. The Council shall be chosen from the Members and shall consist of not less than (5) five or more than (10) ten persons, elected by the Members in General Meeting on the nomination of two members, and not more than eight additional officers who may be co-opted each year by the Council.

The Council shall have power to fill up vacancies on the Council occurring during the interval between the Annual Meetings.

Any officer shall cease to be a Member of Council thereof:

- (a) If he shall fail to attend the Meetings of the Council for nine consecutive months except by leave of the Council;
- (b) If by notice in writing addressed to the Secretary he resigns his office; or
- (c) If the Council by a majority of three-fourth of such of its officers as shall be present at the meeting duly convened for the purpose shall resolve that such officer be retired from Council.

The continuing officers may act notwithstanding any vacancies in their body.

RETIREMENT OF OFFICERS OF THE COUNCIL

15. (1) All officers of the Council shall retire every year on the day of the Annual General Meeting and shall be eligible for re-election.

(2) The co-opted officers and any chosen to fill casual vacancies on the Council shall hold the office only until the next Annual General Meeting, but shall be eligible to be co-opted again.

PROCEEDINGS OF THE COUNCIL

16. (1) The Council may meet for the despatch of business and adjourn or otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business and the notice, if any, which is to be given of any such meeting. Unless otherwise determined by the Institute three officers shall form a quorum. It shall be necessary to give notice of any meeting of the officers to any Member thereof who may for the time being be out of Australia.

(2) Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairperson shall have a second or casting vote.

(3) A meeting of the Council at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Rules vested in or exercisable by the Institute generally.

Minutes of the proceedings of every meeting of the Council shall be taken, and afterwards inserted in a Minute Book to be kept for that purpose, and, when approved

as correct at a subsequent meeting of the Council, signed by the Chairperson of such meeting.

The Accounts of the Institute shall be from time to time examined by the Council, who shall present to the Annual General Meeting a statement thereof, together with a report on the general affairs of the Institute during the preceding year.

All acts done by any meeting of the Council shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of all or any officer of the Council, be as valid as if every such officer had been duly appointed.

COMMITTEES

17. (1) The Council may appoint from time to time such committees as may be deemed necessary. Such committees may include any Members of the Institute.

(2) Every committee shall be in the exercise of the powers delegated to it conform to any Regulation which may from time to time be imposed upon officers and no act, order or resolution of any committee shall bind the Institute unless it is ratified at a General Meeting.

(3) Meetings and proceedings of any committee shall be governed by the provisions contained in the Rules for regulating the meetings and proceedings of the officers so far as the same are applicable hereto and are not superseded by any Regulations made under sub-Rule (2) of this rule.

ACCOUNTS

18. (1) The Council shall cause true Accounts to be kept of the receipts and expenditure of the Institute and the matters in respect of which such receipts and expenditure take place and of the assets, credits and liabilities of the Institute.

(2) The Treasurer shall have special charge of all Accounts and of the collection by the Institute of all sums of money due to the Institute which, when received, shall be paid over as soon as possible to the Bankers of the Institute. The Treasurer shall prepare a statement of the financial position of the Institute for the information of the Council as and when required.

(3) At the Annual General Meeting of the Institute in each year the Council shall lay before the Institute an Income and Expenditure Account made up to the 31st day of December of the preceding year with a Balance Sheet as at that date.

FUNDS – SOURCE

19. (1) The funds of the association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

(2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.

(3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

FUNDS – MANAGEMENT

20. (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the committee determines.

(2) All cheques, drafts, bill of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

AUDITORS

21. (1) The Auditors shall be appointed by the Members at the Annual General Meeting, and their remuneration (if any) shall be fixed by the Council.

(2) It shall be the duty of every officer or servant of the Institute to give to the Auditors such information and explanation as they may require.

NOTICES

22. (1) Any notice sent by post shall be deemed to have been served on the day next following that on which the envelope or wrapper containing the same is posted, and in providing such service it shall be sufficient to prove that the envelope or wrapper containing the same is properly addressed and put in to the Post Office.

(2) It shall not be necessary to give any notice to any Member of the Institute who shall not have registered an address situated in Australia.

INDEMNITY

23. Every Officer or servant of the Institute shall be indemnified by the Institute against all costs and losses which he may become liable to or incur by reason of any act or thing done by him in the discharge of his duty, and any Officer or servant of the Institute shall be similarly indemnified against any costs, losses and expenses which he may incur or become liable to by reason of any act or thing done by him in the discharge of any duty performed for and with the authority of the Institute.

INSURANCE

24. (1) The association shall effect and maintain insurance pursuant to Section 44 of the Act.

ALTERATIONS TO CONSTITUTION

25. (1) Any alteration in these Rules recommended by the Council may be proposed at the Annual General Meeting, or at an Extraordinary General Meeting, due notice thereof having been given in the notice calling the meeting.

(2) Any ten members may propose to the Council any new Rule or the alteration or repeal of any existing Rule by letter addressed to the Secretary, and if dissatisfied with the answer of the Council, they may require that their proposition be referred to an Extraordinary General Meeting which the Council shall convene for the purpose within one month after receiving such requisition.

(3) No repeal or alteration of any of these Rules or additions thereto shall be considered valid unless concurred in by three-fourths of such of the Members as shall be present and vote in each case.

DISSOLUTION

26. (1) The Institute shall be dissolved if at any General Meeting a resolution for the dissolution of the Institute is passed by a majority of three-fourths of such of the Members as shall be present and vote thereon, provided that one month's notice shall be given of any such proposal.

(2) If upon dissolution of the Institute there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the Members but shall be given or transferred to some other Institute or association having objects similar to the objects of the Institute to be determined by the members at or before the time of dissolution or in default thereof by such judge of the High Court as may have or acquire jurisdiction in the matter.

COMMON SEAL

27. (1) The common seal of the association shall be kept in the custody of the public officer.

(2) The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures either of 2 members of the Council or of 1 member of the Council and of the public officer or secretary.

CUSTODY OF BOOKS, ETC.

28. Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.

Dated: 17th February, 1993
