



# STEP Inc

Community-based Environmental Conservation since 1978

## CONSTITUTION

### 1. NAME

The name of the Association shall be STEP Incorporated.

### 2. OBJECTS

The objects of the Association shall be:

- (a) To preserve all natural bushland within Ku-ring-gai and its environs from alienation or degradation.
- (b) To ensure proper management of this bushland in accordance with current conservation and rehabilitation best practice.
- (c) To bring the Lane Cove River Valley bushland under a single management body.
- (d) To be concerned with environmental issues affecting Ku-ring-gai and its environs.
- (e) To co-operate and exchange information with other groups dedicated to environmental protection.
- (f) To solicit donations, fees and money from the public and government bodies to assist in these objectives.
- (g) To promote participation of members of the Association.
- (h) To be concerned with education and promotion of the objects of the Association, publish booklets, information sheets, maps and conduct conferences, seminars and meetings, and lobby people in public office.
- (i) To co-operate with or become a member of and to contribute to the funds of any other organisation having objects altogether or in part similar to those of this Association or which are likely to benefit directly or indirectly this Association.
- (j) To establish funds by way of fee, subscription, levy, loan, donation, legacy or other means for carrying out the objects of this Association.

- (ja) To set up a gift fund, to be known as the 'STEP Environment Protection Fund', under the Constitution and rules of the Association, for the environmental objectives set out in this Clause, and in particular those set out in paragraphs (a), (b), (c) and (d) of it. The STEP Environment Protection Fund must comply with section 78AB of the Income Tax Assessment Act 1936.
- (k) To provide for representation of the Association on committees, other organisations, and in any proceedings or inquiries relating to environmental matters.
- (l) To invest and deal with moneys of the Association in authorised trustee securities and investments.

### **3. MEMBERSHIP**

- (a) Membership is open to all individuals, families and organisations who accept the Constitution of the Association. An unincorporated organisation is not capable of being a member of the Association, but it may nominate individuals to be members to represent it.
- (b) Individuals, families and organisations wishing to become members of the Association shall apply to the Committee for membership.
- (c) The Committee shall determine whether or not to accept an application for membership. The Committee is not required to supply reasons for accepting or rejecting an application for membership.
- (d) Members shall pay such fees as are determined by the Association at a general meeting.
- (e) 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.
- (f) Membership shall cease upon resignation, expulsion, or failure to pay outstanding membership fees within three months of the due date.
- (g) Membership fees shall fall due on the first day of each financial year of the Association. The financial year of the Association shall run from 1 July to 30 June or such other period as determined by the Committee.
- (h) Voting shall be restricted to financial members over 18 years who have been members for a minimum of 3 calendar months.
- (i) Honorary members shall be those nominated by the Committee and approved at a General Meeting.

### **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. DISCIPLINING OF MEMBERS**

The procedure for disciplining members shall be determined by the Committee. Anyone who wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them may do so at the next general meeting of the Association.

## **6. MANAGEMENT — BY COMMITTEE**

- (a) The Association shall have its affairs controlled and managed by the office bearers and other members known as the Committee.
- (b) The office bearers shall consist of a President, Vice President, Secretary and Treasurer. There shall be up to ten other members of the Committee. All positions are honorary and no remuneration, fee or benefit shall be paid apart from reimbursement for out-of-pocket expenses, reasonably incurred in carrying out his or her duties.
- (c) The office bearers and other members of the Committee shall be elected at each Annual General Meeting. Any casual vacancy occurring in the Committee may be filled by a member appointed by the Committee.
- (d) Each member of the Committee shall hold office from the date of their election until the next Annual General Meeting.
- (e) Retiring Committee members are eligible for re-election.
- (f) The Committee shall meet as often as necessary to conduct the business of the Association and not less than four times a year.
- (g) The quorum for meetings of the Committee shall be five members elected at the previous Annual General Meeting. If within half an hour after the appointed time for the start of a Committee meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall 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. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the start of the meeting, three Committee members shall constitute a quorum.
- (h) Notice of Committee meetings shall be given at the previous Committee meeting or by such other means as the Committee may decide upon.
- (i) A member of the Committee shall cease to hold office upon resignation in writing; removal as a member of the Association; or absence from three successive Committee meetings without approval by the Committee.

- (j) The Committee may function validly provided its number is not reduced below the quorum. Should Committee numbers fall below the quorum the remaining Committee members may act only to appoint new Committee members.
- (k) Questions arising at any meeting of the Committee shall be decided by the majority of votes of those present. In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.

## **7. GENERAL MEETINGS**

- (a) An Annual General Meeting of the Association shall be held within six months from the end of the financial year of the Association.
- (b) The Committee may, whenever it thinks fit, convene a general meeting of the Association. A general meeting must be convened by the Committee within three months of receiving a written request to do so from at least five percent of the membership of the Association.
- (c) At least 14 days' notice of all general meetings shall be given to members, which may be hand-delivered or sent by pre-paid post to each member at the member's address appearing in the register of members, specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. In the case of general meetings where a special resolution is to be proposed, notice of the meeting shall be given to members at least 21 days before the meeting in the same manner as provided in this clause.
- (d) In the case of the Annual General Meeting the following business shall be transacted:
  - 1) confirmation of the minutes of the last Annual General Meeting and any recent general meeting;
  - 2) receipt of the Committee's report upon the activities of the Association in the last financial year;
  - 3) election of office bearers and other members of the Committee;
  - 4) receipt and consideration of a statement from the Committee which is not misleading and gives a true and fair view for the last financial year of the Association's:
    - income and expenditure;
    - assets and liabilities;
    - mortgages, charges and other securities; and
    - trust properties.
  - 5) receipt and consideration of a statement from the Committee which is not misleading and gives a true and fair view for the last financial year of the financial operations of the STEP Environment Protection Fund referred to in paragraph (ja) of Clause 2, including the statistical data provided under paragraph (m) of Clause 10A, of this Constitution.

- (e) The quorum for a general meeting shall be seven members present in person. If within half an hour after the appointed time for the start of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall 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. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the start of the meeting, five Committee members shall constitute a quorum.
- (f) Voting at general meetings shall be by show of hands unless a secret ballot is demanded by any member. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three quarter majority is required.
- (g) All votes shall be given personally and there shall be no voting by proxy.
- (h) For voting purposes each family may nominate at most two family members to represent it. Each nominated person carries a single vote.
- (i) In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote.
- (j)
  - 1) Nominations of candidates for election as office bearers of the Association or as ordinary members of the Committee:
    - (a) must be 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) must be 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.
  - 3) 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 is to be held.
  - 6) The ballot for the election of office bearers and ordinary members of the Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

## **8. OFFICE BEARERS**

- (a) The President or, in the President's absence, the Vice-President, shall act as chairperson at each general meeting and Committee meeting of the Association.
- (b) If the President and Vice-President are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson.
- (c) The Secretary shall keep records of the business of the Association including the rules, register of members, minutes of all general and Committee meetings and a file of correspondence. The records, books and other documents of the Association shall be open to inspection, free of charge by a member of the Association at any reasonable hour.
- (d) The Treasurer shall ensure that all money received by the Association is paid into an account in the Association's name. Payments shall be made through a petty cash system or by cheques signed by two signatories authorised by the Committee. Major or unusual expenditures shall be authorised in advance by the Committee or a general meeting.
- (e) The Treasurer shall ensure that the correct books and accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.

## **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 Constitution;
  - iii) an amalgamation with another Incorporated Association;
  - iv) to voluntarily wind up the Association and distribute its property;
  - 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 hand-delivered or sent by prepaid post to each member at the member's address appearing in the Register of Members advising the place, date and time of the general meeting to be held to consider a special resolution;
  - ii) the notice must give details of the proposed resolution and give at least 21 days' notice of the meeting;
  - iii) a quorum must be present at the meeting;
  - iv) at least three-quarters of those present must vote in favour of the resolution;
  - v) in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Commissioner for Consumer Affairs or other authority for the time being having the relevant

function under the Associations Incorporation Act or regulations for permission to pass the resolution in some other way.

- (c) A special resolution may not be proposed that would be inconsistent with paragraph (i) of Clause 10A, relating to the transfer of any surplus assets of the Fund referred to in that Clause in the event of any winding-up of the Fund.

## **10. PUBLIC OFFICER**

- (a) The Committee shall ensure that a person is appointed as Public Officer.
- (b) 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.
- (c) The Public Officer shall be deemed to vacated their position in the following circumstances:
  - i) death;
  - ii) resignation;
  - iii) removal by the Committee or at a general meeting;
  - iv) bankruptcy or financial insolvency;
  - v) mental illness;
  - vi) residency outside New South Wales.
- (d) When a vacancy occurs in the position of Public Officer the Committee shall within 14 days notify the Commissioner for Consumer Affairs or other authority for the time being having the relevant function under the Associations Incorporation Act or regulations by the prescribed form and appoint a new Public Officer.
- (e) The Public Officer is required to notify the Consumer for Consumer Affairs or other authority for the time being having the relevant function under the Associations Incorporation Act or regulations by the prescribed form in the following circumstances:
  - i) appointment (within 14 days)
  - ii) a change of residential address (within 14 days)
  - iii) a change in the Association's Constitution (within one month)
  - iv) a change in the membership of the Committee (within 14 days)
  - v) a change of the Association's financial affairs (within one month after the Annual General Meeting)
  - vi) a change in the Association's name (within one month).
- (f) The Public Officer may be an office bearer, Committee member, or any other person regarded as suitable for the position by the Committee.

## **10A. THE STEP ENVIRONMENT PROTECTION FUND AND ITS RULES**

- (a) The environmental purpose of the Fund referred to in paragraph (ja) of Clause 2 is to support the environmental objects of the Association.
- (b) The Fund will be used only to support the Association's environmental purposes.
- (c) 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.
- (d) 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.
- (e) The Fund must not received any other money or property, including corporate sponsorship money, and gifts to it are to be kept separate from other funds of the Association.
- (f) A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing thereon.
- (g) 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.
- (h) 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.
- (i) 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 1936.
- (j) The Fund will be administered by a committee of management of no fewer than three persons. The committee will be appointed from time to time by the Committee referred to in Clause 6 of this Constitution, and is to include the Treasurer for the time being of the Association. A majority of the members of the committee of management of the Fund 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.
- (k) 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.
- (l) Any changes to these 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.

- (m) 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.

## **11. MISCELLANEOUS**

- (a) The Association shall effect and maintain insurance as is required under the Associations Incorporation Act together with any other insurances which may be required by law or regarded as necessary by the Association.
- (b) The funds of the Association shall be derived from the fees of members, donations, grants and such other sources approved by the Association.
- (c) The Common Seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witness by the signatures of two members of the Committee.
- (d) The Association may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Association shall be wound up. The distribution of surplus property shall be in accordance with section 53 of the Associations Incorporation Act 1984.
- (e) Service of documents on the Association is effected by serving them on the Public Officer or by serving them personally on two members of the Committee.
- (f) The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objectives of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association or reasonable and proper rent for premises let by any member to the Association.
- (g) The Association shall not be dissolved except at a General Meeting of the Association specially convened for the purpose and by a Resolution carried by a majority of four-fifths of the votes recorded in respect of the same. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar or in part similar to the objects of the Association and which shall also prohibit the distribution of its or their property among its or their members such an institution or institutions to be determined by the members of the Association at or before the time of dissolution or in default thereof by the Chief Judge of such Court as may have or acquire jurisdiction in the matter.
- (h) Paragraph (d) or (g) of this Clause does not authorise the proposing of a special resolution that would be inconsistent with paragraph (i) of Clause 10A of this

Constitution, relating to the transfer of any surplus assets of the Fund referred to in that Clause in the event of any winding-up of the Fund.

- (i) Any allocation of funds or property to other organisations or persons will be made in accordance with the objectives of the Association and not be influenced by the expressed preference or interest of a particular donor to the Association.
- (j) The provisions of paragraph (ja) of Clause 2, sub-paragraph (5) of paragraph (d) of Clause 7, paragraph (c) of Clause 9, Clause 10A, and paragraphs (h) and (i) of this Clause 11 of this Constitution, operate only during the period in which the Association is registered on the Register of Environmental Organisations referred to in the Income Tax Assessment Act 1936; but the provisions of Clause 10A relating to the winding-up of the Fund referred to in that Clause shall apply until any winding-up of that Fund is completed.

As amended:  
23 October 2007  
17 October 1996  
14 October 1993  
13 September 1990  
13 July 1989  
10 December 1987

Date of Incorporation:  
10 April 1986