

Special Resolution to Change STEP's Constitution

A special resolution will be moved at our [AGM](#) at 7:45 pm on 14 November at [St Andrews, cnr Vernon St and Chisholm St, Turramurra](#) to modify our constitution.

In accordance with the constitution, official notice is hereby given of the proposed resolution.

The proposed constitution follows and a brief summary of the main changes is given below.

If you have any questions, please send them to secretary@step.org.au or call Helen on 9144 2703.

Summary of Main Changes

The [Department of Fair Trading](#) has prepared a model constitution and we have used this to update our constitution. The main changes are that we have:

- updated the objects (clause 3)
- defined family and life membership as up to 2 members living at the same address (clause 5.2)
- stated that 4 constitute a quorum (clause 23.5)
- provided for a number of management processes and procedures to be carried out electronically, i.e. application for membership, register of members, signing of minutes, use of technology at committee members, making decision, electronic ballots, calling of special general meetings, use of technology at general meetings

STEP Constitution

Contents

Part 1. Preliminary	2
1 Definitions	2
2 Name	2
3 Objects of the association	2
Part 2. Membership	2
4 Membership generally.....	2
5 Application for membership.....	3
6 Cessation of membership.....	3
7 Membership entitlements not transferable.....	3
8 Resignation of membership.....	3
9 Register of members	3
10 Fees and subscriptions	4
11 Members' liabilities	4
12 Resolution of disputes	4
13 Disciplining of members	4
14 Right of appeal of disciplined member.....	5
Part 3. The committee	5
15 Powers of the committee	5
16 Composition and membership of committee	5
17 Election of committee members	6
18 Secretary.....	6
19 Treasurer	6
20 Public officer.....	6
21 Casual vacancies	7
22 Removal of committee members	7
23 Committee meetings and a quorum.....	8
24 Appointment of association members as committee members to constitute a quorum	8
25 Use of technology at committee meetings	8
26 Delegation by committee to sub-committee	8
27 Voting and decisions.....	9
Part 4. General meetings	9
28 Annual general meetings – holding of.....	9
29 Annual general meetings – calling of and business at.....	9
30 Special general meetings – calling of	9
31 Notice	10
32 Quorum	10
33 Presiding member	10
34 Adjournment	10
35 Making of decisions	11
36 Special resolutions.....	11
37 Voting	11
38 Proxy votes not permitted.....	11
39 Postal or electronic ballots	11
40 Use of technology.....	11
Part 5. Miscellaneous	11
41 Insurance	11
42 Funds – source.....	11
43 Funds – management.....	12
44 STEP Environment Protection Fund and its rules	12
45 Association is non-profit.....	12
46 Distribution of property on winding up of association.....	12
47 Change of name, objects and constitution.....	13
48 Custody of books etc	13
49 Inspection of books etc.....	13
50 Service of notices.....	13
51 Financial year.....	13

PART 1. PRELIMINARY

1 Definitions

(1) In this constitution:

ordinary committee member means a member of the committee who is not an office-bearer of the association

secretary means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no person holds that office – the public officer of the association

special general meeting means a general meeting of the association other than an annual general meeting

the Act means the Associations Incorporation Act 2009

the Regulation means the Associations Incorporation Regulation 2016

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2 Name

The name of the association shall be STEP Incorporated.

3 Objects of the association

- (1) To work for the conservation of bushland in northern Sydney.
- (2) To ensure proper management of this bushland.
- (3) To promote participation of members through walks, talks and other activities.
- (4) To promote environmental education by:
 - (a) publishing newsletters, books, maps, position papers and information material,
 - (b) conducting meetings, public lectures, conferences, seminars and debates,
 - (c) providing grants to support research, and
 - (d) writing submissions and lobbying people in public office.
- (5) To exchange information with, and support, other environmental groups.
- (6) To provide representation on environmental committees, work groups, proceedings, inquiries etc.
- (7) To establish funds by way of membership fees, grants, donations, legacy, book, map sales etc.
- (8) To manage the STEP Environment Protection Fund.
- (9) To invest and deal with money in authorised trustee securities and investments.

PART 2. MEMBERSHIP

4 Membership generally

(1) A person is eligible to be a member of the association if:

- (a) the person is a natural person, and
- (b) the person has applied and been approved for membership of the association in accordance with clause 5.

5 Application for membership

- (1) An application by a person for membership of the association shall be made in writing and lodged (including electronically) with the secretary.
- (2) Membership shall be in the following categories:
 - (a) individual,
 - (b) family, or
 - (c) life.

Family and life membership includes up to 2 adult members and all children under the age of 18 residing with the adult members, but only up to 2 adults shall have voting rights as outlined in clause 37.

- (3) As soon as practicable after receiving an application for membership, the secretary shall refer the application to the committee, which is to determine whether to approve or to reject the application.
- (4) As soon as practicable after the committee makes that determination, the secretary shall:
 - (a) notify the applicant in writing (including by email or other electronic means) that the committee approved or rejected the application (whichever is applicable), and
 - (b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable in clause 10(1) by a member as a subscription.
- (5) The committee is not required to supply reasons for accepting or rejecting an application for membership.

6 Cessation of membership

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the membership fee under clause 10 within 12 months after the fee is due.

7 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

8 Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 1 month of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under clause 8(1), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (3) Normally membership fees are not refunded.

9 Register of members

- (1) The secretary shall establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member. Provision for noting the date of cessation of membership shall also be contained the register.
- (2) The register of members shall be kept in New South Wales at the secretary's address.
- (3) The register of members shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information shall not be made available for inspection.
- (6) A member shall not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
 - (a) it shall be convertible into hard copy, and
 - (b) the requirements in clauses 9(2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

10 Fees and subscriptions

- (1) Members shall pay a membership fee as determined by the association at a general meeting. Current membership fees are outlined on our website <http://www.step.org.au>.
- (2) Membership fees shall fall due on the first day of each financial year (1 July).
- (3) If a person applies for membership after the first day of the financial year, their membership shall be due on becoming a member.

11 Members' liabilities

The liability of a member of the association 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, unpaid by the member in respect of membership of the association as required by clause 10.

12 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute shall be referred to arbitration.
- (3) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

13 Disciplining of members

- (1) A complaint may be made to the committee, by any person, that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee shall:
 - (a) cause notice of the complaint to be served on the member concerned, and
 - (b) give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) shall take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 14.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 14, whichever is the later.

14 Right of appeal of disciplined member

- (1) A member may appeal to the association against a resolution of the committee under clause 13, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause 14(1), the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under 14(3):
 - (a) no business other than the question of the appeal shall be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal shall be determined by a simple majority of votes cast by members of the association.

PART 3. THE COMMITTEE

15 Powers of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the association in a general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

16 Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) at least 2 ordinary committee members
 each of whom shall be elected at the annual general meeting of the association under clause 17.
- (2) The office-bearers of the association are as follows:
 - (a) president,
 - (b) vice-president,
 - (c) treasurer, and
 - (d) secretary.
- (3) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).

- (4) There is no maximum number of consecutive terms for which a committee member may hold office.
- (5) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

17 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members shall be:
 - (a) made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee shall be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association shall be a member of the association.

18 Secretary

- (1) The secretary of the association shall, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes (in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the committee,
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings of a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of clause 18(3).

19 Treasurer

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

- (a) all money due to the association is collected and received and that all payments authorised by the association are made,
- (b) correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association – these records shall be available for inspection by any members and shall be held in the custody of the treasurer,
- (c) payments be made electronically subject to safeguards determined by the committee or by cheques signed by 2 committee members, and
- (d) major or unusual expenditures be authorised in advance by the committee or a general meeting.

20 Public officer

- (1) The committee shall ensure that a person is appointed as public officer.
- (2) The committee may at any time remove the public officer and appoint a new public officer provided the person appointed is 18 years of age or over and a resident of New South Wales.

- (3) The public officer shall be deemed to vacate their position in the following circumstances:
 - (a) death,
 - (b) resignation,
 - (c) removal by the committee or at a general meeting,
 - (d) bankruptcy or financial insolvency,
 - (e) mental illness, or
 - (f) residency outside New South Wales.
- (4) The committee shall fill any vacancy in the position of public officer within 28 days.
- (5) The public officer is responsible for:
 - (a) lodging an annual statement to the Department of Fair Trading,
 - (b) notifying the Department of Fair Trading of any change in the association's official address within 28 days,
 - (c) collecting all association documents from former committee members and delivering the documents to the new committee member,
 - (d) returning all association documents to a committee member within 14 days, upon vacating office,
 - (e) acting as the official contact for the association, including taking delivery of documents served on the association and bringing them to the attention of the committee as soon as practicable, and
 - (f) custody of any documents as required by the constitution.
- (6) The public officer may be an office bearer, committee member, or any other person regarded as suitable for the position by the committee.

21 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 22, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

22 Removal of committee members

- (1) The association, in a general meeting, may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in clause 22(1) makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23 Committee meetings and a quorum

- (1) The committee shall meet as often as necessary to conduct the business of the association and not less than 3 times in each period of 12 months at the place and time that the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given to each member of the committee at least 48 hours before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause 23(3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business shall be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a time, date and place agreed to by the committee.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

24 Appointment of association members as committee members to constitute a quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 21 applies.

25 Use of technology at committee meetings

- (1) A committee meeting may be held at two or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

26 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.

- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

27 Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 23(5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART 4. GENERAL MEETINGS

28 Annual general meetings – holding of

The association shall hold its annual general meetings:

- (a) within 6 months after the close of the association's financial year, or
- (b) within any later time that may be allowed or prescribed under section 37(2)(b) of the Act.

29 Annual general meetings – calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 28, to be convened on the date and at the place and time that the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members, and
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting shall be specified as that type of meeting in the notice convening it.

30 Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee shall, on the requisition of at least 5% of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) shall be in writing,
 - (b) shall state the purpose or purposes of the meeting,
 - (c) shall be signed by the members making the requisition,
 - (d) shall be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in clause 30(4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of clause 30(3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

31 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 31(1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 29(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

32 Quorum

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members – shall be dissolved, and
 - (b) in any other case – is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

33 Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

34 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses 34(1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

35 Making of decisions

- (1) A question arising at a general meeting of the association shall be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 40 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Clause 35(2) applies to a method determined by the committee under clause 35(1)(a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot shall be conducted in accordance with the directions of the chairperson.

36 Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

37 Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.
- (5) If a member has either life or family membership (see clause 5) up to 2 adults shall have voting rights.

38 Proxy votes not permitted

Proxy voting shall not be undertaken at or in respect of a general meeting.

39 Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 14).
- (2) A postal or electronic ballot shall be conducted in accordance with Schedule 3 to the Regulation.

40 Use of technology

- (1) A general meeting may be held at two or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of the association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

PART 5. MISCELLANEOUS

41 Insurance

The association shall effect and maintain insurance.

42 Funds – source

- (1) The funds of the association are to be derived from sales, annual subscriptions of members, donations and grants, subject to any resolution passed by the association in a general meeting, any other sources that the committee determines.
- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

43 Funds – management

- (1) Subject to any resolution passed by the association in a general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by 2 authorised signatories.

44 STEP Environment Protection Fund and its rules

- (1) The environmental purpose of the fund referred to in clause 3(8) is to support the environmental objects of the association.
- (2) The fund will be used only to support the association's environmental purposes.
- (3) Members of the general public are to be invited to make gifts of money or property to the fund for the environmental purposes of the association.
- (4) Money from interest on donations, income derived from donated property, and money from the realisation of such property are to be deposited into the fund.
- (5) The fund shall not receive any other money or property, including corporate sponsorship money, and gifts to it are to be kept separate from other funds of the association.
- (6) A separate bank account shall be opened to deposit money donated to the fund, including interest accruing thereon.
- (7) Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.
- (8) The fund will be operated on a non-profit basis. None of the money or property accumulated by the fund will be distributed to members of the association apart from proper remuneration for administrative services.
- (9) In the event of the winding up of the fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations referred to in the Income Tax Assessment Act 1997.
- (10) The fund will be administered by a committee of management of no fewer than 3 persons. The committee of management shall be appointed by the committee referred to in clause 15, and is to include the treasurer. A majority of the members of the committee of management are required to have the requisite degree of responsibility to the general community, that is, persons who, because of their tenure of some public office or their position in the community, have a degree of responsibility to the community as a whole as distinct from obligations solely in regard to the environmental objectives of the association.
- (11) Any changes to the membership of the committee of management of the fund are to be advised to the appropriate Australian government agency within a reasonable time following the making of the changes.
- (12) Any changes to these rules of the fund are to be advised to the appropriate Australian government agency within a reasonable time following the making of the changes.
- (13) Statistical data about gifts to the fund during the financial year shall be provided to the appropriate Australian government agency within 4 months after the end of the financial year and in the form required by the department.

45 Association is non-profit

Subject to the Act and the Regulation, the association shall apply its funds and assets solely in pursuance of the objects of the association and shall not conduct its affairs so as to provide a pecuniary gain for any of its members.

46 Distribution of property on winding up of association

- (1) Subject to the Act and the Regulation, in a winding up of the association, any surplus property of the association shall be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of the association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

47 Change of name, objects and constitution

An 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.

48 Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the association shall be kept in New South Wales:

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

49 Inspection of books etc

- (1) The following documents shall be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in clause 49(1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite clauses 49(1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

50 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

51 Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

Date of Incorporation: 10 April 1986 and as amended:

14 November 2017
23 October 2007, 17 October 1996
14 October 1993, 13 September 1990
13 July 1989, 10 December 1987