

CONSTITUTION

Environmental Health Australia (New South Wales) Incorporated

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1. NAME OF ASSOCIATION

The name of the incorporated association is Environmental Health Australia (New South Wales) Incorporated.

2. DEFINITIONS AND INTERPRETATION

2.1 In this Constitution:

Act means the Associations Incorporation Act 1984 (NSW).

Annual General Meeting means an annual general meeting of Members held in accordance with the Act.

Association means Environmental Health Australia (New South Wales) Incorporated.

Board means the board of management of the Association.

Board Meeting means a meeting of the Board.

Board Members means members of the Board from time to time.

Chairperson means in respect of the conduct or proceedings of any General Meeting the person presiding at that meeting.

Constitution means this constitution as amended from time to time.

Corporate Representative means a person appointed to represent a corporate Member under clause 6.1 from time to time.

Executive Officer means the person appointed executive officer of the Association by the Board from time to time.

Financial Year means the 12 months ending on 30 June each year.

General Meeting means an Annual General Meeting or a Special General Meeting.

Liabilities means liabilities, losses, damages, actions, causes of action, arbitrations, claims, orders, judgments, outgoings, costs and expenses.

Member means a member of the Association and **Membership** has a corresponding meaning.

Office Bearer means a person elected office bearer under clause 17.1 from time to time.

Officer means an officer of the Association within the meaning of the Act.

President means the person elected president under clause 17.1 from time to time.

Public Officer means the person appointed as public officer of the Association by the Board from time to time.

Returning Officer means a person appointed by the Board as returning officer for the election of Board Members under clause 16.2.

Secretary means the person elected as secretary of the Board under clause 17.1 from time to time.

Special General Meeting means a general meeting of Members other than an Annual General Meeting.

Special Resolution means a resolution of Members passed:

- (a) at a duly convened General Meeting of which at least 21 days' written notice specifying the intention to propose the resolution has been given to all Members; and
- (b) by a majority of not less than three quarters of the Members who being entitled to do so vote at such General Meeting (in person, by Corporate Representative or by proxy).

Treasurer means the person elected as treasurer of the Board under clause 17.1 from time to time.

Vice President means the person elected vice president under clause 17.1 from time to time.

2.2 In this Constitution, unless the context otherwise requires:

- 2.2.1 headings do not affect interpretation;
- 2.2.2 singular includes plural and plural includes singular;
- 2.2.3 words of one gender include any gender;
- 2.2.4 a reference to a person includes a partnership, corporation, association, government body and any other entity;
- 2.2.5 a reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it;
- 2.2.6 the meaning of general words is not limited by specific examples introduced by 'including', 'for example' or similar expressions.

3. OBJECTS AND PURPOSES

3.1 The objects of the Association are:

- 3.1.1 promoting excellence in environmental health practice;
- 3.1.2 developing and advancing the practices and policies of the environmental health profession;
- 3.1.3 co-ordinating and representing the views, concerns and interests of Members;
- 3.1.4 disseminating knowledge on environmental health to individuals, the community, governments and other organisations; and

- 3.1.5 advocating the objects and policies of the Association including developing membership of the Association.

- 3.2 The assets and income of the Association must be applied exclusively to the promotion of its objects and no portion may be paid or distributed directly or indirectly to the Members, except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

4. **POWERS**

The Association has, subject to the Act and other applicable laws:

- 4.1 the legal capacity and powers of an individual and all the powers of a body corporate;
- 4.2 the power to do all things necessary or convenient to be done for, or in connection with, the attainment of its objects and purposes.

5. **MEMBERSHIP**

- 5.1 Membership is open to members of the public who are eligible for membership in the following categories:

5.1.1 Life Fellow;

Life Fellow membership is the highest distinction awarded by Environmental Health Australia (New South Wales) Incorporated and is only achieved through peer nomination and Board endorsement. It recognises a distinguished and outstanding contribution to both the organisation and the profession of environmental health.

- A financial member of EHA for not less than ten (10) years
- A current Fellow for a minimum of one (1) year prior to submission of nomination
- Nominators are financial members of EHA, and at least one nominee shall be of Fellow or Life Fellow status
- The nomination includes supporting information consistent with the stated eligibility criteria.
- To possess a demonstrated advanced knowledge of environmental health in at least one (1) of its recognised fields; and
- In the opinion of the Board, to have made;
 - a substantial contribution to the activities of EHA extending over not less than five (5) years in total; and
 - a substantial and innovative contribution to the advancement of environmental health; and/or
 - a substantial and innovative contribution to professional environmental health practice, whether through his or her own work or by organising and developing the work of others.
 - A significant contribution to the development and advancement of EHA:

Such nomination shall be submitted to the Executive Officer and meeting of Directors, setting out the grounds upon which a Member is so nominated.

5.1.2 Fellow;

Member of the class of Associate Member or Member for a minimum period of ten (10) years, and holding the status of Member, considered to be worthy of the honour on account of his/her ability or special service to the organisation, or distinguished service in the promotion of the objects of Environmental Health.

Any two members in the class of Associate Member, Member, Fellow or Life Fellow may nominate a Member to be advanced to Fellow. Such nomination shall be submitted to the Executive Officer and meeting of Directors setting out the grounds upon which a Member is so nominated.

5.1.3 Honorary Fellow;

Any person not being a Member of Environmental Health Australia (New South Wales) Incorporated who is considered worthy of the honour on account of his/her ability or special service to the organisation or distinguished service in the promotion of the objects of Environmental Health.

Voting Rights: Nil

5.1.4 Member;

A person who has completed an undergraduate or postgraduate degree approved under the EHA Course Accreditation policy.

A person who has completed an undergraduate or postgraduate degree in an environmental or health related field.

Persons having membership of, or who had completed a qualification previously recognised by, Environmental Health Australia Ltd or its predecessor organisations as Associate Member or Member as at 31 December 1993, shall be deemed to hold qualifications equivalent to an undergraduate or postgraduate degree approved under the Association's Course Accreditation Policy and would satisfy the requirements of section 5.1.4.

5.1.5 Associate Member;

A person with a qualification other than those qualifications providing eligibility for Member Class.

5.1.6 Graduate Member;

Has completed a qualification as defined within the eligibility section of the Associate Member or Member class.

Has completed the above qualification within the past 12 months.

5.1.7 Student Member;

Must be undertaking an undergraduate or postgraduate degree accredited under the EHA National Accreditation Policy.

Must be undertaking an undergraduate or postgraduate degree in an environmental or health related field.

May only access student member class once.

Voting Rights: Nil

5.1.8 Corporate Member;

All corporate members must be able to demonstrate a contribution to environmental health policy or practice and undertake to promote the objects of EHA.

5.1.9 Temporary In-Active Member;

Has been a financial member for a minimum of 2 years within the class of an Associate Member, Member, Fellow, or Honorary Fellow.

5.1.10 Part-Time Member;

Has been a financial member for a minimum of 2 years within the class of an Associate Member, Member, Fellow, Life Fellow or Honorary Fellow.

5.1.11 Retired Member;

Has been a financial member for a minimum of 10 years within the class of an Associate Member, Member, Fellow, Life Fellow or Honorary Fellow.

Membership categories, eligibility, benefits and conditions outlined in the membership policy document are in accordance with criteria determined by the Board from time to time.

5.2 An application for Membership must:

5.2.1 be in writing and in the form determined by the Board;

5.2.2 specify the category of membership being applied for;

5.2.3 be accompanied by an initial fee of \$320 (pro-rata fees apply for membership applications during the financial year) or as determined by the Board; and

5.2.4 be given to the Executive Officer.

5.3 The Board determines whether an applicant may become a Member.

5.4 The Board is not required to give any reason for the rejection of an application for Membership.

5.5 If an application for Membership is accepted, the Association must:

5.5.1 give written notice of the acceptance to the applicant;

5.5.2 request payment of any amount owing for the initial fee and annual subscription fees under clause 7 (being a pro rata sum if so determined by the Board); and

5.5.3 upon payment of that amount, enter the applicant's name in the register of Members under clause 11.

5.6 If an application for Membership is rejected, the Association must:

5.6.1 give written notice of the rejection to the applicant; and

5.6.2 refund in full any fees paid by the applicant.

5.7 The initial Members upon incorporation of the Association are the members of the New South Wales/Australian Capital Territory branch of Environmental Health Australia Ltd. All of those initial Members are deemed to agree to be bound by this Constitution.

6. CORPORATE REPRESENTATIVES

6.1 A Corporate Member may appoint one individual (who need not be a Member) as Corporate Representative to represent it at a particular General Meeting or at all General Meetings.

6.2 A Corporate Member must appoint its Corporate Representative by a resolution of its board, and must provide a copy of its relevant minutes certified correct by its chairperson or secretary to the Executive Officer at least 48 hours before the commencement of the relevant General Meeting or resumed General Meeting.

6.3 A Corporate Representative is treated as a Member for all purposes until:

6.3.1 the corporate Member's board resolves to revoke the appointment and provides a copy of its relevant minutes to the Executive Officer at least 48 hours before the commencement of the relevant General Meeting or resumed General Meeting; or

6.3.2 the Chairperson believes on reasonable grounds that the corporate Member's board has resolved to revoke the appointment.

7. SUBSCRIPTIONS

7.1 The subscription fee for Membership is \$320 for the financial year or as determined by the Board from time to time.

7.2 The subscription fees for Membership are payable annually on 1 July or any other time determined by the Board from time to time.

7.3 Any Member whose subscription is outstanding for more than three months after the due date ceases to be a Member. However the Board may reinstate such a person's Membership on any terms it thinks fit.

8. RESIGNATION

8.1 A Member may resign from Membership by giving written notice to the Executive Officer.

8.2 A resigning Member is liable for any outstanding subscriptions. The Association may recover them as a debt due to the Association.

9. LIABILITY OF MEMBERS

The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association of 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 clause 5 and 7.

10. EXPULSION OF A MEMBER

- 10.1 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 misconduct detrimental to the interests of the Association.
- 10.2 Particulars of the charge must be communicated to the Member at least one calendar month before the Board Meeting at which the matter will be determined.
- 10.3 The Board must communicate its determination to the Member. In the event of an adverse determination, subject to clause 10.4, Membership ceases 14 days after the Board does so.
- 10.4 The Member may appeal to the Association in General Meeting against the expulsion. The Member must communicate to the Executive Officer the intention to appeal within 14 days after the Board communicates its determination to the Member.
- 10.5 In the event of an appeal against the expulsion:
 - 10.5.1 the Member must be given an opportunity to put their case to the General Meeting by giving the Executive Officer a written statement for circulation to the Members (providing that the statement is under 1,000 words and in the opinion of the Executive Officer is not defamatory) and/or speaking to the motion at the meeting;
 - 10.5.2 the appellant's Membership is terminated only if the General Meeting upholds the determination of the Board, and in that event, Membership is terminated at the date of the General Meeting.

11. DISPUTES AND MEDIATION

- 11.1 The grievance procedure set out in this rule applies to disputes under these Rules between:
 - 11.1.1 a Member and another Member; or
 - 11.1.2 a Member and the Association.
- 11.2 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.
- 11.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 11.4 The mediator must be:
 - 11.4.1 a person chosen by agreement between the parties; or
 - 11.4.2 in the absence of agreement:

- 11.4.2.1 in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - 11.4.2.2 in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by a community justice centre for mediation in accordance with the Community Justice Centres Act 1983 (NSW).
- 11.5 A Member of the Association can be a mediator.
- 11.6 The mediator cannot be a Member who is a party to the dispute.
- 11.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 11.8 The mediator, in conducting the mediation, must:
- 11.8.1 give the parties to the mediation process every opportunity to be heard; and
 - 11.8.2 allow due consideration by all parties of any written statement submitted by any party; and
 - 11.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 11.9 The mediator must not determine the dispute.
- 11.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

12. REGISTER OF MEMBERS

- 12.1 The Association must at all times keep an up to date register of its Members listing in relation to each Member at least:
- 12.1.1 the Member's name and address; and
 - 12.1.2 the date on which the Member's name is entered in the register.
- 12.2 The register of Members must also show:
- 12.2.1 the name and details of each person who ceased being a Member within the last two years; and
 - 12.2.2 the date on which the person ceased being a Member.
- 12.3 It is the responsibility of the Executive Officer to maintain or cause to be maintained the register of Members in accordance with this clause.

13. FUNCTIONS AND POWERS OF BOARD

- 13.1 The affairs of the Association are governed exclusively by the Board. In addition to the powers and authorities conferred by this Constitution, the Board may exercise all powers and do all things that are within the objects of the Association, and are not by the Act or by this Constitution, required to be done by the Association in General Meeting.
- 13.2 The Board may appoint a patron or patrons.
- 13.3 The Board may delegate any of its powers, authorities and discretions to any officer or employee or committee of the Association. A delegation must be in writing. A delegation does not derogate from the powers of the Board to act in any matter.
- 13.4 The Board may revoke, modify or vary any such delegation.
- 13.5 The Board may determine the manner in which its meetings and its business and proceedings are conducted and regulated.
- 13.6 The Board may interpret this Constitution and determine any matter relating to the affairs of the Association on which this Constitution is silent.

14. COMPOSITION OF BOARD

- 14.1 The Board comprises a minimum of six and a maximum of 12 Board Members.
- 14.2 Notwithstanding clause 14.1, while the number of Board Members is below the minimum, the Board may still convene Board Meetings and pass resolutions to:
 - 14.2.1 appoint additional Board Members;
 - 14.2.2 convene a Special General Meeting;but for no other purpose.
- 14.3 A person may be appointed or elected a Board Member only if such person:
 - 14.3.1 is an individual over 18 years of age and otherwise qualified to hold office in accordance with the Act;
 - 14.3.2 has been a Member or a Corporate Representative for a continuous period of at least two years immediately prior to the appointment or election, or since incorporation of the Association, whichever is shorter; and
 - 14.3.3 has consented in writing to being a Board Member.
- 14.4 The first Board comprises the persons listed in Schedule 1. Subject to clause 14.7, those Board Members hold office until the conclusion of the second Annual General Meeting after incorporation at which time half of them, determined by lot, must retire from office.
- 14.5 Subject to clause 14.7, at the conclusion of each subsequent Annual General Meeting, half of the Board Members must retire from office.

- 14.6 The Board Members to retire under clause 14.5 are those who have been longest in office since their last election, and as between persons who became Board Members on the same day, are determined by lot (unless otherwise agreed amongst themselves).
- 14.7 If at the time of the retirement of any Board Members under clause 14.4 or 14.5 the number of Board Members is not a multiple of two, then the number of Board Members to retire is rounded down to the nearest multiple of two.
- 14.8 A Board Member retiring under clause 14.4 or 14.5 is eligible for election under clause 16.

15. **BOARD VACANCIES**

- 15.1 The office of a Board Member becomes vacant if the Board Member:
 - 15.1.1 reaches the end of their term of office;
 - 15.1.2 dies or becomes a person whose estate is liable to be dealt with in any way under laws relating to mental health;
 - 15.1.3 becomes disqualified from holding office under the Act;
 - 15.1.4 ceases to be a Member or a Corporate Representative of a Member;
 - 15.1.5 resigns from office by notice in writing to the Chairperson or Executive Officer; or
 - 15.1.6 is absent from three consecutive Board Meetings without the leave of the Board.
- 15.2 Subject to clause 14.3, the Board may appoint a person to fill a casual vacancy on the Board. A Board Member so appointed holds office until the conclusion of the next Annual General Meeting.
- 15.3 A Board Member retiring under clause 15.2 is eligible for election under clause 16.

16. **ELECTION OF BOARD MEMBERS**

- 16.1 Subject to clause 14.1, at each Annual General Meeting, the Association may elect Board Members.
- 16.2 The Board must appoint a returning officer in respect of each election of Board Members under this clause.
- 16.3 A candidate is eligible for election to the Board at an Annual General Meeting only if the candidate is:
 - 16.3.1 a retiring Board Member; or
 - 16.3.2 nominated by two Members (**proposers**). The nomination must:
 - 16.3.2.1 be in the form approved by the Board;
 - 16.3.2.2 be signed by the two proposers;

- 16.3.2.3 state that the candidate is willing to stand for election to the Board and be signed by the candidate; and
 - 16.3.2.4 be provided to the Executive Officer.
- 16.4 The Association must give Members notice calling for Members to nominate candidates for election to the Board not less than 56 days before the Annual General Meeting.
- 16.5 Nominations for election to the Board close 35 days before the Annual General Meeting.
- 16.6 A retiring Board Member is deemed to nominate for re-election unless they advise the Returning Officer to the contrary in writing before nominations close.
- 16.7 The Returning Officer must scrutinise nominations immediately upon receipt and reject a nomination where it appears to the Returning Officer that the candidate is not eligible for appointment to the Board under clause 14.3. Upon rejecting a nomination, the Returning Officer must notify the candidate, the candidate's proposers and the Board.
- 16.8 If the number of candidates for election to the Board is equal to or less than the maximum number of positions which could be filled:
 - 16.8.1 the Annual General Meeting may appoint one or more candidates as a Board Member by passing separate resolutions at the Annual General Meeting;
 - 16.8.2 the election process set out in clauses 16.9 to 16.12 is discontinued; and
 - 16.8.3 the Association must include on or with the notice of the Annual General Meeting a notice:
 - 16.8.3.1 stating that the election process is discontinued;
 - 16.8.3.2 setting out the name of each candidate;
 - 16.8.3.3 stating that the Annual General Meeting will vote on the appointment of each candidate as a Board Member by separate ordinary resolutions.
- 16.9 Unless clause 16.8 applies, the election of Board Members is held by ballot prior to the Annual General Meeting and the Returning Officer must:
 - 16.9.1 prepare ballot papers for the election;
 - 16.9.2 determine the order in which candidates appear on the ballot paper;
 - 16.9.3 ensure some authenticating mark appears on each ballot paper;
 - 16.9.4 ensure that a ballot paper is enclosed with the notice of the Annual General Meeting sent to all Members.
- 16.10 The ballot closes seven days before the Annual General Meeting.

- 16.11 The Returning Officer is responsible for the conduct of the ballot in accordance with this clause and any requirements determined by the Board from time to time.
- 16.12 The Chairperson must announce the results of the ballot at the Annual General Meeting.

17. ELECTION OF OFFICE BEARERS

- 17.1 At the Board Meeting after each Annual General Meeting the Board Members must appoint a president, vice president, secretary and treasurer from among their number. Subject to this Constitution, those Office Bearers hold office until the conclusion of the election of Office Bearers at the first Board Meeting after the next Annual General Meeting.
- 17.2 A retiring Office Bearer is eligible for re-election.
- 17.3 Nominations for office of an Office Bearer are made in the manner determined by the Board.
- 17.4 If there is only one nomination for the office of an Office Bearer, the nominee stands elected to such office.
- 17.5 If there is more than one nomination for the office of an Office Bearer, then there must be an election for such office conducted by secret ballot.
- 17.6 The office of any Office Bearer becomes vacant if the Office Bearer:
 - 17.6.1 reaches the end of their term of such office;
 - 17.6.2 resigns from such office by notice in writing to the Board or Executive Officer;
 - 17.6.3 is removed from such office by resolution of the Board; or
 - 17.6.4 ceases to be a Board Member.
- 17.7 Should a vacancy occur in the office of any Office Bearer, the Board must promptly fill such vacancy by appointment from among their number.

18. PROCEEDINGS OF BOARD

18.1 Ordinary meetings

The Board must meet at least six times a year or more often as required at a time, date and place fixed by the President from time to time.

18.2 Notice

Except in the case of an emergency, at least seven days' notice of all Board Meetings must be given to all Board Members and such notice may be given verbally, by letter, by facsimile, or telephone or by any other means consented to by all the Board Members. The consent may be a standing one and can only be withdrawn by a Board Member on seven days' notice.

18.3 **Quorum**

The presence of more than half the Board Members constitutes a quorum at a Board Meeting and no business may be transacted unless a quorum is present.

18.4 **Voting**

All matters before the Board for decision at any Board Meeting must be decided by a majority of votes of the Board Members present. Subject to this Constitution, each Board Member present at a Board Meeting is entitled to one vote only except for the Board Member chairing the Board Meeting who has a deliberative, and in case of equality of voting, a casting vote.

18.5 **Special meetings**

Special Board Meetings may be convened by the President, or by direction of the President, or at the requisition in writing of two or more Board Members.

18.6 **Chairing of meetings**

18.6.1 Subject to clauses 18.6.2 and 18.6.3, the President must preside at all Board Meetings.

18.6.2 If the President is absent or is unable or unwilling to preside at any Board Meeting, the Vice President must preside at that Board Meeting.

18.6.3 If the President and the Vice President are absent or are unable or unwilling to preside at any Board Meeting, the Board must appoint any other Board Member present to preside at that Board Meeting.

18.7 **Attendance other than Board Members**

The Executive Officer is entitled to attend all Board Meetings unless the Board resolves otherwise, and the resolution is recorded in the minutes of the Board Meeting. Others may attend Board Meetings with the approval of the Board, and the resolution is recorded in the minutes of the Board Meeting.

18.8 **Meetings using technology**

18.8.1 A Board Meeting may be held with one or more of the Board Members taking part by telephone or video link. Such Board Members are regarded as present at the Board Meeting if such Board Members are able to hear the proceedings of the entire Board Meeting and to be heard by all others attending the Board Meeting.

18.8.2 Without limiting clause 18.8.1, a Board Meeting may be called or held using any technology consented to by all Board Members. The consent may be a standing one and can only be withdrawn by a Board Member on seven days' notice.

18.8.3 A Board Meeting conducted in accordance with clauses 18.8.1 or 18.8.2 is deemed to be held at a place determined by the Board Members, provided that at least one of the Board Members present at the Board Meeting was at such place for the duration of that Board Meeting.

18.9 Circulating resolutions

- 18.9.1 The Board Members may pass a resolution without a Board Meeting being held if all the Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 18.9.2 Separate copies of a document may be used for signing if the wording of the resolution and statement is identical in each copy.
- 18.9.3 The resolution is passed when the last Board Member signs.

18.10 Pecuniary interests

- 18.10.1 A Board Member who has a direct or indirect pecuniary interest in a contract or proposed contract with the Association, or in any other matter which is before the Board for discussion, must, as soon as the Board Member becomes aware of the interest, disclose to the Board the nature and extent of the interest.
- 18.10.2 Where a Board Member has a direct or indirect pecuniary interest in a contract or proposed contract with the Association, or in any other matter which is before the Board for discussion, that Board Member must not vote with respect to that contract or matter but may, subject to that Board Member complying with clause 18.10.1, take part in the deliberations or discussions of the Board with respect to that contract or matter.
- 18.10.3 Clauses 18.10.1 and 18.10.2 do not apply in respect of any pecuniary interests that exist only by virtue of the fact that the Board Member is a member of a class of persons for whose benefit the Association is established.

19. BOARD HONORARIUM AND EXPENSES

- 19.1 The Association may pay the Board Members a maximum total honorarium for Board Members determined by the General Meeting.
- 19.2 The Board may determine the allocation of the total honorarium among the Board Members. If the Board does not determine the allocation, the total amount of the honorarium must be allocated equally among the Board Members.
- 19.3 In addition to any honorarium, the Association may also pay any extraordinary travelling and other expenses Board Members properly incur:
 - 19.3.1 in attending Board Meetings or meetings of any committee of the Board;
 - 19.3.2 in attending any General Meeting; and
 - 19.3.3 otherwise in connection with the business of the Association.

20. CONVENING GENERAL MEETINGS

- 20.1 The Board may call a Special General Meeting at any time, and must call an Annual General Meeting in accordance with the Act.
- 20.2 The first Annual General Meeting must be held within 18 months after the incorporation of the Association, and thereafter within five months after the end of each Financial Year.
- 20.3 Within one month of the receipt of a requisition in writing of not less than 10% of the number of Members, the Board must convene a Special General Meeting for the purpose specified in the requisition.
- 20.4 Every requisition for a Special General Meeting must be signed by the Members making it and must state the purpose of the meeting.
- 20.5 If the Board does not convene the Special General Meeting as required by this clause, the requisitionists may convene it. It must be convened in the same manner as a meeting convened by the Board, and for this purpose the Board must 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 must be borne by the Association.

21. NOTICE OF GENERAL MEETINGS

- 21.1 At least 21 days' notice of each General Meeting must be given to Members. The notice must 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.
- 21.2 For an Annual General Meeting, the order of business is the consideration of the accounts and reports of the Board and the auditors, the appointment of auditors, the election of Board Members (if required), and any other business requiring consideration by the Association in General Meeting.
- 21.3 The Association may give notice of General Meeting to a Member by serving the Member with the notice personally, or by sending it by post to the address of the Member appearing in the register of Members.
- 21.4 Where a notice is sent by post, service of the notice is deemed to be effected if it is properly addressed and posted to the Member by ordinary prepaid mail. It is deemed to be received two business days after posting, if posted to and from a place within Australia.
- 21.5 The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice, does not invalidate the proceedings of the meeting.

22. QUORUM AT GENERAL MEETINGS

- 22.1 No business may be transacted at a General Meeting unless a quorum is present.
- 22.2 The quorum for a General Meeting is 10 Members present in person or by Corporate Representative or proxy.

- 22.3 If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
- 22.3.1 if the meeting was convened upon the requisition of Members, it is dissolved;
- 22.3.2 in any other case, it is adjourned to the following day at the same time and place or to any other day time and place determined by the Chairperson in consultation with the Executive Officer. If a quorum is not present within 30 minutes after the time appointed for the resumed meeting, the meeting is dissolved.

23. CHAIRPERSON TO PRESIDE AT GENERAL MEETINGS

- 23.1 Subject to clause 23.2 the President must preside at all General Meetings.
- 23.2 If the President is not present within 10 minutes after the time appointed for the General Meeting or is unable or unwilling to preside at the meeting, the following may preside at the meeting (in order of precedence): the Vice President, a Board Member chosen by a majority of the Board Members present, the only Board Member present, a Member chosen by a majority of the Members present in person or by Corporate Representative or proxy.
- 23.3 The Chairperson:
- 23.3.1 has charge of the general conduct of the General Meeting and of the procedures to be adopted at the meeting;
- 23.3.2 may determine any dispute about the admission or rejection of a vote (including a vote recorded in a form of proxy);
- 23.3.3 may require the adoption of any procedure which is in the Chairperson's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the meeting; and
- 23.3.4 may terminate discussion or debate on any matter whenever the Chairperson considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the Chairperson under this clause is final.

24. ADJOURNMENTS

- 24.1 The Chairperson may adjourn a General Meeting to any place, date and time.
- 24.2 The Chairperson must adjourn a General Meeting if a majority of Members present at the meeting agree or direct the Chairperson to do so. The Chairperson may adjourn the meeting to any place, date and time.
- 24.3 If the meeting is adjourned for more than one month, notice of the resumed meeting must be given as for the original meeting.
- 24.4 Only unfinished business may be transacted at a resumed meeting.

25. PROXIES AT GENERAL MEETINGS

- 25.1 A Member may appoint a proxy to vote in place of the Member at a General Meeting.
- 25.2 An appointment of a proxy is valid if:
 - 25.2.1 it is in the form set out in Schedule 2 or any other form determined by the Board;
 - 25.2.2 it is signed by the Member making the appointment;
 - 25.2.3 it contains the Member's name and address, the proxy's name or the name of the office held by the proxy, and the General Meetings at which the appointment may be used; and
 - 25.2.4 it is provided to the Executive Officer at least 48 hours before the commencement of the meeting or resumed meeting.
- 25.3 An appointment of a proxy may be a standing one.
- 25.4 An undated appointment of a proxy is to be taken to have been dated on the day it is given to the Executive Officer.
- 25.5 A later appointment of a proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.
- 25.6 Except to the extent that the appointment of a proxy expressly limits the exercise by the proxy of the power to vote at a General Meeting, a proxy has the same rights to attend, vote and otherwise act at the meeting as a Member attending the meeting in person, including the right to demand or join in demanding a poll and to vote on a show of hands or a poll.
- 25.7 An appointment of a proxy may specify the way the proxy is to vote on a particular resolution. In that event:
 - 25.7.1 the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
 - 25.7.2 if the proxy is the Chairperson, the proxy must vote on a poll, and must vote that way; and
 - 25.7.3 if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.
- 25.8 If a proxy is also a Member, this clause does not affect the way that the person can cast any voting rights that person has as a Member.

26. IDENTITY OF REPRESENTATIVES AND PROXIES

The Chairperson may require a person to establish to the satisfaction of a General Meeting that the person is the Corporate Representative or proxy of a Member for that meeting. If unable to do so, the person may be excluded from the meeting or from voting either upon a show of hands or upon a poll.

27. VOTING AT GENERAL MEETINGS

- 27.1 Subject to clause 27.2:
 - 27.1.1 only Members, their Corporate Representatives (in the case of a Member that is a body corporate), or their properly appointed proxies, may vote at General Meetings;
 - 27.1.2 at a General Meeting, each Member has one vote in relation to each resolution.
- 27.2 In the event that there is an equality of votes in relation to any proposed resolution, the Chairperson has a deciding vote in addition to any vote that the Chairperson may also have as a Member, a Corporate Representative or proxy of a Member.
- 27.3 A challenge to the right of a person to vote at a General Meeting may only be raised at the meeting and must be determined by the Chairperson, whose decision is final.
- 27.4 At any General Meeting, each resolution must be decided on a show of hands unless a poll is demanded in accordance with this clause.
- 27.5 Before the first vote on any resolution is taken, the Chairperson must inform the General Meeting whether proxy appointments have been received and if so how the proxy votes are to be cast.
- 27.6 On a show of hands, a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the Chairperson nor the minutes need to state the number or proportion of the votes recorded in favour of or against the resolution.
- 27.7 A poll (by either public vote or secret ballot) may be demanded in relation to any proposed resolution by:
 - 27.7.1 the Chairperson;
 - 27.7.2 not less than five Members entitled to vote on the resolution.
- 27.8 A poll may only be demanded:
 - 27.8.1 before a vote is taken; or
 - 27.8.2 before the voting results on a show of hands are declared; or
 - 27.8.3 immediately after the voting result on a show of hands is declared.
- 27.9 A demand for a poll may be withdrawn.
- 27.10 A poll demanded on a matter other than the election of a Chairperson or the question of an adjournment at a General Meeting must be taken when and how the Chairperson directs. A poll on the election of a Chairperson or the question of an adjournment at a General Meeting must be taken immediately.

- 27.11 A demand for a poll does not prevent the General Meeting dealing with other business.

28. CONDUCT AT GENERAL MEETINGS

The Chairperson may refuse admission to a General Meeting to a person, or require a person to leave a General Meeting and not return, if:

- 28.1 the person refuses to permit examination of an article in the person's possession;
- 28.2 the person is in possession of an article (including an electronic or recording device, placard or banner) which the Chairperson considers to be dangerous, offensive or liable to cause disruption; or
- 28.3 the Chairperson otherwise considers the person is causing or may cause undue disruption or interference with the efficient and proper conduct of the meeting.

29. MINUTES

- 29.1 The Association must cause minutes of all proceedings of General Meetings and of Board Meetings to be entered within one month after the relevant meeting in books kept for that purpose.
- 29.2 The Association must cause those minutes to be:
 - 29.2.1 confirmed by the Members or Board Members present at a subsequent meeting;
 - 29.2.2 signed by the person chairing the meeting at which the proceedings took place or by the person chairing the meeting at which the minutes are confirmed.
- 29.3 A minute that is so entered, confirmed and signed is, in the absence of proof to the contrary, to be accepted as proof of the proceedings to which the minute relates.
- 29.4 Where minutes have been so entered, confirmed and signed, it is to be taken, in the absence of proof to the contrary, that:
 - 29.4.1 the meeting to which the minutes relate was held; and
 - 29.4.2 the proceedings that are recorded in the minutes occurred; and
 - 29.4.3 all appointments of Officers or auditors that are recorded in the minutes were validly made.

30. COMMITTEES

- 30.1 The Board may from time to time appoint, from the Members or the Board Members, such committees as it thinks necessary and may delegate or refer to them such of the powers and the duties of the Board as the Board determines.
- 30.2 The Board may nominate a Board Member as chairperson of a committee appointed under clause 30.1 as it thinks fit.

30.3 Each committee must report its proceedings to the Board and must conduct its business in accordance with any rules and or directions of the Board.

30.4 The existence of or delegation to a committee does not derogate from the powers of the Board to act in any matter.

31. VALIDATION OF ACTS

The acts of the Board, a committee, an Officer or delegate of the Association are valid even if it is subsequently discovered that there was a defect in an appointment or any of them was disqualified.

32. PUBLIC OFFICER

The Public Officer will be determined by the Board.

33. FINANCE

33.1 The funds of the Association will be derived from initial fees, subscription fees, donations and from such other sources the Board determines.

33.2 All money received for the benefit of the Association is the property of the Association and must be deposited to the credit of the Association at a bank nominated from time to time by the Board.

33.3 Debts incurred by the Association in the ordinary course of business must be paid by cheque, credit card or electronic funds transfer authorised by any persons appointed by the Board.

33.4 Proper books, documents, securities and accounts of the Association must be kept in his or her custody or under his or her custody by the Executive Officer or other employee of the Association appointed by the Board.

34. INSPECTION OF BOOKS

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

35. SEAL AND SEAL HOLDERS

35.1 The Board must provide for the safe custody of the seal of the Association.

35.2 The seal may only be used by the authority of the Board. Every instrument to which the seal is affixed must be signed by two seal holders in whose presence the seal is affixed.

35.3 A register listing the documents to which the seal has been affixed must be maintained.

35.4 The seal holders mean those of them the Executive Officer and the Board Members determined by the Board from time to time.

36. AMENDMENT OF CONSTITUTION

This Constitution or the statement of objects may be amended, repealed or replaced by Special Resolution.

37. WINDING UP

- 37.1 The Association may be wound up by Special Resolution in accordance with the Act.
- 37.2 If, upon dissolution of the Association, there remains, after the satisfaction of its debts and liabilities any money or any property whatsoever, the remaining money and property must be transferred to a fund, authority or institution determined by the General Meeting:
 - 37.2.1 which has objects similar to those of the Association; and
 - 37.2.2 whose rules prohibit the distribution of its income among its Members.

38. INDEMNITY

- 38.1 Subject to the Act, every person who is or has been an Officer must be indemnified out of the property of the Association against any Liabilities incurred in connection with that person's position as an Officer except a Liability:
 - 38.1.1 owed to the Association; or
 - 38.1.2 that did not arise out of conduct in good faith; or
 - 38.1.3 for legal costs in defending or resisting proceedings in which the person is found by a court to have a Liability for which the person cannot be indemnified under any of the foregoing provisions of this clause; or
 - 38.1.4 for legal costs in defending or resisting criminal proceedings in which the person is found guilty.
- 38.2 For the purposes of clause 38.1:
 - 38.2.1 **legal costs** means legal costs on a solicitor and own client basis; and
 - 38.2.2 **proceedings** means any initial legal proceeding and any appeal proceeding.
- 38.3 The Association need not indemnify a person under clause 38.1 in respect of a Liability to the extent that the person is entitled to an indemnity in respect of that Liability under a contract of insurance.
- 38.4 Where a person seeks to rely on the indemnity contained in clause 38.1, that person must:
 - 38.4.1 immediately notify the Association of any claim which gives rise to or could give rise to a Liability of the Association to that person under the indemnity;
 - 38.4.2 permit the Association to conduct any negotiations and proceedings in respect of the claim in the name of the person and to have the sole arrangement and the control of such negotiations or proceedings and to settle or compromise the claim or make any admission or payment in relation thereto;

- 38.4.3 not make any admission without the prior written consent of the Association;
- 38.4.4 promptly render all reasonable assurance and co-operation to the Association as requested by the Association.
- 38.5 The Association must make available for inspection by any person who is or has been an Officer the books and records of the Association at all reasonable times for the purposes of any proceedings in connection with that person's position as an Officer:
 - 38.5.1 to which the person is a party; or
 - 38.5.2 that the person proposes in good faith to bring; or
 - 38.5.3 that the person has reason to believe will be brought against the person.
- 38.6 The obligations of the Association in respect of any person who is or has been an Officer under clause 38.5 cease on the expiry of seven years after that person ceases to be an Officer.

39. **INSURANCE**

- 39.1 Subject to the Act, the Association must maintain at its cost a policy of insurance (**Policy**) with a reputable Australian insurer insuring every person who is or has been an Officer against any Liabilities incurred by that person in connection with that person's position as an Officer except a Liability of the kind referred to in clauses 38.1.1 to 38.1.4.
- 39.2 The Policy must provide for an insurance payout to the person of at least \$5,000,000.00 per claim.
- 39.3 The Association must not by any act or omission render the Policy void or voidable or otherwise vitiate the Policy.
- 39.4 The Association must promptly upon request by each person who is or has been an Officer, produce to him or her, a copy of the insurance policy or any certificates of insurance or other reasonable documentary evidence of the currency of the Policy maintained in accordance with this clause.
- 39.5 The obligations of the Association in respect of any person who is or has been an Officer of the Association under this clause ceases on the expiry of seven years after that person ceases to be an Officer.

Schedule 1 – Initial Board Members

Shannon McKiernan

Brian Jones

Ian Goldthorpe

Paul Reynolds

Jeffrey Lee

Greg Whiteley

Yvonne Menere

Mark Nolan

Rosemary Nicholson

Schedule 2 - Proxy

ENVIRONMENTAL HEALTH AUSTRALIA (NEW SOUTH WALES) INCORPORATED

PROXY

I
Name of Member

of
Address

being a Member of the Association

appoint
Name of proxy or office held

or if no person is named, the chairperson of the meeting, as my proxy to vote on my behalf:

- ☐ at the General Meeting of the Association to be held at [date] and [time] and at any adjournment of that meeting;
- ☐ all General Meetings until revoked.

Direction to proxy

If you want to direct your proxy how to vote, mark one box only for each resolution. If you do not want to direct your proxy how to vote, do not mark any box for the resolution. If you wish not to vote on a particular resolution, mark the 'Abstain' box.

I direct my proxy to vote as follows:

| Resolutions Descriptions | For | Against | Abstain |
|-----------------------------|-----|---------|---------|
|-----------------------------|-----|---------|---------|

Date

If Member is an individual

Signed by in the
presence of:

.....
Signature of witness

.....
Signature of Member

.....
Name of witness (print)

If Member is a company

Executed by
pursuant to section 127 of the
Corporations Act 2001

.....
Signature of Director

.....
Signature of Director/Company Secretary
(Please delete as applicable)

.....
Name of Director (print)
or

.....
Name of Director/Company Secretary (print)

.....
Signature of Sole Director and Sole Company Secretary

.....
Name of Sole Director and Sole Company Secretary (print)

If Member is an incorporated association

The common seal of)
was affixed in accordance with its)
Constitution and by the authority of its)
Board/ Committee:)

.....
Witness

.....
Witness