

**RULES  
FOR  
ENVIRONMENTAL DEFENDER'S OFFICE WA (INC)**  
*(Incorporating all amendments made up to and including 14/10/2003)*

**Name of Association**

1. The name of the Association is Environmental Defender's Office WA (Inc).

**Definitions**

2. In these rules, unless the contrary intention appears-

"Committee meeting" means meeting referred to in rule 15(1);

"Committee member" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10(1);

"financial year" has the meaning given by section 3(1) of the Act, a reference in that section to :

- (a) "an incorporated association" or "the association" being construed as a reference to the Association; and
- (b) "the Committee" being construed as a reference to the Committee;

"general meeting" means meeting convened under rule 16;

"member" means member of the Association;

"ordinary resolution" means resolution other than a special resolution;

"special resolution" has the meaning given by section 24 of the Act;

"the Act" means the *Associations Incorporation Act 1987*;

"the Association" means the Association referred to in rule 1;

"the Convener" means -

- (a) in relation to the proceedings as a Committee meeting or general meeting the person presiding at the Committee meeting or general meeting in accordance with rule 11; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10(1)(a) or, if that person is unable to perform her or his functions, the Deputy Convener.

"the Committee" means the Committee of Management of the Association referred to in rule 10(1);

"the Deputy Convener" means the Deputy Convener referred to in rule 10(1)(b);

"the Secretary" means the Secretary referred to in rule 10(1)(c);

"the Treasurer" means the Treasurer referred to in rule 10(1)(d).

## **Objects of the Association**

3.(1) The objects of the Association are -

- (a) to empower the community to protect the environment through law and through use of the legal process recognising:
  - (i) the suffering, distress and disempowerment that result from environmental damage and from being unable to obtain legal advice, assistance and representation;
  - (ii) the Association has been formed to provide advice, assistance and representation in environmental matters in response to community needs;
  - (iii) the importance of public participation in environmental decision making to achieve environmental protection;
  - (iv) the importance of fostering close links with the community; and
  - (v) the importance of Aboriginal involvement in protection of the environment.
- (b) to undertake research with a view to ascertaining the needs of the community for legal assistance in environmental matters and the most effective way of meeting those needs.
- (c) to provide or arrange the provision of legal assistance, advice, representation, information and services for those who are otherwise unable to afford it, in connection with the conservation, protection, enhancement and/or promotion of the built or natural environment.
- (d) to promote community educational programs in matters relating to environmental law and the legal system.
- (e) to promote law reform in relation to environmental protection.
- (f) to establish a public fund, to be known as the Environmental Defender's Fund, that will operate in accordance with the following rules:
  - (i) The environmental purpose of the Fund is to support the environmental objects of the Association.
  - (ii) The Fund will be used only to support the Association's environmental purposes.
  - (iii) 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.
  - (iv) 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.
  - (v) The Fund must 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.
  - (vi) A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing thereon.

- (vii) 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.
  - (viii) 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.
  - (ix) The allocation by the Association of any funds or property to other organisations, persons or groups will be made in accordance with the established objectives of the Association and not be influenced by the expressed preference or interest of a particular donor to the Association.
  - (x) 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.
  - (xi) The Fund will be administered by a committee of management of no fewer than three persons. The committee will be appointed by the Committee of Management of the Association. Until such time as the committee is appointed, the Committee of Management of the Association will be the committee and is hereby appointed for that purpose. A majority of the members of the committee 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.
  - (xii) Any changes to the membership of the committee of management of the Fund are to be advised to the Department of the Environment, Sport and Territories within a reasonable time following the making of the changes.
  - (xiii) Any changes to the Rules of the Fund are to be advised to the Department of the Environment, Sport and Territories within a reasonable time following the making of the changes.
  - (xiv) Statistical data about gifts to the Fund during the financial year will be provided to the Department of the Environment, Sport and Territories within four months after the end of the financial year and in the form required by the Department.
  - (xv) The Fund will comply with Section 78AB of the Income Tax Assessment Act, or such other provisions of this Act as may be required from time to time.
- (2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

## **Powers of Association**

4. The powers of the Association shall be those set out in Section 13 of the Act and in addition to those powers set out in the Act the Association shall have the power to -
- (a) enter into any agreements with any government, government authority, commission or other institution and to obtain from such government, government authority, commission or institution any rights, privileges and concessions;
  - (b) produce publications or provide services, whether to members or the public and whether for fee or otherwise;
  - (c) make charges including nominal charges or make no charge in respect to work carried out by the Environmental Defender's Office WA (Inc);
  - (d) seek out and obtain information, assistance or co-operation from any person or organisation with similar objects; and
  - (e) seek out and provide information and assistance and co-operate with any person or organisation with similar objects.
  - (f) make regulations and/or by-laws, prescribe forms and do all such things as from time to time in its discretion it considers necessary, expedient or appropriate for the internal management and regulation of the Association and its affairs provided that it acts otherwise consistently with these Rules and, without limiting the generality of the foregoing, may:
    - (i) establish sub-committees and appoint or co-opt members to such sub-committee until the next Annual General Meeting;
    - (ii) delegate such of the powers of the Committee as it considers fit to such sub-committees, subject to such limitations and stipulations as the Committee considers appropriate.

#### **Qualifications for membership of Association**

- 5.(1) Membership for the Association is open to any incorporated body or natural person who supports the objects of the Association and who agrees to be bound by the rules of the Association and who pays the membership fee as determined from time to time by the Committee.
- (2) A person who wishes to become a member shall complete and sign a membership application in such form as the Committee from time to time directs and forward such application to the Association.
- (3) The Committee shall consider each application made under subrule (2) at the next Committee meeting following receipt of the application and shall at the Committee meeting or the subsequent Committee meeting accept or reject that application.
- (4) There shall be a special category of membership without the payment of subscriptions, being "Life Membership". The Committee may, by resolution, invite any person to become a life member of the Association on the basis of that person's contribution to the furtherance of the objects of the Association and/or protection of the environment. If

that person accepts the invitation, they shall become a life member of the Association.

### **Register of members of Association**

- 6.(1) The Secretary shall on behalf of the Association keep and maintain the register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at the premises of the Association.
- (2) The Secretary shall cause the name of a person who dies or who ceases to be a member under rule 7(3), 8(1) or 9 to be deleted from the register of members referred to in subrule (1).

### **Subscriptions of members of Association**

- 7.(1) Each member shall pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under subrule (1).
- (2) Subject to subrule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under subclause (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- (3) A member is a financial member for the purposes of these rules if her or his subscription is paid on or before the relevant date fixed by or under subrule (2) or within 3 months thereafter.
- (4) Any person or incorporated body applying for membership in the 3 month period prior to the date determined under sub-rule (2) shall be eligible for 15 months membership, subject to such application being accepted by the Committee.

### **Resignation of members of Association**

- 8.(1) A member who delivers a notice in writing of her or his resignation from the Association to the Secretary or another Committee member ceases on that delivery to be a member.
- (2) A person who ceases to be a member under subrule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

### **Expulsion of members of Association**

- 9.(1) If the Committee considers that a member should be expelled from membership of the Association because of her or his conduct detrimental to the interests of the Association, the committee shall communicate, either orally or in writing, to the member -
  - (a) notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided; and
  - (b) particulars of that conduct, not less than 30 days before the date of the Committee meeting referred to in paragraph (a).

- (2) At the Committee meeting referred to in a notice communicated under subrule (1) the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- (3) Subject to subrule (5), a member who is expelled under subrule (2) from membership of the Association ceases to be a member 14 days after the day on which the decision to expel her or him is communicated to her or him under subrule (2).
- (4) A member who is expelled under subrule (2) from membership of the Association shall, if she or he wishes to appeal against that expulsion, give notice to the Secretary of her or his intention to do so within the period of 14 days referred to in subrule (3).
- (5) When notice is given under subrule (4) -
  - (a) the Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Committee to expel that member; and
  - (b) the member who gave that notice does not cease to be a member unless and until the decision of the Committee to expel her or him is confirmed under this subrule.

### **Committee of Management**

10.(1) The affairs of the Association shall be managed exclusively by a Committee of Management consisting of -

- (a) a Convener;
- (b) a Deputy Convener;
- (c) a Secretary;
- (d) a Treasurer; and
- (e) not less than four other persons,

all of whom shall be natural persons and members of the Association elected to membership of that Committee at an annual general meeting or appointed under subrule (10).

- (2) At the commencement of the first annual general meeting to be held after the incorporation of the Association under the Act, all members of the Committee shall cease to be Committee members, but shall be eligible for re-election to membership of the Committee.
- (3) At the commencement of the second annual general meeting to be held after the incorporation of the Association under the Act -
  - (a) if the Committee consists of an even number of members, half of that number,

which half; or

- (b) if the Committee consists of an odd number of members, the integral number of members nearest to, and exceeding, half of that odd number, the members comprised in which integral number,

shall be chosen by ballot, shall cease to be Committee members, but shall be eligible for re-election to membership of the Committee.

- (4) At the start of each annual general meeting after the annual general meeting referred to in subrule (3):

- (a) half the Committee; or

- (b) if the number of Committee members is not a multiple of two, the nearest number to but not exceeding half of the number of Committee members;

shall retire, but shall be eligible for re-election to membership of the Committee. The Committee members to retire each year shall be those who have been longest in office. If any Committee members were elected at the same time, for the purposes of this subrule, their relative terms of office shall be determined by lot (the first drawn or treated as having been in office longest etc).

- (5) Subject to subrule (6), a person is not eligible for election to membership of the committee unless a member has nominated her or him for election by delivering notice in writing of that nomination, signed by -

- (a) the nominator; and

- (b) the nominee to signify her or his willingness to stand for election,

to the Secretary not less than 28 days before the day on which the annual general meeting concerned is to be held.

- (6) Subrules (5) and (8) do not apply to or in relation to a person who is eligible for re-election under subrule (3) or (4).

- (7) A person who is eligible for election or re-election under this rule may at the annual general meeting concerned -

- (a) propose or second herself or himself for election or re-election; and

- (b) vote for herself or himself.

- (8) The Secretary shall ensure that notice of all persons seeking election to membership of the Committee is given to all members when notice is given to those members of the calling of the annual general meeting at which that election is to be held.

- (9) If the number of persons nominated for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled -

- (a) the Secretary shall report accordingly to; and

- (b) the Convener shall declare those persons to be duly elected as members of the committee at,

the annual general meeting concerned.

- (10) When a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee -
- (a) the Committee may appoint a member to fill that vacancy; and
  - (b) a member appointed under this subrule shall -
    - (i) hold office until the commencement of; and
    - (ii) be eligible for election to membership of the Committee at the next following annual general meeting.

### **Convener**

11.(1) Subject to this rule, the Convener shall preside at all general meetings and Committee meetings.

- (2) In the event of the absence from -
- (a) a general meeting of -
    - (i) the Convener, the Deputy Convener;
    - (ii) both the Convener and the Deputy Convener, a member elected by the other members present at the general meeting,or
  - (b) a Committee meeting of -
    - (i) the Convener, the Deputy Convener; or
    - (ii) both the Convener and the Deputy Convener, a Committee member elected by the other Committee members present,

shall preside at the general meeting or Committee meeting, as the case requires.

### **Secretary**

12. The Secretary shall -
- (a) co-ordinate the correspondence of the Association;
  - (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
  - (c) comply on behalf of the Association with -
    - (i) section 27 of the Act in respect of the register of members of the Association;
    - (ii) section 28 of the Act in respect of the rules of the Association; and
    - (iii) section 29 of the Act in respect of the record of the officeholders, and any trustees, of the Association;
  - (d) have custody of all books, documents, records and registers of the Association including those referred to in paragraph (c), other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and

- (e) perform such other duties as are imposed by these rules on the Secretary.

### **Treasurer**

13. The Treasurer shall -

- (a) be responsible for the receipt of all monies paid to or received by, or by her or him on behalf of, the Association and shall issue receipts for those monies in the name of the Association;
- (b) pay all monies referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by either:
  - (i) any two of the Committee of Management who are authorised to sign from time to time by resolution of the Committee;
  - (ii) one member of the Committee of Management and one other person who has been authorised to sign by resolution of the Committee.

The Committee of Management may authorise a number of persons, other than members of the Committee, to sign cheques for the purposes of sub-rule (c)(ii).

- (d) comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (e) whenever directed to do so by the Convener, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

### **Casual vacancies in membership of Committee**

14. A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member -

- (a) dies;
- (b) resigns by notice in writing delivered to the Convener or, if the Committee member is the Convener, to the Deputy Convener;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than -
  - (i) 3 consecutive Committee meetings; or

- (ii) 3 Committee meetings in the same financial year, of which she or he has received notice without tendering an apology to the person presiding at each of those Committee meetings; or
- (iii) ceases to be a member of the Association.

### **Proceedings of Committee**

- 15.(1) The Committee shall meet together for the dispatch of business not less than once every quarter and the Convener may at any time convene a meeting of the Committee.
- (2) Each Committee member has a deliberative vote.
  - (3) A question arising at a Committee meeting shall be decided where possible by consensus or otherwise by a majority of votes. Every endeavour shall be made to decide questions by consensus. If the question is decided by vote and there is an equality of votes, the person presiding at the Committee meeting shall have a casting vote in addition to her or his deliberative vote.
  - (4) At a Committee meeting four Committee members constitute a quorum.
  - (5) Subject to these rules, the business, procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting.
  - (6) A Committee member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

### **General meetings**

- 16.(1) The Committee -
- (a) may at any time convene a special general meeting;
  - (b) shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 23 of the Act; and
  - (c) shall, within 30 days of -
    - (i) receiving a request in writing to do so from not less than 5 members, convene a special general meeting for the purpose specified in that request; or
    - (ii) the Secretary receiving a notice under rule 9(4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The members making a request referred to in subrule (1)(c)(i) shall -
- (a) state in that request the purpose for which the special general meeting concerned is required; and
  - (b) sign that request.

- (3) If a special general meeting is not convened within the relevant period of 30 days referred to -
  - (a) in subrule (1)(c)(i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
  - (b) in subrule (1)(c)(ii), the member who gave the notice concerned may herself or himself convene a special general meeting as if she or he were the Committee.
- (4) When a special general meeting is convened under subrule (3)(a) or (b) -
  - (a) the Committee shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
  - (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to subrule (8), the Secretary shall give to all members not less than 14 day's notice of a general meeting and of any motions to be moved at the general meeting.
- (6) A notice given under subrule (5) shall specify -
  - (a) when and where the general meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is -
  - (a) first, the consideration of the accounts and reports of the Committee;
  - (b) second, the election of Committee members to replace outgoing Committee members; and
  - (c) third, any other business requiring consideration by the Association in a general meeting.
- (8) The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- (9) The Secretary may give a notice under subrule (5) or (8) by -
  - (a) serving it on a member personally; or
  - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.
- (10) When a notice is sent by post under subrule (9)(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

### **Quorum in proceedings at general meetings**

17.(1) At a general meeting a quorum shall be constituted by 20% of the membership of the

Association or 20 members whichever is the lesser present in person or by proxy.

- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16(5) or (8) -
  - (a) as a result of a request or notice referred to in rule 16(1)(c) or as a result of action taken under rule 16(3) a quorum is not present, the general meeting lapses; or
  - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by subrule (2)(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The Convener may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting -
  - (a) an ordinary resolution put to the vote shall be decided where possible by consensus or otherwise by a majority of votes cast on a show of hands. Every endeavour shall be made to decide resolutions by consensus; and
  - (b) a special resolution put to the vote shall be decided in accordance with section 24 of the Act.
- (8) A declaration by the Convener at a general meeting that a resolution has been passed as an ordinary resolution shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule (9).
- (9) At a general meeting, a poll may be demanded by the Convener at the general meeting or by three or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Convener directs.
- (10) If a poll is demanded and taken under subrule (9) in respect of an ordinary resolution, a declaration by the Convener of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under subrule (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand

being made.

### **Minutes of meetings of Association**

- 18.(1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Convener shall ensure that the minutes taken of a general meeting or Committee meeting under subrule (1) are checked and signed as correct by the Convener of the general meeting or Committee meeting to which those minutes relate at the next succeeding general meeting or Committee meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that -
  - (a) the general meeting or Committee meeting to which they relate (in this subrule called "the meeting") was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

### **Voting rights of members of Association**

- 19.(1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) A member which is a body corporate may appoint in writing a natural person whether or not she or he is a member, to represent it at a particular general meeting or at all general meetings.
- (3) An appointment made under subrule (2) shall be so made by a resolution of the board or other governing body of the body corporate concerned -
  - (a) which resolution is authenticated under the common seal of that body corporate; and
  - (b) a copy of which resolution is lodged with the Secretary.
- (4) A person appointed under subrule (2) to represent a member which is a body corporate shall be deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

### **Proxies of members of Association**

20. A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend and vote on behalf of the appointing member at any general meeting.

### **Rules of Association**

- 21.(1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.
- (3) The Association shall advise the Deputy Commissioner of Taxation of any amendments to the Rules of the Association.

### **Common Seal of Association**

- 22.(1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in rule 18.
- (3) The affixing of the common seal of the Association shall be witnessed by any two of the Convener, Deputy Convener, Secretary and Treasurer.
- (4) The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

### **Inspection of records, etc. of Association**

23. A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

### **Distribution of surplus property on winding up of Association**

- 24.(1) If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed to another incorporated association having objects similar to those of the Association and which complies with section 78AB of the *Income Tax Assessment Act*, which incorporated association shall be determined by resolution of the members authorising and directing the Committee under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.
- (2) The Deputy Commissioner of Taxation shall be notified of the date of dissolution of the Association.

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