

**CONSTITUTION OF
THE MEN OF THE TREES (INC.)**

1. NAME AND OBJECTS

The name of the Society shall be 'THE MEN OF THE TREES INCORPORATED' (hereinafter called 'the Society'). Its objects shall be:

- (a) Directed by a vision of a world in which all people recognise the value of trees.
- (b) For every member of the Western Australian Society of The Men of the Trees Inc. to contribute to the planting and aftercare of trees and understorey
- (c) Provide a service to our membership by which they can become directly involved in seed collecting, seedling propagation, planting and aftercare.
- (d) Share relevant information with as wide a cross section of society as possible.
- (e) Do all other things as are incidental or conducive to the attainment of the aims and objects of the Society, including the operating entirely separate from the existing Society's bank account and its presently associated records, a separate bank account with its own records to be known as the:
MEN OF THE TREES PUBLIC ENVIRONMENTAL GIFT FUND
the rules and operating provisions of which are set out in Clause 18 of this Constitution.
- (f) Subscribe to, become a member of, and co-operate in working arrangements with, any other association or organisation whose aims are altogether or in part similar to those of the Society, but not to act as a mere conduit for the donation of money or property to other organisations or persons.

2. POWERS

The Society has the power to do all such lawful things as are necessary, incidental or conducive to the attainment of the aims and objects of the Society. Such powers include:

- (a) the leasing of property for any purpose deemed proper by the Executive Board and consistent with the aims and objects of the Society. Any lease negotiated shall be supported by a properly prepared lease agreement.
- (b) the purchase of real estate for any purpose deemed proper by the Executive Board and consistent with the aims and objects of the Society, such purchase to be negotiated through a member of the Real Estate Institute of Western Australia.

- (c) the borrowing and raising of monies by means of mortgage or other loan for any purpose deemed proper by the Executive Board and consistent with the aims and objects of the Society, at a commercial interest rate prevailing at the time, and under terms which are not onerous to the Society and are within the Society's reasonable limits of repayment.
- (d) the investing of funds in any security in which trust moneys may be invested.

3. MEMBERSHIP

- (a) The Society shall consist of:
 - (i) Honorary Life Members; those members whose appointment as such has been endorsed by a two-thirds majority of members at a General Meeting.
 - (ii) Life Members; those members who have paid a Life Membership subscription.
 - (iii) Ordinary Members; those members who have paid an ordinary member subscription.
 - (iv) Honorary members; persons whose involvement in the Society warrants their appointment as Honorary Members by the Executive Board for a term not exceeding one year. Such members shall not be entitled to vote at meetings of the Society.
- (b) Application for Membership:
 - (i) Any person eligible for membership of the Society and wishing to become a member may complete an application for membership in a form approved by the Executive Board.
 - (ii) Upon the relevant subscription, if applicable, being paid the applicant shall become a member of the Society, and shall be bound by this Constitution in all respects, and every member shall be deemed to join the Society on this basis.
 - (iii) In the event of the Executive Board ruling that an applicant is unacceptable for membership, the Executive Board shall inform the applicant in writing of its decision.
 - (iv) The Membership Secretary shall record in a register the name and postal address of members, and details of membership classification.

- (c) Subscriptions:
 - (i) The annual subscription payable by any member shall be such an amount as the Executive Board shall from time to time determine.
 - (ii) Subscriptions for Ordinary Members shall be due and payable on the anniversary of the date of a member joining the Society.
 - (iii) An ordinary Member shall not be entitled to vote at any meeting or to any of the privileges of membership while his/her subscription is in arrears.

4. CESSATION OF MEMBERSHIP

- (a) A member may resign from the Society by giving notice in writing.
- (b) After periodic review of the membership list, the Executive Board may decide which members whose subscriptions are in arrears shall be deleted from the membership list. Cessation of membership will be at the discretion of the Executive Board.
- (c) A General Meeting may on the recommendation of the Executive Board expel any member who in the opinion of the General Meeting is guilty of conduct detrimental to the interests of the Society, provided that at least one week before the meeting of the Executive Board at which such resolution is passed such member shall have had written notice thereof and of the intending resolution for expulsion and that he/she shall have had an opportunity of attending such meeting and of giving there at orally or in writing any explanation of defence which he/she may desire to make.
- (d) Any expelled member shall be entitled to appeal against his/her expulsion to an extraordinary General Meeting of the Society. Notice of appeal shall be given to the Minute Secretary within fourteen days of the day upon which notice of expulsion is communicated to the member and the extraordinary General Meeting shall be summonsed for a day not more than 30 days after the date upon which notice of appeal is served upon the Minute Secretary. An expelled member who in the opinion of a majority of members present and voting at such extraordinary General Meeting should be reinstated to his/her former class of membership of the Society shall thereupon be reinstated.
- (e) A person who from any cause whatsoever ceases to be a member of the Society shall not have any claim monetary or otherwise upon the Society, its funds or property.

5. EXECUTIVE BOARD

- (a) The Society and the business affairs and property thereof shall be managed by an Executive Board.

- (b) The Executive Board shall comprise:
 - (i) The President, two Vice-Presidents, an Honorary Treasurer and an Honorary Secretary or Minute Secretary.
 - (ii) Six (6) other members of the Society as shall offer themselves for nomination. All the above to be elected at an Annual General Meeting.
 - (iii) An Honorary General Manager shall be appointed by the Executive Board at their first meeting following the Annual General Meeting, and shall be co-opted on to the Executive Board.
 - (iv) Executive Board Meetings shall be chaired by a member or members of the Board as determined by the Board at the first meeting following the Annual General Meeting, which meeting shall be chaired by the President.
 - (v) At no time shall the Executive Board comprise more than fourteen (14) members.
 - (vi) The President shall hold office for no more than five consecutive years.
- (c) Any member apart from an Honorary Member shall be eligible for election to any office in the Society or as a Member of the Executive Board. Executive Board Members shall hold office for a period of one year, but shall be eligible for re-election at each Annual General Meeting.
- (d) Nominations for the election of the Executive Board shall be made in writing, signed by two members of the Society and endorsed with the nominee's consent and delivered to a duly nominated member of the Executive Board fourteen (14) days prior to the Annual General Meeting.
- (e) If the number of candidates duly nominated does not exceed the number who may be elected, the candidates nominated shall, at the Annual General Meeting, be declared duly elected; but if the number of candidates nominated shall exceed the number who may be elected, a ballot for election shall be taken at the Annual General Meeting.
- (f) Upon a ballot being necessary, the meeting shall elect a Returning Officer, who shall cause ballot papers to be prepared on which Members shall write their preferences. The Returning Officer will supervise the distribution, collection and counting of ballot papers.
- (g) If an insufficient number of nominations be received then the Executive Board may at its first meeting after the date of the election fill the vacancy or vacancies.

- (h) If no nominations are received the retiring Executive Board shall continue to act but shall have power at any time during the following year to appoint other Executive Board members in their places or in the place of any one of them.
- (i) An Executive Board member may retire from office upon giving seven (7) days notice in writing to the Honorary Secretary or Minute Secretary of his/her intention so to do and such resignation shall take effect upon the expiration of such notice or its earlier acceptance by the Executive Board.
- (j) In the event of any vacancy or vacancies occurring on the Executive Board the continuing Executive Board may act notwithstanding such vacancy or vacancies but if their number falls below five the Executive Board shall not, except for the purpose of filling vacancies, act so long as the number is below that minimum.
- (k) Any casual vacancy occurring on the Executive Board may be filled by the Executive Board.
- (l) The procedures as to the conduct and declaration of elections shall be as prescribed by the Executive Board.
- (m) If any member of the Executive Board is absent from three consecutive meetings without leave being granted prospectively or retrospectively, his/her office may become vacant and may be filled in accordance with sub-section (l) above.
- (n) Any Board member who has any direct or indirect pecuniary interest in a contract or proposed contract made by or in contemplation by the Board shall, as soon as they become aware of their interest, disclose the nature and extent of their interest to the Board.
- (o) A delegate from any branch of the Society may attend any Executive Board meeting, and may proffer comments at the meeting, but may not vote.

6. POWERS AND DUTIES OF EXECUTIVE BOARD

- (a) The Executive Board shall govern the Society under the by-laws, rules and regulations of the Society. The Executive Board shall have the power to do all legal acts, matters and things necessary, desirable or required for the furtherance of the objects of the Society, including the full and unfettered power to delegate all or any of its responsibilities to any member of the Executive Board.
- (b) The Executive Board shall ensure that minutes of all its proceedings are taken and kept as a record by the Minute Secretary, who shall attend all meetings and take minutes, copies of which shall be distributed to the Executive Board Members.

- (c) Meetings of the Executive Board may be held whenever requested by any two members of the Executive Board directed in writing to the Minute Secretary. The President, either vice-President or the Chairperson may at any time summon a meeting of the Executive Board.
- (d) Five members of the Executive Board shall form a quorum at any meeting of the Executive Board provided that whenever the number of members have been reduced below five the remaining members may act for the purpose of appointing new members of the Executive Board until the next Annual General Meeting.
- (e) The Executive Board shall without prejudice to the last preceding sub-clause have power to appoint to and subsequently remove from the Executive Board other members of the Society for the purpose of consultation and advice in related and other fields in which advice is needed. Such Members shall be appointed for a term not exceeding twelve (12) months.
- (f) In relation to the Men of The Trees Public Environmental Gift Fund, the Executive Board shall have the responsibility of ensuring compliance with Clause 18 of this Constitution.

7. PROCEEDINGS OF EXECUTIVE BOARD

- (a) The Executive Board may meet together at regular intervals of not more than three (3) months during the year for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairperson will have a second or casting vote.
- (b) The Chairperson shall preside and in his/her absence the President or a Vice-President shall preside at all meetings of the Executive Board and if none of these be present the members of the Executive Board present shall choose one of their number to be Chairperson of the meeting.
- (c) The Executive Board may delegate any of its powers to subcommittees consisting of such members as they think fit; any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Executive Board.
- (d) A subcommittee may elect a Chairperson of its meetings; if no such Chairperson is elected or if at any meeting the Chairperson is not present within fifteen (15) minutes after the time appointed for holding the same the members present may choose one of their number to be Chairperson of the meeting.
- (e) A subcommittee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairperson shall have a second or casting vote.

- (f) Each subcommittee shall furnish a report of its activities to the Executive Board together with such advice concerning the subject matter of those activities as they shall deem desirable.
- (g) All acts done by any meeting of the Executive Board or of a subcommittee of members thereof or by any person acting as a member of the Executive Board shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Executive Board or person acting as aforesaid, or that he/she was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of that Committee.

8. DISQUALIFICATION OF MEMBERS OF EXECUTIVE BOARD

The office of a member of the Executive Board shall be vacated:

- (a) if he/she is expelled from his/her office or from the Society.
- (b) if he/she becomes of unsound mind or becomes bankrupt or suspends payment or compounds with or assigns his/her estates for the benefit of his/her creditors.
- (c) if he/she resigns their office.

9. DUTIES OF HONORARY TREASURER

- (a) A bank account or accounts with a recognised bank, opened in the name of the Society where and as directed by the Executive Board, shall be operated by the Treasurer. All withdrawals shall be signed by the Treasurer and one other of a number of members approved by the Executive Board as signatories to the accounts.
- (b) The Treasurer shall keep account of all moneys received and paid on behalf of the Society, will attend to all banking, and will pay all accounts, recording all transactions in a proper set of accounts.
- (c) The Treasurer will submit the Society's financial records of each year for auditing promptly at the end of the financial year. The financial year of the Society shall commence on the first day of October each year.
- (d) The Treasurer will present the audited Revenue and Expenditure Statement and Balance Sheet, and an annual report to the Annual General Meeting.
- (e) The Treasurer will be responsible for the custody of all financial records, which may be inspected at any time by any member of the Society.

- (f) The Treasurer will be responsible for sanctioning the appointment of sub-treasurers of branches, and for other activities involving the Society, and who will be responsible for accounting for funds passing through their hands. The Treasurer will periodically monitor the accounts of the sub-treasurers to ensure that the accounts are presented in a form acceptable for audit within a reasonable time after the end of the financial year.
- (g) The Treasurer will maintain a register of signatories to the bank accounts operated by him/her, and all other accounts operated by the sub-treasurers in the various facets of the Society.
- (h) The Treasurer will be responsible for maintaining the records of the Society's Public Environmental Gift Fund. Moreover, in a document countersigned by the President, he or she be responsible for immediately advising the appropriate Commonwealth Government Department of any changes to this Constitution, and to the 'Persons of Responsibility' referred to in Clause 18 of this Constitution.

10. BRANCHES

- (a) The Executive Board may establish a branch of the Society in any centre in Western Australia. The activities of a branch shall, subject to the directions of the Executive Board, be administered by Branch Committee.
- (b) The branch sub-treasurer shall:
 - (i) with the authority of the Executive Board open a bank account in the Society's name. Such authority may be withdrawn at any time. All moneys received by him/her in his/her capacity as sub-treasurer shall be banked in this account, and withdrawals drawn on the account signed by both the sub-treasurer and one of two other branch members to be authorised by the Executive Board.
 - (ii) at the end of each financial year submit to the Honorary Treasurer the branch accounts of that year for the purpose of audit and incorporation in the overall accounts of the Society.
 - (iii) Shall keep the accounts in a form and manner acceptable to the Executive Board.
- (c) Branch meetings shall be called at least once in each year by each Branch Committee. Branch meetings may also be held at such times and such places as the Executive Board may determine. Fourteen (14) days notice of such meetings shall be given to every member resident in the area in question.
- (d) The Branch Committee shall register the name and address of all branch members with the Membership Secretary.

11. MEETINGS

- (a) Quorum - Ten (10) financial members in person or by proxy plus any Executive Board members shall constitute a quorum for all meetings of the Society. No business shall be transacted at any meeting unless a quorum of financial members, either present or represented by proxy, is present at the time when the meeting proceeds to business.
- (b) Notice of Meetings - The Executive Board shall give all members not less than fourteen (14) days notice of the date, time and place of any meeting. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings of any meeting.
- (c) If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present (not being less than two in number) shall be a quorum.
- (d) Chairing of Meetings - The President or in his/her absence a Vice-President shall preside as Chairperson at every General Meeting. If neither the President nor a Vice-President shall be present within fifteen (15) minutes after the time appointed for holding the meeting, or if being present he/she or they shall be unwilling to act as Chairperson, the members present shall choose one of their number to be Chairperson.
- (e) Adjournment of Meetings - The Chairperson of the meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten (10) days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (f) Voting - Unless otherwise resolved by the meeting questions arising at any General Meeting shall be decided by a show of hands. In the case of an equality of votes the Chairperson shall have a second or casting vote.
- (g) Every member, (other than Honorary members, who are not entitled to vote) present or represented by proxy shall have one vote. No member shall be entitled to vote at any General Meeting unless all subscriptions due by him/her to the Society have been paid.

- (h) Family Votes - Notwithstanding the preceding sub-clause, in the case of a family present of more than two which includes children under eighteen years of age the children shall have one vote between them, thereby giving the family three votes.
- (i) Proxy - The instrument appointing a proxy or representative shall be in writing under the hand of the appointer or their attorney duly authorised in writing. A proxy or representative need not be a member of the Society. An appointment of proxy or representative may be revoked by the appointer at any time.
- (j) Form of Proxy - The instrument appointing a proxy or representative shall be in or to the effect of the following form, or any other form which the Executive Board may approve:

'I.....of.....do
hereby appoint.....of.....
as my proxy to vote for me and on my behalf at the General Meeting of the
Society to be held on and at any adjournment thereof.
Signature of Member
Signature of Witness.....Date

- (k) Annual General Meetings
 - (i) The Annual General Meeting of the Society shall be held once every calendar year within four (4) months of the end of the preceding financial year and at such place as the Executive Board may determine. The Annual General Meeting shall be conducted and have the same authority as an Ordinary General Meeting apart from such special provisions as are made in this constitution for the Annual General Meeting.
 - (ii) At each Annual General Meeting the President shall submit a report summarising the activities of the Society since the previous Annual General Meeting, together with any other particulars deemed desirable by the Executive Board.
 - (iii) The agenda of the Annual General Meeting shall include:-
 - (a) Apologies
 - (b) Presentation of Minutes of last Annual General Meeting
 - (c) President's Report
 - (d) Presentation of Statement of Income and Expenditure, Balance Sheet, Treasurer's Report, Report on Public Environmental Gift Fund and Auditor's Statement
 - (e) Election of Officers and Executive Board
 - (f) Appointment of Auditor
 - (g) Any other business approved by the Chairperson.

- (l) Ordinary General Meetings - The Executive Board may at any time call an Ordinary General Meeting by giving members notice in the required manner and advising them of the subjects to be discussed at the meeting.
- (m) Special General Meetings - The Executive Board may at any time and shall upon the written requisition signed by at least a quorum of a General Meeting call upon the Minute Secretary to convene a Special General Meeting which shall be held at such time as the Executive Board shall direct not less than fourteen (14) days and not later than twenty-eight (28) days after the receipt of such requisition. The Special General Meeting shall be conducted and have the same authority as an Ordinary General Meeting.

12. AUDITOR

At the Annual General Meeting an Auditor shall be appointed for the following twelve (12) months. The Auditor shall examine the books and financial records of the Society for the year following his/her election and shall prepare a report for presentation with the annual accounts at the next succeeding Annual General Meeting.

13. AMENDMENT TO CONSTITUTION

The constitution shall be amended only at a General Meeting of the Society. Amendments may be proposed by the Executive Board or any financial member of the Society. The Minute Secretary shall be notified in writing by the individual member of the proposed amendment(s) not less than three (3) weeks prior to the meeting. All Society members shall be notified in writing of the proposed amendment(s), together with a notice of details of the meeting, at least fourteen (14) days prior to such meeting. In conformity with the Associations Incorporation Act 1987 a special resolution, passed by at least 75 percent of those present and eligible to vote, shall be required to sanction any amendment(s) to the constitution.

14. TRUSTEES

The Executive Board may appoint two trustees from amongst the members of the Society to hold property in the name of the trustees for and on behalf of the Society.

15. INDEMNITY

- (a) No member of the Executive Board or member of the Society shall be personally liable for any liability incurred on behalf of the Society, or for any default, loss or damage resulting from the performance of any person employed by or working in a volunteer capacity on behalf of the Society.
- (b) No person shall be entitled to be indemnified out of the funds of the Society for any liability, except for customary and legitimate expenses incurred in the course of their normal activities on behalf of the Society.

16. COMMON SEAL

The Society shall have and use a common seal inscribed with the name of the Society which will be held by a delegated member of the Executive Board and it shall be used or affixed to any document after authority has been given by a majority decision of a General Meeting or the Executive Board. The President and one other Executive Board member shall sign any document to which the seal has been affixed.

17. FINANCE

- (a) The Society will not engage as a primary object in the acquisition of economic profit for itself or its members. All income from the activities of the Society shall be used solely for the prosecution of the Society's aims and objects, and individual members shall have no claim or title to such income or any property of the Society.
- (b) Notwithstanding sub-clause (a) above, it shall be in order for the Society to remunerate any member who, with the sanction of the Executive Board, is formally engaged by the Society in employment in the Society's nursery, or elsewhere.
- (c) Notwithstanding sub-clause (a) above:-
 - (i) It shall be in order for the Executive Board to sanction to other than an employee the awarding of a trophy or an honorarium to any other member for the excellence of their work, effort and input towards achieving the environmental objectives of the Society.
 - (ii) The amount of any such honorarium and to whom paid shall:
 - (A) be entirely at the discretion of the Executive Board.
 - (B) in no way constitute a precedent of payment to any member or any office held within the Society by any member.
 - (C) be paid in one lump sum.
 - (D) be itemised separately in the accounts and receive specific mention in Treasurer's Annual Report to the Annual General Meeting.

18. MEN OF THE TREES PUBLIC ENVIRONMENTAL GIFT FUND

- (a) A bank account with this title, separate from other Society bank accounts and their associated records, shall be opened and have its own separate accounting records designed to facilitate the furnishing of Commonwealth Government Statistical Returns and any other information requested.

- (b) This Fund shall be administered by three appointed persons nominated by the Executive Board and falling within the definition by the Department of the Environment, Sport and Territories of 'Persons of Responsibility'. The term of the appointment shall be for three (3) years.
- (c) These three persons shall jointly and severally have the responsibility of ensuring the making out and lodging within four (4) months of the end June each year the Annual Statistical Return required by the Department.
- (d) Any two of these duly appointed 'Persons of Responsibility' are empowered to jointly authorise withdrawals from the Fund and to ensure the proper accounting for receipts within a reasonable time.
- (e) The separate bank account with its associated accounting and other records shall be the subject of its own audit and audit report which shall be made available to each of the 'Persons of Responsibility' as well as the Executive Board. Such audit report shall be submitted to the Annual General Meeting.
- (f) In the event of dissolution of the Society or of the Men of The Trees Public Environmental Gift Fund it shall be the joint and several responsibility of the 'Persons of Responsibility' to ensure that any surplus assets in the Fund are transferred to another fund that is on the Register of Environmental Organisations.
- (g) In the event of there arising any difference of opinion among the three appointed 'Persons of Responsibility' as to any action or projected action of theirs coming within the ambit of authorisation conferred on them by the legislation relating to the Men of the Trees Public Environmental Gift Fund, then the dissenting party shall have the duty of seeking a ruling in the matter from an independent arbitrator agreed to by the three 'Persons of Responsibility' and of simultaneously informing the Executive Board of the Society.
- (h) At all times the 'Persons of Responsibility' shall have the joint and several duty of ensuring that their actions in relation to the Men of The Trees Public Environmental Gift Fund conform to any future legislative requirements.

19. DISSOLUTION

A Special General Meeting called for the purpose may by a 75 percent majority vote of the members present and eligible to vote resolve to dissolve the Society and if such resolution is confirmed by a similar majority vote at a subsequent Special General Meeting held not less than twenty-one (21) or more than twenty-eight (28) days thereafter then the Society shall be dissolved.

20. DISPOSAL OF PROPERTY UPON DISSOLUTION

If on dissolution of the Society, there remains after satisfaction of all its debts and liabilities any assets, such assets shall be distributed for charitable purposes, or to an incorporated association which is an Australian organisation with similar aims and objectives as the Society and which possesses approved donee status, as defined in Section 78 of the Income Tax Assessment Act, and which has been accorded to the organisation by the Commissioner of Taxation. The selection of such an organisation to which the Society's assets are to be transferred shall be decided at the meeting at which the resolution to dissolve the Society takes place.

21. INTERPRETATION

Any dispute which arises in regard to the interpretation of this constitution shall be referred to an arbitrator who is not a member of the Society and who is appointed by a General Meeting of the Society. The arbitrator shall have the authority to interpret the constitution and report his or her interpretation to the President in writing and his or her decision shall be final.

If any case should arise not provided for in this Constitution, the same shall be decided in accordance with the standing orders in practice in the legislature of the State of Western Australia.