

FRIENDS OF THE EARTH ADELAIDE INC

Constitution

01 September 2008

1. NAME

The name of the incorporated association is Friends of the Earth Adelaide Inc (FoE Adelaide).

2. DEFINITIONS

“Association” means Friends of the Earth Adelaide Inc;

“Member” means a member of the association (either a financial member or a long-standing volunteer, see rule 6.1);

“Administration and Strategy Collective” or "ASC" means the committee of management of the association;

“General meeting” means a general meeting of members of the association convened in accordance with these rules;

“Campaign collective” means any collective of the association, which focuses on specific campaign areas;

“Monthly” means a calendar month;

“the Act” means the Incorporation of Associations Act XXXXXX

3. OBJECTIVES AND PRINCIPLES OF THE ASSOCIATION

The aims and objectives of the association in South Australia and elsewhere are to:

- i. Protect the natural environment in Australia
- ii. Secure sustainable societies by collectively ensuring environmental and social justice, human dignity and respect for human and peoples rights.
- iii. Support sustainable livelihoods by halting and reversing environmental degradation and the depletion of natural resources and nurturing the earth's ecological and cultural diversity.
- iv. Bring about transformation towards sustainability and equity between and within societies and generations through creative approaches and solutions.
- v. Engage in vibrant campaigns to cultivate community awareness, mobilise people and build diverse grassroots alliances, locally and globally.
- vi. Contribute to the empowerment of all peoples to ensure public participation in decision-making.
- vii. Recognize the land rights and traditional land relationships of Aboriginal peoples, and support sovereignty for Aboriginal and Torres Strait Islander peoples and Indigenous peoples around the world.
- viii. Inspire each other, to harness and strengthen each others capacities, and to work together in a spirit of egalitarianism, practising consensus decision-making and cultivating participatory processes and non-hierarchical structures.

- ix. Commission and conduct research which will further the aims of the association.
- x. Publish and distribute information to further the aims of the association.

4. RELATIONSHIP WITH FRIENDS OF THE EARTH FEDERATION

We agree to abide by the constitution of Friends of the Earth Australia and Friends of the Earth International and to play an active role in the activities and development of the FoE federation. We continually critically evaluate the development of, and our relationship with, the FoE Australia federation.

FoE Adelaide shall join FOE Australia as a full member.

While acknowledging our agreement to join the Friends of the Earth federation, we remain a self-managed, independent organisation.

5. POWERS OF THE ASSOCIATION

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

6. MEMBERSHIP

6.1 TYPES

There shall be two types of members of the association – financial members and volunteers. Members shall agree to support the objectives and principles of the association and agree to be bound by its rules.

1. Financial members shall be admitted to the association on payment of the first annual subscription fee, and upon acceptance by the Administration and Strategy Collective. Financial members may participate in any of the campaign collectives, may participate and vote in general meetings, and may stand for a position in the administration and strategy collective. They may include people whose subscription fee is paid via the Active Friends regular donor program.

2. Volunteers may participate in the campaign collectives and help out the association in various ways. In order to ensure that no-one be discriminated against on the grounds of low-income, long-standing and dedicated volunteers may apply to the administration and strategy collective for participation rights (including voting) at general meetings and to stand on the admin collective.

The Administration and Strategy Collective may also invite representatives external to the association to join their collective and provide specific expertise.

6.2 SUBSCRIPTIONS

- a. The subscription fees for membership shall be such sum as the members shall determine from time to time at the Annual General Meeting.
- b. The subscription fees shall be payable annually on 1 July or at such other time as ASC shall determine.
- c. Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a financial member of the association.

6.3 RESIGNATIONS

- a. A member may resign from the association by giving written notice thereof to the membership officer of the association, or by allowing their subscription to lapse.
- b. The association shall not be liable for part return of subscription fee should a member choose to resign before the end of the financial year.

6.4 EXPULSION/SUSPENSION OF A MEMBER

- a. The process to suspend/expel a member or members shall be transparent.
- b. If a dispute between a member and the association is not so serious as to require immediate suspension, the administration and strategy collective shall engage in dispute resolution (rule 11) with the member.
- c. The administration and strategy collective may resolve to immediately suspend a member upon a charge of misconduct detrimental to the interests of the association. Once suspended, a member can no longer participate in general meetings, campaign collectives, or be part of the administration collective. The administration collective has the right to determine the terms of the suspension. This suspension must be reviewed within a month by a general meeting. The suspended member shall have participation rights for that item of the agenda.
- d. The dispute resolution procedure (rule 11) shall then be initiated. Subject to the outcome of the dispute resolution procedure, the administration and strategy collective may or may not choose to drop the suspension of the member.
- e. If the dispute resolution procedure does not resolve the situation, the administration and strategy collective may request at a general meeting for the member to be expelled from the association. A member can only be expelled through a general meeting of members, and has the right to appeal at this meeting. If the general meeting decides to expel the member, membership will be terminated at the date of the general meeting.

6.5 REGISTER OF MEMBERS

A register of members must be kept and contain:

- i) the name and address of each 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

7. THE ADMINISTRATION AND STRATEGY COLLECTIVE

7. POWERS AND DUTIES

- a. The affairs of the association shall be managed by an administration and strategy collective 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 objectives 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 administration and strategy collective has the management and control of the funds and other property of the association.

- c. The administration and strategy collective 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. Such interpretation shall be subject to review at general meeting.
- d. The ASC is responsible for carrying out directions, and administering decisions, of General Meetings.
- e. The administration and strategy collective shall appoint one of their number as a public officer as required by the Act.

7.2 APPOINTMENT

- a. The administration and strategy collective shall be comprised of the office-bearing positions of facilitator, secretary, treasurer, membership officer, and public officer; as well as at least one representative from each campaign collective, and up to five additional collective members, including a maximum of three persons external to the association. The same person may perform up to two of these positions. There shall be no less than five people forming the administration collective at any time.
- b. An administration and strategy collective member shall be a natural person.
- c. At least one of the administration and strategy collective members shall attend the twice yearly Friends of the Earth Australia national meetings, and participate as representatives of Friends of the Earth Adelaide including reporting on behalf of the association.
- d. The first administration and strategy collective of the association shall be comprised of such persons as have informally performed these roles prior to incorporation. The first administration and strategy collective shall hold office until the first annual general meeting after incorporation. All administration and strategy collective positions shall be subject to re-election at each annual general meeting.
- e. No person shall be eligible to stand for election unless another member of the association nominates that person with the agreement of the nominee.
- f. The process by which persons are elected to positions shall be determined at the annual general meeting by 100% consensus (ie secret ballot, vote, consensus etc).
- g. The administration and strategy collective may appoint a person to fill a casual vacancy, and such an administration and strategy collective member shall hold office subject to ratification at the next general meeting of the association.

7.3 PROCEEDINGS OF ADMINISTRATION AND STRATEGY COLLECTIVE

- a. The administration and strategy collective shall meet together for the dispatch of business at least monthly.
- b. Questions arising at any meeting of the administration and strategy collective shall be decided by the 100% consensus model outlined in 9.5.
- c. A quorum for a meeting of the administration and strategy collective shall be at least three Administration and Strategy Collective members, including office-bearers.

d. A member of the administration and strategy collective 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 administration collective as required by the Act, and shall not participate in decision making with respect to that contract or proposed contract. The member of the administration collective must disclose the nature and extent of her or his interest in the contract at the next general meeting of the association.

7.4 DISQUALIFICATION OF ADMINISTRATION AND STRATEGY COLLECTIVE MEMBERS

a. The office of an administration and strategy collective member shall become vacant if an administration and strategy collective member is:

- disqualified from being an administration collective member by the Act;
- expelled as a member under these rules;
- permanently incapacitated by ill health;
- absent without apology from more than four meetings in a financial year;
- no longer the duly appointed representative of a campaign collective

8. THE SEAL

The association shall 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 administration and strategy collective, 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 facilitator and secretary of the administration collective.

9. GENERAL MEETINGS

9.1 ANNUAL GENERAL MEETINGS

a. The administration and strategy collective shall call an annual general meeting in accordance with the Act and these rules.

b. The first annual general meeting shall be held within six months of the incorporation of the association, and thereafter within five months after the end of the financial year.

c. 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 meetings held since that meeting

ii) the consideration of the accounts and reports of the administration and strategy collective, campaigns and the auditor's report (if auditor's report is required – see rule 12.4).

iii) the appointment of the following officer-bearers:

- 1) facilitator, who shall convene meetings of the association and arrange for their facilitation;
- 2) secretary, who shall deal with correspondence and keep the records of the association;

- 3) treasurer, who shall keep the financial records of the association and organize an audit when necessary;
- 4) membership officer, who shall keep up-to-date membership records;
- 5) and public officer and other offices as may from time-to-time be deemed necessary;

iv) the appointment of other ASC members

v) the appointment of auditor (if required – see 12.4).

vi) considering proposed amendments to the constitution

vii) hearing and discussing concerns/proposals raised by members

viii) any other business requiring consideration by the association in general meeting

9.2 SPECIAL GENERAL MEETINGS

a. The administration and strategy collective may call a special general meeting of the association at any time. A special general meeting must be proposal driven and may only be used to decide on specific issues which have relevance to the entire membership of FoE Adelaide (ie proposed changes to the constitution, administrative or financial crisis or some other issue which is considered necessary to consult the membership on).

b. Upon a requisition in writing of not less than 10% of the total number of members of the association, the administration and strategy collective 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 proposal-driven. It shall be signed by the relevant members and shall state purpose of the meeting.

d. If a special general meeting is not convened within one month, as required by 9.2b above, the requisitionists, or at least 50% of their number, 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 administration and strategy collective, and for this purpose the administration and strategy collective 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.

e. Once an issue has been used to call a special general meeting, the same issue cannot be used as a trigger for another special general meeting until 6 months have lapsed.

9.3 NOTICE OF GENERAL MEETINGS

a. At least 14 days notice of any general meeting and one month's notice of any annual 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. The agenda of the meeting shall be made available to members at least 7 days prior to any general meeting, and all members shall have the opportunity to raise agenda items both before the meeting and at the meeting.

c. A notice may be given by the association to any member by serving the member with the notice personally, by emailing the member with the notice, by telephoning the member with the notice, or by sending it by post to the address appearing in the register of members (see rule 6.5).

d. Where a notice is sent by post:

i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and

ii) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

9.4 PROCEEDINGS AT GENERAL MEETINGS

a. Twenty-five members or 25% of members, whichever is less, present personally shall constitute a quorum for the transaction of business at any general meeting. Quorum must be present for the duration of the meeting.

b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall be rescheduled to within fifteen days, and if at such rescheduled meeting a quorum is not present within thirty minutes of the time appointed for the meeting, the members present shall form a quorum.

c. A facilitator shall be appointed by the administration and strategy collective.

d. If the chosen facilitator is not present within five minutes after the time appointed for holding the meeting, or she or he is present but declines to take the position, the members may choose anyone at the meeting to take on the role of facilitator.

9.5 DECISION MAKING AT GENERAL MEETINGS

a. Decision making at any general meeting of the association shall be by the double 100% consensus model with provision for vote:

i) If after lengthy discussion consensus is blocked, then there shall be an adjournment of the meeting for at least thirty minutes

ii) Once the meeting is recommenced, both/all positions will be summarised and all participants given an opportunity to speak

iii) Consensus shall then be re-tested

iv) If consensus is not reached again, the meeting shall be rescheduled for not less than 48 hours and not more than 15 days, and steps i – iv will be repeated

v) If consensus is not reached again, a majority vote of 75% of people in the meeting is required to approve the decision.

b. While general meetings are open to all members and supporters, participation and voting is limited to members who have been members of the association for at least two months.

- c. A member can appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association.
- d. The administration and strategy collective has the discretion to invite an individual who is not a member of the association to speak to a general meeting.

9.6 AMENDMENTS TO THE CONSTITUTION

- a. Amendments to the constitution can only be made at the AGM.
- b. Any proposed amendment must be included as a published agenda item prior to the meeting (ie proposed amendments to the constitution will not be accepted directly from the floor of the meeting), and must be accompanied by an argument as to why the change is deemed necessary, what the implications of the change will be, and who is proposing the change.

10. MINUTES

- a. Proper minutes of all proceedings of general meetings of the association and of meetings of the administration and strategy collective, shall be entered within one month after the relevant meeting in an accessible place.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the administration and strategy collective (as relevant) at a subsequent meeting. They shall be approved by the consensus decision-making model outlined in section 9.5.
- c. The secretary of the association is responsible for ensuring minutes are recorded, kept, retrieved and presented as required.
- d. Where minutes are entered and confirmed 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.

11. 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
 - iii) a member and a collective of the association where such disputes affect the smooth running of 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.

12. FINANCIAL REPORTING

12.1 FINANCIAL YEAR

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

12.2 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.

12.3 ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS

The accounts, together with the administration and strategy collective's report, shall be laid before members at the annual general meeting.

12.4 APPOINTMENT OF AUDITOR

If gross receipts for the association, excluding members subscriptions, are in excess of \$200,000 in any financial year, an auditor shall be appointed by the administration and strategy collective to provide an audited financial statement of the accounts.

If gross receipts for the association, excluding members subscriptions, are expected to be in excess of \$200,000 in any current financial year, an auditor must be appointed by the administration and strategy collective for that year.

13. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the association shall be applied exclusively to the promotion of its aims and objectives 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.

15. APPLICATION OF SURPLUS ASSETS

If after the winding up of the association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to Friends of the Earth Australia and/or likeminded local environmental/social justice organisations. Such organisations shall be determined by the administration and strategy collective.

16. RULES

These rules shall be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescision or replacement by substitute rules.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.

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.

Annexure A

This is the annexure marked 'A' referred to in the statutory declaration of Kathryn Whitta made on the 12th day of September 2008 before me:

(Justice of the Peace signature).....