

Constitution of the

**GOLDFIELDS ENVIRONMENTAL
MANAGEMENT GROUP (Inc.)**

As amended 23 May 2014

**This is the annexure of 8 pages marked "A"
referred to in Form 5 signed by me and dated 9 June 2014.**

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1.0 NAME

The name of the Group shall be "Goldfields Environmental Management Group (Inc.)" hereinafter called "the Group".

2.0 DEFINITIONS

- 2.1. Management Committee – Committee of the Group as referred to in Item 9.0.
- 2.2. Office Bearers – Members who are elected at the Annual General Meeting to carry out specific duties on behalf of the Group, as defined in Item 11.
- 2.3. Notice of Meetings and/or Motions – Posting or delivering a written notice to a member's address listed on the membership register shall be deemed to be giving notice to that member. Accidental omission to give notice to any member shall not invalidate any meeting or motion.
- 2.4. Voting Members – All registered members, except for any ineligible under Item 7.5.

3.0 OBJECTS

The objects of the Group shall be to promote good environmental management in the Goldfields region of Western Australia, particularly by, but not limited to:

- 3.1. Providing a source of expertise and resources for land rehabilitation. This is to include the areas of revegetation techniques, seed technology and site planning.
- 3.2. Providing information and education to interested parties on revegetation and environmental management.
- 3.3. Identifying areas where environmental knowledge is limited and research will be beneficial.
- 3.4. Provide a forum for discussion and dissemination of information and knowledge regarding environmental issues.

4.0 POWERS

The Group has power to do all things as are necessary, incidental or conducive to the attainment of the objects of the Group.

5.0 MEMBERSHIP

- 5.1. There shall be only one category of membership. This shall be Individual members.
- 5.2. Membership shall be awarded to individuals attending the biennial workshop.
- 5.3. Membership may be applied for at any time thereafter.
 - 5.3.1. Applications for membership shall be made to the Committee in writing for acceptance at the next scheduled Committee meeting and will be accepted provided the required membership fee has been paid.
- 5.4. Membership shall be valid until the commencement of the next biennial workshop.
- 5.5. Voting members shall be all adult Individual members.
 - 5.5.1. Individual members shall have one voting right for each vote taken.
- 5.6. If a vote by a person who is not entitled to vote is unintentionally accepted at a meeting, the Group will be bound in any business properly undertaken by an Office Bearer as a result of the vote.

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6.0 REGISTER OF MEMBERS

- 6.1. The Secretary shall on behalf of the Group keep and maintain the register of members in accordance with Section 27 of the Associations Incorporation Act (1987).

7.0 FEES

- 7.1. Membership fees are included in the registration fees associated with the biennial workshop.
- 7.2. New members admitted after the biennial workshop shall pay a fee of \$20 and thereafter Rule 5.4 will apply.

8.0 TERMINATION OF MEMBERSHIP

- 8.1. Any person's membership may be terminated by the following events:
- 8.1.1. Resignation;
 - 8.1.2. Death;
 - 8.1.3. Departure from registered address without notice. Return of mail posted to registered address shall be sufficient proof of this event;
 - 8.1.4. Action which is detrimental to the objects or reputation of the Group;
 - 8.1.5. Non-payment of membership fees i.e. not registered to attend the subsequent biennial workshop.
- 8.2. The Management Committee may make a recommendation to a Special General Meeting to terminate any membership for any of the events in Item 8.1.
- 8.3. The Group may terminate the membership of any person for any of the events in Item 8.1 by a majority vote at a Special General Meeting.
- 8.4. Any person who has his/her membership terminated shall have the right of appeal against the action by presenting his/her case to a Special General Meeting called for such a purpose, and the decision of the Special General Meeting shall be final.

9.0 MANAGEMENT COMMITTEE

- 9.1. Management of the Group shall be vested in a Management Committee elected by the members.
- 9.2. The Management Committee shall consist of no less than five (5) and no more than nine (9) members and shall include:
- 9.2.1. All Office Bearers, who shall be a President, Vice President, Secretary and Treasurer.
 - 9.2.2. If not elected to the Management Committee under Item 9.2.1, the immediate past President will be invited to be a member of the Management Committee.
 - 9.2.3. Additional elected Committee members as required.
- 9.3. Management Committee members shall be elected by a majority vote at the Annual General Meeting of the Group and shall hold office until the conclusion of the next Annual General Meeting.
- 9.4. Any vacancy occurring in Office Bearing or Committee positions before the next Annual General Meeting may be filled by a majority vote at a General Meeting and any newly elected Office Bearer or Committee member shall hold office from the conclusion of that meeting until the next Annual General Meeting.
- 9.5. All Office Bearers shall be eligible for annual re-election, except that no person shall be elected President for more than four (4) consecutive years.

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- 9.6. No member shall be elected to office in his/her absence unless his/her acceptance of nomination has been received in writing by the Secretary.
- 9.7. The position of any Committee member absent for three consecutive General or Committee meetings without leave of absence shall automatically become vacant. Acceptance of an apology shall be deemed to be grant of such leave.

10.0 POWERS AND MANAGEMENT OF THE MANAGEMENT COMMITTEE

- 10.1. The Management Committee shall carry out the day-to-day running of the Group and shall be responsible for:
- 10.1.1. Planning of the Group activities and involvements;
 - 10.1.2. Formulating policy and making recommendations to a General Meeting;
 - 10.1.3. Implementing policy of the Group subject to direction by resolution of a General Meeting;
 - 10.1.4. 10.1.4 Acting on the directives, and in accordance with the powers defined, of a resolution of General Meeting;
 - 10.1.5. Acquisition and control of property of the Group;
 - 10.1.6. The safe custody of records, books, documents, and other property of the Group.
- 10.2. In the event of a matter arising which requires immediate action the management Committee shall have the power to take whatever action it deems to be in the best interests of the Group; any such action shall be reported to the next General Meeting for endorsement.

11.0 DUTIES AND RESPONSIBILITIES OF OFFICE BEARERS

- 11.1. President
- 11.1.1. To act as Chair at all meetings of the Group and Committee where possible;
 - 11.1.2. To ensure that meetings are properly convened;
 - 11.1.3. To represent the Group to the outside world when required;
 - 11.1.4. To act, subject to any expressed or implied instruction, on behalf of the Group and its Committee in the interval between meetings;
 - 11.1.5. To act on valid requisitions from members;
 - 11.1.6. To prepare and present the Annual Report.
- 11.2. Vice President
- 11.2.1. To assist the President;
 - 11.2.2. To act as the President's delegate, when advised by the President.
- 11.3. Secretary
- 11.3.1. To handle inward and outward correspondence and maintain records of this;
 - 11.3.2. To arrange meetings and prepare agendas in liaison with the President;
 - 11.3.3. To prepare minutes of all meetings and maintain the official minutes records;
 - 11.3.4. To assist the Chair;
 - 11.3.5. To issue notices as required by the Constitution of the Group;
 - 11.3.6. To keep a register of members.
- 11.4. 11.4 Treasurer

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- 11.4.1. To maintain the books of account on a day-to-day basis;
- 11.4.2. To control the bank account;
- 11.4.3. To bank moneys received and to issue receipts;
- 11.4.4. To send out accounts for moneys due to the Group;
- 11.4.5. To give periodical Treasurer's reports to General and Committee meetings and present accounts due for payment;
- 11.4.6. To seek approval of the Treasurer's report and authorisation of disbursements by proposing appropriate motions;
- 11.4.7. To pay the accounts for any approved expenditure incurred;
- 11.4.8. To make the necessary arrangements for the annual audit;
- 11.4.9. To produce and present an annual financial report;
- 11.4.10. To produce a budget on instruction from the Group or Committee.

12.0 MEETINGS

- 12.1. All meetings shall be chaired by the President except that in the absence of the President the Vice President shall chair that meeting and in the absence of both the President and the Vice President a Chairperson nominated by the meeting shall chair that meeting.
- 12.2. A minimum of five (5) Management Committee Meetings shall be held each calendar year.
- 12.3. The President must, within one month after the receipt of a request in writing by five or more voting members, convene a Special General Meeting.
- 12.4. Voting shall be down by show of hands, except that:
 - 12.4.1. Any contested election at an Annual General Meeting or otherwise shall be by secret ballot;
 - 12.4.2. The meeting may, by show of hands, require any other vote to be by secret ballot;
 - 12.4.3. All voting shall be in person.
- 12.5. Annual General Meeting
 - 12.5.1. The Annual General Meeting shall be held once each calendar year as near as convenient to the month of October, and it shall not be later than fifteen months after the preceding Annual General Meeting.
 - 12.5.2. Notice of the Annual General Meeting shall be given to all members at least seven days before the date.
 - 12.5.3. A quorum for the Annual General Meeting shall be twenty (20) voting members. In the event that a quorum is not achieved thirty minutes after the scheduled starting time, the Annual General Meeting shall be re-convened in fourteen (14) days time, or at such time as the Committee may determine. At such a re-convened Annual General Meeting, those voting members present shall constitute a quorum.
 - 12.5.4. The agenda for the Annual General Meeting shall include:
 - Presentation of Annual Report
 - Presentation of audited financial statement
 - Election of Office Bearers

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Election of additional Management Committee members

Appointment of Auditor

Any other business placed on the Agenda prior to the commencement of the meeting.

12.6. Special General Meeting

12.6.1. The Committee may convene a Special General Meeting at any time.

12.6.2. Notice of a Special General Meeting shall be given to all members at least seven (7) days before the date of the meeting. Such notice shall set out clearly the business for which the meeting has been called.

12.6.3. A quorum for a Special General Meeting shall be twenty (20) voting members. In the event that a quorum is not achieved thirty (30) minutes after the scheduled starting time, the Special General Meeting shall be re-convened in fourteen (14) days time, or at such a time as the Committee shall determine. At such a re-convened Special General Meeting, those voting members present shall constitute a quorum.

12.6.4. Any member of the Group may request in writing to the President to convene a Special General Meeting.

12.7. Management Committee Meetings

12.7.1. Management Committee Meetings shall be held on a bi-monthly basis or at such times as the Management Committee deems appropriate.

12.7.2. Notice of Management Committee Meetings shall be given to all Committee members in the manner determined by the Committee.

12.7.3. A quorum for a Management Committee Meeting shall be three (3) Committee members, at least two of whom shall be Office Bearers.

13.0 FINANCES

13.1. All funds of the Group shall be deposited in the account of the "Goldfields Environmental Management Group" at such bank or recognised Financial Institution as the Management Committee may determine. Accounts due by the Group shall be paid by cheque from the said account.

13.2. Any two of the Office Bearers shall be authorised to operate the Group's bank account.

13.3. The Treasurer shall present a report on the Group's finances on request from the Committee, and shall present an audited financial statement to the Annual General Meeting.

13.4. Office Bearers shall be authorised to spend funds up to \$1,000 per transaction on behalf of the Group; the transaction must be discussed prior with all four (4) Office Bearers.

13.5. The Management Committee shall be authorised to spend funds up to \$50,000 per transaction on behalf of the Group; the transaction must be approved by a majority vote at a Management Committee Meeting.

13.6. Expenditure of funds greater than \$50,000 must be approved by a majority vote at a Special General Meeting or the Annual General Meeting.

14.0 NON-PROFIT

The property and income of the Group shall be applied solely towards promotion of the objects of the Group and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

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15.0 CONSTITUTION

- 15.1. The Secretary shall supply a copy of the Constitution without any charge to any member on request.
- 15.2. This Constitution may be amended only at an Annual General Meeting or Special General Meeting called for that purpose, by a three-fourths majority of voting members present, providing seven (7) days notice of the proposed amendment has been given to all members.
- 15.3. In the case of any questions arising not provided for in the Constitution or as to the interpretation of the Constitution, the majority decision of a General Meeting shall be taken and acted upon.

16.0 COMMON SEAL

The common seal of the Group engraved with the name of the Group shall be kept in the care of the President. The seal shall not be used or affixed to any deed or other document except pursuant to the resolution of the Committee and in the presence of the President and two (2) members of the Committee both of whom shall subscribe their names as witnesses.

17.0 INDEMNITY

Members who by authority accept or incur any pecuniary liability on behalf of the Group shall be indemnified by the Group against any personal loss in respect of such liability.

18.0 DISSOLUTION

The Group shall be dissolved if a resolution to this effect is carried by a three-fourths majority at a General Meeting, twenty-one (21) days notice of the motion having been given to all members.

19.0 DISPOSAL OF PROPERTY

If upon dissolution of the Group there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or be distributed among the members of the Group but shall be given or transferred to some other association or institution having objects similar, wholly or in part, to the objects of the Group and which shall prohibit the distribution of its or their income and property among its or their members.

20.0 ACCESS TO RECORDS

Any member shall be entitled to inspect the records and documents of the Group and may do so at a reasonable time by arrangement with the Secretary.