



The Constitution

under the Associations Incorporation Act 2009
and the Associations Incorporation Regulation 2016
of

Treading Lightly Incorporated

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Part 1 - Preliminary

1. Definitions

In this Constitution:

Member means an individual who has applied, been accepted, and pays an annual fee to become a participant in the activities of the Association.

Office-bearer means a Member who has been elected or appointed to hold one of the offices of President, Vice President, Treasurer or Secretary.

Secretary means:

- (i) the person elected or appointed to the office of Secretary of the Association, or
- (ii) if no person holds that office—the Public Officer of the Association.

Committee means the body of Members elected or appointed to manage the affairs of the Association.

Committee Member means a Member who has been elected or appointed to the managing Committee of the Association, and includes the Office-bearers.

Sub-committee means a group of Members, including at least one Committee Member, convened to address a particular area of interest of the Association.

Committee Meeting means a meeting of the Committee Members.

General Meeting means a meeting of the whole membership of the Association.

Special General Meeting means a meeting convened to address a particular issue.

Annual General Meeting means the yearly meeting convened to report on the activities and financial situation of the Association in the past financial year.

Public Officer means the individual (not necessarily a Member of the Committee) who takes responsibility for holding all the Association's records and ensuring that Fair Trading is fully informed of the activities of the Association.

The Act means the Associations Incorporation Act 2009.

The Regulation means the Associations Incorporation Regulation 2016.

2. Name

The name of the Association is Treading Lightly Incorporated (the 'Association').

3. Objects

The Objects of Treading Lightly Inc. are:

(a) To bring people & organisations together to care about the environment and wellbeing of our communities by organising and promoting events and activities that inspire, educate and encourage resilience, real solutions and long-lasting sustainable living in our communities and for the planet.

(b) To provide a hub for community initiatives that encourage positive change for the environment, working together with individuals, local businesses, other community groups, schools, charities and both Governments and non-Governmental organisations towards an inclusive place of collaboration, belonging and identity.

Part 2 - Membership

1. Membership General

(a) Membership is open to all individuals who accept the objects and rules of the Association.

(b) Individuals wishing to become Members shall fill in and submit the membership application and pay the appropriate fees. Once fees have been received, Members will be recorded on a Membership Register.

(c) The renewal date for membership shall be one calendar year from the date when a Member joins, and annually thereafter on the same date.

(d) A register of Members shall be kept by the Secretary of the Association in electronic form showing at a minimum the name, contact details, fees paid and date of commencement of membership for each Member together with any other information deemed relevant to effectively manage the membership records. Provision for noting the date of cessation of membership shall also be contained in the register.

(e) Membership shall cease upon resignation, death, expulsion, or failure to pay outstanding membership fees within two months of the due date.

(f) In the event membership ceases for whatever reason, membership fees are non-refundable.

(g) Membership entitlements are not transferable.

2. Members' Liabilities

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, of unpaid membership fees.

3. Resolution of Disputes

In the event of a dispute arising between Members (in their capacity as Members), or between a Member and the Association, or a Member and the Committee, the following procedure shall apply:

1. Each side involved in the dispute shall nominate a representative who is not directly involved in the dispute. Those representatives shall then attempt to settle the dispute by negotiation.
2. Should the nominated representatives be unable to settle the dispute within 14 days (or whatever other period they may agree upon) the dispute shall be

referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.

3. If the dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute shall be referred to arbitration.
4. The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

4. Disciplining of Members and Right of Appeal

(a) A Member may be expelled from membership of the Association (or otherwise disciplined) if, in the opinion of the Committee, after affording the Member the opportunity to explain his/her conduct and taking these explanations into consideration, the conduct is regarded as being detrimental to the interests of the Association and its Members.

(b) The Committee may refuse to deal with a complaint brought by another Member if it considers the complaint to be trivial or vexatious in nature.

(c) If a decision is taken to expel a Member, written notice shall be provided to the Member within 7 days after the action is taken outlining the reasons for having taken the action.

(d) A Member who wishes to appeal against a decision to expel or otherwise discipline her/him may do so by notifying the Secretary in writing within 7 days of receiving written notice of the action taken that s/he wishes the decision to be reviewed at a General Meeting of the Association.

(e) If the Member exercises the Right of Appeal, the Committee shall convene a General Meeting of the Association within 28 days of receiving the notice of appeal.

(f) The appeal shall be determined by a secret ballot of Members who are entitled to vote at the General Meeting at which the appeal is being considered. Those Members may, by simple majority, allow or dismiss the appeal.

Part 3 - Committees and Committee Meetings

1. The Committee

(a) The affairs of the Association shall be controlled and managed by a Committee comprising the Office-bearers of the Association and any other Committee Members appointed or elected under this Constitution. The Committee has the power to perform all acts that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association. The Committee shall act in accordance with the Act, this Constitution and any resolution passed by a General Meeting of the Association which complies with the Constitution. The Association shall ensure that elected Office-bearers and other Committee Members are made aware of Sections 67 to 69 in Division 4 of the *Associations Incorporation Act 2009*, 'Offences relating to incurring of debts or fraudulent conduct'.

(b) The Association shall not operate without an elected or appointed President, Secretary and Treasurer. The Public Officer shall fill the role of Secretary if no person holds that office. Filling the position of Vice President shall be optional.

The Office-bearer positions of the Association are as follows.

- (i) President
- (ii) Vice President
- (iii) Secretary
- (iv) Treasurer

(c) There shall be not less than 5 and not more than 13 Committee Members inclusive of Office-bearers.

(d) A Committee Member may hold up to two offices simultaneously (other than the office of President).

(e) The Committee Members shall be elected at each Annual General Meeting and must be fully paid-up Members of the Association.

(f) Nomination of Members for Committee positions shall be made in writing following the convening of an Annual General Meeting preferably at least seven days prior to but up to one hour before the time fixed for the Annual General Meeting. To be eligible for consideration a nomination shall be endorsed by at least two fully-paid-up Members of the Association.

(g) If the number of nominations received is equal to or less than that required to fill all vacancies, the candidates nominated are taken to be elected and any vacant positions are taken to be casual vacancies. If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held at the Annual General Meeting in a manner determined by the outgoing Committee.

(h) At a Committee Meeting immediately following the Annual General Meeting

the newly appointed Committee shall nominate Committee Members for Office-bearer positions and leadership roles. Nominations shall be made in writing. If the number of nominations received is the number required to fill all vacancies, the candidates nominated are taken to be elected. If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held in a manner determined by the Committee.

(i) Office-bearers shall hold office for a minimum of 2 and a maximum of 6 consecutive years. There is no maximum number of consecutive years for which a Committee Member may hold office.

(j) Each Committee Member shall hold office from the date of their election (or appointment, in the case of a casual vacancy) until at least the next Annual General Meeting.

(k) Committee Members shall attend all Committee Meetings or present their apologies in advance if unable to attend. See 1(n) below: a Member will cease to be a Committee Member if absent from three successive Committee Meetings without the approval of the Committee.

(l) If a casual vacancy occurs in the membership of the Committee, the Committee may appoint a Member of the Association to fill the vacancy, and the Member so appointed shall hold that office until at least the conclusion of the Annual General Meeting next following the date of the appointment.

(m) The Committee shall function validly provided its number is not reduced below the quorum of 5, including 2 Office-bearers (see 2(b) below). Should Committee numbers fall below the quorum, the remaining Committee Members may act only to appoint new Committee Members.

(n) A Member of the Committee shall cease to hold office upon:

- (i) resignation from the Committee
- (ii) ceasing to be a Member of the Association (for whatever reason), or
- (iii) absence from three successive Committee Meetings without the approval of the Committee.

2. Committee Meetings

(a) The Committee shall meet as often as necessary to conduct the business of the Association and no less than 6 times per annum.

(b) The quorum for Meetings of the Committee shall be 5, of which 2 shall be Office-bearers.

(c) Committee Meetings shall be chaired by the President or, in the President's absence, one of the other Office-bearers.

(d) A Committee Meeting may be held at multiple venues using any technology agreed by the Committee.

(e) If within half an hour of the time appointed for a Committee Meeting a quorum is not present, the Meeting shall be dissolved.

(f) Questions arising at any Meeting of the Committee shall be decided upon by the majority of the votes of those present (including through the use of technology). In the event of equality of votes the person appointed to chair the Meeting shall exercise a second or casting vote.

(g) The Secretary shall give notice of Committee Meetings not less than 5 days prior to the Committee Meeting and shall specify the general nature of the business to be transacted at the Meeting.

3. Delegation by Committee to Sub-Committee

(a) The Committee may form Sub-committees of interested Members to deal with special needs as and when they arise. All Sub-committees shall include at least one Member of the Committee.

(b) Sub-committees shall be responsible and accountable to the Committee and shall report on their activities (if any) at each Meeting of the Committee either in writing or in person.

(c) Sub-committees shall not incur debt or make contracts without prior approval of the Committee.

(d) The Committee shall provide each Sub-committee with a clear statement of the Sub-committee's functions and the limits of its powers.

(e) Sub-committee Members are not authorised to make public statements on behalf of the Association without prior consent of the Committee.

(f) The Committee may, at any time, dissolve a Sub-committee.

(g) A Sub-committee may meet and adjourn as it decides is necessary.

4. Responsibilities of Office-bearers

(a) As a minimum, the Secretary shall ensure that records of the business of the Association including the rules, mandatory registers including an up to date register of all Members, minutes of all General and Committee Meetings, appointments of Committee Members and a file of correspondence are kept in electronic or hard copy and accessible by all Committee Members.

(b) As a minimum, the Treasurer shall ensure that

- (i) all money due to the Association is collected and that all payments authorised by the Association are made
- (ii) all money received by the Association is paid into an account in the Association's name
- (iii) correct books and accounts are kept showing the financial affairs of the Association.

Part 4 - Meetings of the Association

1. General Meetings

(a) The Committee may, whenever it thinks fit, convene a General Meeting of the whole membership of the Association, with a minimum of 2 per year.

(b) At least 14 days notice of a General Meeting, and notice of the motions to be presented at the General Meeting, shall be given to Members via email.

(c) The quorum for a General Meeting shall be 10 Members including 2 Office-bearers present in person or via audiovisual technology. If within 30 minutes of the time appointed for the General Meeting a quorum is not present, the Meeting shall be adjourned and rescheduled to a future date.

(d) Voting at General Meetings shall be by a show of hands, unless a secret ballot is required. Decisions shall be made by simple majority vote except for those matters which must be decided by Special Resolution (see clause 4(a) below) where a three-quarter majority (75%) is required.

(e) Only fully paid-up Members of the Association shall be entitled to vote at a General Meeting. This includes youth Members over the age of 15.

(f) All votes shall either be given personally at the Meeting or to the Secretary in writing prior to the General Meeting. There shall be no voting by proxy.

(g) In the event of equality of votes, the person appointed to chair the General Meeting shall exercise a second or casting vote.

(h) In the case of General Meetings where a Special Resolution is to be proposed, notice of the Resolution shall be given to Members at least 21 days before the Meeting.

(i) The Committee may at its discretion authorise a postal or electronic vote on either an ordinary or a Special Resolution. Such vote shall be conducted in accordance with Schedule 3 of the Regulation.

(j) In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to NSW Fair Trading for permission to pass the resolution in some other way.

(l) In addition to General Meetings, the Committee may, whenever it sees fit, call informal Meetings of the Association where standard notice periods and keeping of minutes do not apply. Binding resolutions cannot be passed at an informal Meeting.

2. General Meetings - Special

(a) Clause 4.1 (above) applies in full to Special General Meetings.

(b) A Special General Meeting shall be convened by the Committee within 3 months of receiving a written request to do so from at least 25% of the Membership of the Association. Such a request shall be made in writing to the Secretary specifying the business proposed for the Meeting and shall be signed by the Members making the request.

3. General Meetings - Annual

(a) Clause 4.1 (above) applies in full to Annual General Meetings.

(b) An Annual General Meeting of the Association shall be held each year within six months of the end of the financial year of the Association.

(c) In addition to any business, the following business shall be transacted:

- (i) confirmation of the minutes of the last Annual General Meeting and of any other Special General Meeting held since that Meeting
- (ii) receipt of the Committee's report upon the activities of the Association in the previous financial year
- (iii) report on the Association's financial statements for the financial year
- (iv) election of Office-bearers and other Members of the Committee.

4. Special Resolutions

(a) To effect any of the following changes a Special Resolution shall be passed:

- (i) a change of the Association's name
- (ii) a change of the Association's Constitution
- (iii) a change to the Association's objects
- (iv) an amalgamation with another incorporated association
- (v) to voluntarily wind up the Association and distribute its property
- (vi) to apply for registration as a company or co-operative.

(b) A Special Resolution may only be passed in accordance with Section 39 of the Act.

Part 5 - Miscellaneous

1. Insurance

The Association may take out and maintain insurance as required by law or if deemed necessary by the Committee (e.g. liability)

2. Funds

(a) The funds of the Association may be derived from Membership fees, grants and bequests, fundraising activities, donations, entrance/attendance fees and any other sources that the Committee determines.

(b) 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.

(c) Subject to any resolution passed by the Association in General Meeting, the funds of the Association shall be used solely in pursuance of the objects of the Association in the manner that the Committee determines. Funds of the Association shall not be paid or transferred to Members by way of dividend, bonus or profit or in any other way to provide a pecuniary gain.

(d) All payments made by the Association shall be approved by two authorised Members of the Committee and shall be made by electronic funds transfer or by cheque or through a petty cash system.

3. Winding up of the Association

(a) In the event that the Association should be wound up or have its incorporation cancelled, any surplus property shall be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual Members.

(b) The surplus property of the Association is that remaining after all debts and liabilities and the costs associated with winding up of the Association are paid.

4. Public Officer

(a) The Association's Committee shall appoint a Public Officer. The Public Officer shall be a person who is aged 18 years or more and is ordinarily resident in New South Wales. The position of Public Officer may, but need not be, held by a Committee Member.

(b) Within 28 days after taking office as the Association's Public Officer (other than its first Public Officer), a person must notify the Secretary of the fact that they have taken office as Public Officer, giving their full name and date of birth, and an address

within New South Wales at which the person can generally be found, and at which documents can be served on the Association by post.

(c) If there is any change in the address of the Public Officer of the Association, the Public Officer must notify the Secretary of the new address within 28 days after the change occurs.

5. Change of Name, Objects and Constitution

Any application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act shall be made by the Public Officer or a Committee Member.

4. Custody and Inspection of Books

(a) Except as otherwise provided by this Constitution, all records, books and other documents relating to the Association shall be kept in New South Wales either in the custody of the Public Officer or other Office-bearer of the Association as determined by the Committee.

(b) The following documents shall be open to inspection, free of charge, by any Member of the Association at a reasonable hour:

- (i) records, books, and other financial documents of the Association
- (ii) this Constitution
- (iii) minutes of all Committee Meetings and General Meetings of the Association.

(c) Member records and other information regarded as confidential or sensitive in nature shall not be made available for inspection.

5. Service of Documents

Service of documents on the Association is effected by serving them on the Public Officer or by serving them personally on two Members of the Committee.

6. Financial Year

The financial year of the Association shall be 1st July to 30th June.
