

AID/WATCH CONSTITUTION

1. Name

The name of the organisation shall be AID/WATCH, hereinafter called the Association.

2. Objectives

AID/WATCH monitors, researches, campaigns and undertakes activities on the environmental impact of Australian and multinational aid and investment programs, projects and policies.

The main objectives of the Association are to seek to ensure that:

- aid projects and development programs and projects are designed to protect the environment and associated human rights of local communities in countries that receive Australian aid.
- there is increased aid funding for environment programs with specific attention to renewable energy, end-use efficiency and energy conservation, small scale irrigation schemes and sustainable agriculture, land rehabilitation programs, waste management, and protection of biodiversity.
- there are complete environmental impact assessment according to the highest standards for all projects, incorporating meaningful public / community participation.
- aid and development projects and programs incorporate the principles of ecologically sustainable development.
- there is respect for the rights of indigenous people and a recognition of their expertise in ecological management.
- aid agencies, development banks and export credit agencies conduct full and regular community organisations, regarding the identification, planning, implementation, monitoring and evaluation of projects.
- there is accountability and transparency in the Australian aid and export credit programs including freedom of information on all aspects of projects and programs of development agencies and multilateral development banks.
- there is greater recognition of women's needs and greater involvement of women on development projects, and greater gender equity at all levels of the development process, including in consultancy firms contracted to implement aid programs and projects.
- there is a halt to structural adjustment programs that contribute to environmental degradation and dislocate or damage the poorest populations.
- there is an increased proportion of appropriate professional staff in Australia's official overseas development agency (currently AusAID), official Export Credit Agency (currently EFIC) and multilateral development agencies and consultancy firms contracted for aid programs and projects and the development banks.
- there is increased funding of development education activities within Australia and an increased public awareness of the environmental and social impact of the Australian Overseas Development Assistance Program and related private investment, including input into environmental and developmental studies.

- there is a public fund to which gifts of money or property are to be made which will be used only to support AID/WATCH's key purposes. This fund will be named the AID/WATCH fund.

3. Membership

- (a) subject to these rules the members of the Association shall be comprised of the members of the Association immediately prior to incorporation together with such other people and organisations as the Committee of Management hereinafter called COM admit to membership.
- (b) member is open to all individuals and organisations who accept the rules of Association. An incorporated organisation is able to be a member of the Association, but it must nominate individuals to be members to represent.
- (c) individuals and organisations wishing to become members of the Association shall apply to the COM for membership.
- (d) the COM shall determine whether or not to accept an application for membership. The COM is not required to supply reason for accepting or rejecting membership applications.
- (e) member shall pay such fees as are determined by the COM..
- (f) a register of members shall be kept by the Association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- (g) membership shall cease upon resignation, expulsion or failure to pay outstanding membership fees within three months of the due date. The COM shall have the power to waive fees in special circumstances.

4. Members Liability

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

5. Membership Termination

Membership may be terminated by the COD if it is the opinion of the COD, after affording such member an opportunity to provide an explanation of their conduct either verbally or in writing as he/she prefers, that his/her conduct is such as to be contrary to the best interests of the project, provided that:

- (a) an expulsion shall not be effective unless it is confirmed by two third of the members present at a Special Meeting of members convened to consider the expulsion.
- (b) such Special Meeting is held within a period of two mouths from the date of the decision of the COM to expel the member.
- (c) at such Special Meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of his/her conduct verbally or in writing as he/she prefers.
- (d) it shall be in the power of the COM to exclude such member from participation in the affairs of the Association until such Special Meeting shall be held.

6. Management

- (a) the Association shall have its affairs controlled by and managed by a group which operates according to the principles of collectivity. This group shall be called the Committee of Management (COM) and subject to these rule shall control and manage the affairs of the Association.
- (b) solely for the purpose of representing the COM to the organisations and the community, the following office bearers shall be elected as members- of COM at the Annual General Meeting: a chair, a public officer and a treasurer.
- (c) the COM shall consist of the three office bearers, the staff and a minimum of 6 and a maximum of 10 members who are elected at the Annual General Meeting.
- (d) the COM shall meet to manage the affairs of the Association at least once every two month and quorum necessary to make decisions shall be five.
- (e) questions arising at any meeting of the COM shall be determined by a consensus of opinion of each member of the COM shall be equal in value and shall be considered by all other members.
- (f) in the event of a consensus of opinion not being reached after adequate discussion, a majority vote shall apply.
- (g) no business shall be transacted at any COM meeting unless a quorum of members is present at the time the meeting proceeds to business.
- (h) if within thirty minutes from the time appointed for the meeting a quorum is not present the meeting shall be dissolved, stand adjourned to the same day in the next week at the same time and place or to such other day and such other time and place as the members present shall determine. If at the adjourned meeting a quorum is not present, within thirty minutes for the time appointed, the members present, being not less than three, shall be the quorum.
- (i) there shall be no proxy voting due to the collective nature of the Association.

- (j) meetings of the COM shall be chaired by a committee member appointed at each meeting, and a minutes taker appointed at each meeting shall take minutes of all business transacted and these minutes are to be confirmed at the beginning of the next succeeding COM meeting.
- (k) notice of COM meeting shall be given by a notice being prominently displayed at the Association's premises.
- (l) members of the COM and the office bearers shall hold their positions from the date of appointment until the next Annual General Meeting, and shall cease if they submit a written resignation, are removed by a Special Meeting or they are absent from three consecutive meeting without approval.
- (m) any casual vacancy occurring among the COM may be filled by appointment from the membership at the next meeting.

7. Powers and Duties of the Committee of Management

The business of the Association shall be managed by three executive members of the COM who, shall be appointed by the COM. These three executive members, in furtherance of the objects of the association, may:

- (a) employ and support the staff and perform those tasks that are determined by the COM.
- (b) enter into any arrangement with any government or authority and obtain from there any privileges and concessions which the Association may think desirable.
- (c) improve, maintain, manage or control any houses, buildings, or grounds which seem calculated to advance the Association's
- (d) deal with the income of the Association not immediately required in such manner as the COM sees fit.
- (e) purchase, lease, hire and otherwise acquire any property and any rights and privileges which may seem requisite or capable of being conveniently used in connection with the objects of the Association.
- (f) draw, accept, endorse and execute any negotiable or transferable instrument.
- (g) do all such other things as are conducive to the attainment of the objects of the Association.
- (h) appoint a sub-committee for such purposes and subject to such controls as decided upon by the COM.

8. Meetings

- (a) an Annual General Meeting of the Association shall be held each year within six months from the end of the financial year of the Association (except the first annual General Meeting which shall be held within two month from the end of the first financial year and within eighteen months from the end of the first financial year and within eighteen months of incorporation).
- (b) the members may, whenever they think fit, convene a Special General Meeting of the Association. A Special General Meeting of the Association. A Special General Meeting must be convened by the COM within three mouths of receiving a written request to do so from at least five percent of the membership of the Association.
- (c) at least fourteen days notice of all General Meetings and notices of meeting shall be given to members by prominent displaying of such notice at the Associations premises. In the case of General Meeting where a Special Resolution is to be proposed, notice of the resolution shall be given to members at least twenty one days before the meeting in like manner.
- (d) in the case of the Annual General Meeting the following business shall be transacted whether specified or not:
 - (i) confirmation of the minutes of the last Annual General Meeting and any recent Special General Meeting;
 - (ii) receipt of the COM's report upon the activities of the Association in the last financial year;
 - (iii) election of office bearers and other members of the COM;
 - (iv) receipt and consideration of a statement from the treasurer which is not misleading and gives a true and fair view for the last financial year of the Association's finances;
- (e) the quorum for an Annual General Meeting, will be six members, present in person.
- (f) decisions at all meeting of the Association shall be decided by consensus of opinion.
- (g) in the event of consensus of opinion not being reached after adequate discussion, voting provisions shall apply. Because of the collective nature of the Association there shall be no voting by proxy at any Annual General Meeting.
- (h) if within thirty minutes from the time appointed for the Annual General Meeting a quorum of members is not present, the meeting shall be dissolved, stand adjourned to the same day in the next week at the same time and place or to such other day and such other time and place as the members present shall determine. If at the adjourned meeting a quorum is not present, within thirty minutes from the time appointed for the meeting the members present, being not less than three, shall be the quorum.
- (i) nominations of candidates for election as office bearers of other COM members may be made at the Annual General Meeting.

9. Special Resolutions

- (a) a special resolution must be passed by a general meeting of the Association to effect the following changes:
 - (i) a change of the Association's name;
 - (ii) a change of the Association's rules;
 - (iii) a change of the Association's objects;
 - (iv) an amalgamation with another Incorporated Association;
 - (v) to apply for registration as a company or a co-operative;

- (b) a special resolution shall be passed in the following manner:
 - (i) a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
 - (ii) the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting;
 - (iii) a quorum must be present at the meeting (the number for a quorum being five members)
 - (iv) to pass a special resolution and in keeping with the Act voting rules must apply. There must be a majority of not less than two thirds of those present, these being members entitled under the rules to vote in person. No proxies are allowed.
 - (v) Where it appears that it is not possible or practicable for a Special Resolution to be made to the Department or Consumer Affairs for permission to pass the resolution in some other way.

10. Public Officer

- (a) the members shall ensure that a person is appointed as Public Officer.

- (b) the first Public Officer shall be the person who completed the application for incorporation for the Association.

- (c) the members may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is eighteen years of age or older and a resident of NSW.

- (d) the Public Officer may be an office bearer, member, or any other person required as suitable for the position by the members.

11. Insurance

The Association shall effect and maintain insurance as required under the Associations Incorporation Act 1984 together with any other insurance which may be required by law or regarded as necessary by the Association.

12. Financial Management

- (a) the funds of the Association shall be derived from the fees of members, donations, grants and such other sources approved by the Association. All funds received by the Association shall be deposited as soon as is practicable and without deduction to the credit of the Association's accounts as is required by the Association.
- (b) the income and assets of the Association shall be applied towards the promotion of the objects of the the Association. As a non-profit organisation no portion of the income or assets shall be distributed to its individual members, however the Association may still make payment in good faith to any employee of the Association and to any officer in return for services actually rendered to the Association or for goods supplied in the ordinary way of business, nor will this prevent the payment of interest or rent at a fair market rate.
- (c) the common seal of the Association shall be kept in the custody of the staff and shall only be affixed to a document with the approval of the COM.
- (d) 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 COM.
- (e) the Association shall be dissolved in the event of the membership being less than five persons or upon the special resolution of members present at a Special General Meeting convened to consider such a question. In the event of the organisation being dissolved the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.
- (f) all and any documentation kept by and relating to business of the Association shall be retained in the custody, care and control of the staff at the principal place of administration of the Association. Inspection by any member is to be permitted provided that the described
- (g) above material at no time is removed from the care, custody and control of the staff except as provided for in 12 (g) or otherwise as the COM deems appropriate.
- (g) an annual financial statement shall be prepared and presented to the Annual General Meeting by the treasurer or by a person deemed by the COM to be appropriate.
- (h) the mode o f drawing and signing cheques shall be decided by the COM.

13. Public Fund

- (a) the Association shall establish and maintain a public fund, to be called the AID/WATCH Fund:
 - (i) to which gifts of money or property for its environmental purpose or purposes are to be made;
 - (ii) to which any interest on money in the fund is to be credited;
 - (iii) to which money derived from the property given to the fund is to be paid;
 - (iv) that does not receive any other money or property;
 - (v) that is used only to support the body's environmental purpose or purposes.

- (b) the fund is to be administered by committee of whom a majority of members are required, because of their tenure of degree of responsibility to the community as a whole. The committee shall consist of three “Persons of Responsibility” and two members of the COM. This group will meet not less than 2 times per year and report directly to the COM.
- (c) members of the general public will be invited to contribute to the fund and all such gifts and donations will be kept separate from other fund of the Association and credited to and kept in a bank account also to be know as the AID/WATCH Fund.
- (d) receipts will be issued in the name of the fund is to be distributed to the members or trustees of the fund (apart from proper remuneration for administration services).
- (e) none of the monies accumulated by the fund is to be distributed to the members or trustees of the fund (apart from proper remuneration for administration services).
- (f) the fund shall be operated on a non-profit basis with any profit generated from fund-raising activity to be used in the furtherance of the Association environmental purpose.
- (g) in the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another fund that is on the register of Environmental Organisations having similar objects to the objects of this organisation as deemed by the CoM.
- (h) any allocation of funds to other organisations or persons will be made in accordance with the established objectives of the organisation and not be influenced by the expressed preference or interest of a particular donor to the organisation.
- (i) the association agrees to provide statistical data about gifts to the fund to the relevant Department, within four months of the end of each financial year.