



## **Constitution**

(as amended 24<sup>th</sup> April 2021)

### **Sustainable Population Australia Inc.**

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INC  
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## 1. NAME

The name of the association is 'Sustainable Population Australia Incorporated' hereinafter called 'the Association'.

The name may be abbreviated in correspondence and in other documents to: SPA Inc. provided the name appears in full on the first page of the document.

## 2. ORGANISATION

### 2.1: Vision and Mission

The vision and mission of the Association are as follows:

**Vision:** A relationship between people and the biophysical environment in which the human population size and its ecological footprint are well within planetary boundaries and national carrying capacities, such that both universal human wellbeing and resilient, fully-diverse, and functional ecosystems are permanently sustained at global and bioregional scales.

**Mission:** To establish Australia as a global model of, and to assist other nations toward, a sustainable ecological life-support system, retention of species diversity and human wellbeing, by influencing public debate and policy with particular emphasis on population size.

### 2.2: Objectives

The Association exists to pursue the following objectives:

- 2.2.1 To contribute to the public awareness of the limits of Australian population growth from ecological, social and economic viewpoints.
- 2.2.2 To promote awareness that the survival of an ecologically sustainable population depends in the long-term on its renewable resource base.
- 2.2.3 To promote policies that will lead to the stabilisation, and then to reduction, of Australia's population by encouraging low fertility and low migration.
- 2.2.4 To promote urban and rural life-styles and practices that are in harmony with the realities of the Australian environment, its resource base and its biodiversity.
- 2.2.4a To support measures, campaigns and institutional reforms designed to more strongly protect Australia's natural environment.
- 2.2.5 To advocate low immigration rates while rejecting any selection of immigrants based on race, ethnicity or religion.
- 2.2.6 To promote policies that will lead to stabilisation, and then to reduction, of global population size, while rejecting involuntary population control.

## 2.3 **Structure**

The Association shall consist of the Executive Committee, Branch Committees and the Membership.

### 2.3.1 **Executive Committee**

The Executive Committee shall consist of a President, a Vice President, a Meetings Secretary, a Correspondence Secretary, a Treasurer and three to five ordinary committee members.

Within the constraints of the Constitution, the Executive Committee shall act on behalf of all members to establish and administer the national membership list and the Rules of the Association and to pursue the Association's aims and objectives.

Upon receipt of a request from members, the Executive Committee may resolve to establish Branch Committees.

### 2.3.2 **Branch Committees**

Branch committees shall consist of a President, a Treasurer, a Secretary and a Membership Officer and may have up to five ordinary committee members a quorum for which will be three members, one of which must be the President or the President's nominated proxy.

Branch Committees shall act to establish and maintain local membership lists and shall ensure that all members thereon are included on the national list maintained by the Executive Committee.

Within the constraints of The Constitution, Branch committees shall act on behalf of members residing in their locality to administer the Rules of the association and to pursue the Association's Aims and Objectives.

### 2.3.3 **Public Officer**

The Public Officer of the Association shall not be elected by the members but shall be a financial member appointed to the position by a resolution of the Executive Committee.

The position of Public Officer is not a position on the Executive Committee and the Public Officer may or may not be a Committee member.

The Public Officer shall have the responsibility of administering the Association's statutory obligations as determined by Government legislation.

### 2.3.4 **Patrons**

Patrons may be appointed or removed by vote of the Executive Committee. Sitting Members of Parliament may not be appointed to the position, and a patron who becomes a Member of Parliament will cease to be a Patron while remaining as a Member of Parliament.

## 2.4 **Rules**

### 2.4.1 **Documents Comprising the Rules**

The Rules of the Association shall comprise this document, herein referred to as the Constitution.

## 2.5 **Non Profit Status**

The assets and income of the Association shall be applied exclusively to the promotion of its objectives, and no portion shall be paid or distributed directly or indirectly to the members of the Association except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

### **3. MEMBERSHIP**

#### **3.1 Eligibility**

Membership is open to any person, organisation or association not previously expelled or denied membership under the terms of clause 3.2, who pays the subscription fee and who agrees in writing to the Association's Aims and Objectives as listed in the application form.

The Executive of the Association may submit for election at any Ordinary General Meeting of the Association as an Honorary Life Member, any member of the Association who by virtue of exceptional or meritorious or valuable service to the work and aims of the Association is deemed by the Executive worthy of such Honour and is endorsed by three quarters (3/4) majority of those present at a general meeting. The total number of Honorary Life Members of the Association at any one time shall not exceed one twentieth (1/20) of the then general membership of the Association. Such Honorary Members shall receive all the privileges of membership but shall not be required to pay an annual subscription.

#### **3.2 Termination**

A member who is not an Honorary Life Member, who fails to pay subscription fees within three months of the due date will be removed from the membership list unless otherwise determined by a resolution of the Executive Committee. Members so removed from the membership list may, at the discretion of the Branch or Executive committee, be reinstated upon payment of outstanding fees or upon receipt of new application for membership.

A current financial member may be expelled from membership of the Association, or an application for membership may be denied, by a resolution passed with no less than a two-thirds majority at a properly constituted general meeting. Such denial or expulsion may be made by a three quarters majority resolution of the Executive Committee on an interim basis only for up to six months or until the next general meeting.

### **4. SUBSCRIPTION**

#### **4.1 Period**

The subscription fee shall be payable annually.

#### **4.2 Due Date**

The date on which a member's subscription falls due for renewal shall be twelve months from which the membership is accepted.

#### **4.3 Amount**

The annual subscription shall be an amount agreed by a resolution passed by a majority vote at a properly constituted general meeting.

#### **4.4 Proportionment**

Subscriptions shall be proportioned between the Executive Committee and a Branch Committee. The proportion shall be determined by a resolution passed by majority vote at a properly constituted general meeting. *(Note: at the 2018 AGM, it was determined that the proportionment be 70 per cent to Executive Committee and 30 per cent to a Branch committee.)*

### **5. COMMITTEES**

#### **5.1 Elections**

All positions on committees shall be declared vacant annually at properly constituted meetings, convened for the purpose of electing new committees.

The Executive Committee shall be elected at a general meeting of members.

Branch Committees shall be elected at branch meetings of members where the members eligible to vote shall be those residing in the localities under the jurisdiction of that committee and those residing outside the jurisdiction who have chosen to be recorded as members of the branch, due to proximity or prior association with the branch.

Any person who is a current financial member may be nominated for election to a position of the Executive committee, or the Branch Committee in their locality, including the previous incumbent of the position. Current members of parliament, however, are ineligible for election to SPA committees. A member of a committee contesting a Federal, State or Territory election shall stand aside from the committee from the calling of the election till the count has been formalised. A member of a committee who has been elected to parliament shall stand aside from the committee.

The conduct of an election shall be presided over by members of the out-going committee or by other financial members appointed by the out-going committee for this purpose.

Any elected member of any committee may not be involuntarily removed from office except by an election process at a properly constituted general meeting, convened for that purpose.

#### **5.2 Emoluments**

All positions on committees are honorary and no payment, gratuity or recompense may be made to any member other than for reimbursement of direct, verifiable expenses incurred in the conduct of the Association.

#### **5.3 Jurisdiction**

The Executive Committee shall have jurisdiction over all members and Branch Committees for matters of national significance and matters of management and administration of the Association.

The Executive Committee may also act on branch issues for all members not otherwise covered under the jurisdiction of Branch Committees.

The Executive Committee shall define the geographical boundaries within which Branch Committees will have jurisdiction over local issues.

Branch Committees shall apply to the Executive Committee for defined changes to their geographical boundaries of jurisdiction, consent for which shall not be unreasonably withheld. In the event of a conflict between committees on this issue then the matter may only be resolved by a majority vote at a properly constituted general meeting.

#### **5.4 Identification**

Branch committees shall be identified by their jurisdiction and shall be named at their inception accordingly.

The name shall take the form:

Sustainable Population Australia Incorporated (locality branch, where (locality) shall indicate the jurisdiction of the committee concerned.

The name may be abbreviated in correspondence or other documents to: SPA Inc. (locality branch) provided the name appears in full on the first page of the document.

#### **5.5 Powers**

The Committees shall conduct the affairs of the Association between general and branch meetings and have the power to do all things except where otherwise defined under the Constitution.

## 5.6 Conflicts

- 5.6.1 In the event of a conflict within a Branch Committee that cannot be resolved with a clear majority vote, with all members or their proxies present, then the Branch Committee must call a branch meeting to decide the issue.
- 5.6.2 If a complaint is made against a member, the Executive Committee must give the member reasonable opportunity to make a relevant oral and/or written statement to the Executive Committee and/or the General Meeting, which shall decide whether and what disciplinary action is appropriate, up to and including termination of membership. The member shall have right of appeal to the next General Meeting.
- 5.6.3 If a dispute between members (in their capacity as members) of the organisation is not able to be settled within the organisation, the members are to be referred to a conflict resolution service for mediation of the dispute. The Executive Committee must give any member who refuses to participate when referred to community justice mediation reasonable opportunity to make a relevant oral and/or written statement to the Executive Committee and/or the General Meeting, which shall decide whether and what disciplinary action is appropriate, up to and including termination of membership. The member shall have right of appeal to the next General Meeting, in accordance with clause 3.2

## 5.7 Meetings

Each committee shall meet at such places and times as its President determines.

When so requested by not less than three members of the committee, the President shall call a meeting of the committee in accordance with the request.

### 5.7.1 Meetings by electronic means

(a) The committee (branch committee or executive committee) may authorise a meeting (including an Annual General Meeting) be held using a method of communication, or a combination of methods of communication, allowing a member taking part to hear or otherwise know what each other member taking part says without the members being in each other's presence. Examples: a phone link, a satellite link, an internet or intranet link.

(b) A person who takes part in a meeting is taken, for all purposes, to be present at the meeting.

(c) A member may vote by proxy at such a meeting.

## 5.8 Voting

The Executive Committee shall have voting rights on Branch Committees equivalent to one member. It may nominate one of its members to attend for this purpose or may nominate an existing member of the Branch Committee as a proxy to vote on its behalf.

Each Branch Committee shall have voting rights on the Executive Committee equivalent to one member. It may nominate one of its members to attend for this purpose or may nominate an existing member of the Executive Committee as a proxy to vote on its behalf.

Where the Executive Committee nominates a member to attend a Branch Committee meeting, travel expenses for that member are to be paid from Executive Committee's funds.

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## 5.9 Quorum

A quorum for a committee is three members, at least two of which must be any of the President, the Vice President, the Secretary and Treasurer.



For the Executive Committee, the above-mentioned three members shall not include proxies.

**5.10 Vacancies**

A meeting of a committee and any business transacted therein shall not be invalidated by reason of a vacancy on the committee provided the requirements for a Quorum of members are met.

**5.11 Proxies**

A member of a committee may nominate any other financial member of the Association to attend and act as their proxy in their absence for any defined period of time, provided the nominee is accepted by a clear majority of the remaining elected members of the committee.

**5.12 Appointments**

Where a vacancy (temporary or permanent) occurs on a committee between AGMs or fails to be filled at an AGM then the committee has the power to fill the vacancy from among the financial members of the Association.

**5.13 Resignations**

A member of the Executive committee may resign by written notice to the public officer.

**6. USE OF THE ASSOCIATION'S NAME**

Public statements, notices, correspondence or other documents may only be issued on behalf of the Association on the basis that:

- the views expressed therein are in accordance with the Constitution and the Aims and Objectives of the Association as defined herein
- the author and the committee under whose jurisdiction the document is released, are identified on the document.

The elected President (not a proxy) of any committee may issue public statements or sign letters or other documents on behalf of the Association.

Members other than the President of a committee may only issue public statements or sign letters or other documents on behalf of the Association provided any two of the President, the Vice President, the Secretary or the Treasurer of the committee under whose jurisdiction the document is issued have seen and agreed to the final wording of the document.

Use of the Association's name without authority may, at the discretion of the Executive Committee, be taken as grounds for immediate (interim) expulsion of a member under the terms of clause 3.2.

The Chairperson shall ensure the safekeeping of the Common Seal which shall be affixed only by resolution of the Committee or of a General Meeting and in the presence of two Committee members including at least one Office Bearer.

**7. GENERAL AND BRANCH MEETINGS**

**7.1 Frequency**

General and branch meetings of the members of the Association may be called by committees at any time with proper notice.

General and branch meetings must be held annually for the purpose of electing new committees.

A general or branch meeting shall be called if a request for such a meeting is made in writing to the relevant committee's Secretary signed by at least six financial members. Providing the meeting would not follow another like meeting within twelve weeks then the meeting shall be called within four weeks of the request.

Where a request is received for a general or branch meeting which may fall within twelve weeks of a previous like meeting, then the relevant committee may, by majority vote, resolve to convene the meeting for a date twelve weeks from the previous meeting.

#### **7.2 Venue**

General and branch meetings may be held at any place accessible to the public as may be decided by the relevant committee.

#### **7.3 Notice**

Members shall be given no less than ten days notice in writing of a general or Branch meeting.

#### **7.4 Date**

An annual general meeting and annual branch meetings shall be held for the purposes of electing a committee at such time and date as may be determined by that committee. This date shall not be earlier than six months and not later than eighteen months after the previous meeting during which elections for the whole of that committee were held.

#### **7.5 Quorum**

The quorum for a general meeting or a branch meeting shall be ten members or fifty per cent of the total membership for the relevant locality, whichever is the lesser.

#### **7.6 Proxies**

A member may nominate any other financial member of the Association to act, in their absence, as their proxy for the purpose of voting at a meeting.

A proxy may act for more than one member at any given time provided that the proxy is in possession of a signed written request from each member.

A proxy may only cast a vote on behalf of a member where the member has previously provided a signed written request indicating their voting instructions to the proxy. The proxy must produce the signed written instructions if requested at a meeting for the vote to be validated.

#### **7.7 Statutory requirements:**

The annual general meeting must comply with the requirements of s.73 of the ACT's *Associations Incorporation Act*.

## **8. FINANCE**

#### **8.1 Bank**

Excepting where specifically directed otherwise by the donor, gifts to the Association of money or property (Donations) shall be made to the Gift Fund and controlled by the Gift Fund Managers. Monies of the Association from all other sources (Operating Funds) are to be deposited in accounts at such banks, building societies or other financial institutions as may be decided by majority vote of a committee.

#### **8.2 Authority of Expenditures**

Authority for withdrawal of operating funds from the said account shall be any two signatories from the following: President, Treasurer and two serving members of the Executive who have been chosen by a vote of the Executive subsequent to the relevant AGM.

### 8.3 **Operating Funds Sources**

Operating Funds sources may include Membership Subscriptions, proceeds from organised fund raising activities and payments from The Gift Fund as may be made by The Fund Managers.

Committees shall be responsible for their own fund-raising activities.

### 8.4 **Management**

Each committee shall be responsible for its own financial management and shall restrict expenditure to limits of the funds at its disposal.

The books, accounts, and other financial records shall be kept current by the Treasurers of committees and shall be presented for examination upon request at any meeting of committees or members.

Treasurers of Branch Committees shall ensure that the Treasurer of the Executive Committee has current details of the Branch Committees financial status with which to update the financial records of the Association.

### 8.5 **Financial year**

The end of the financial year for SPA is deemed to be 31<sup>st</sup> December.

## 9. **THE GIFT FUND**

### 9.1 **Management**

A public fund (the Gift Fund) shall be established and maintained by a management committee (the Fund Managers). The name of the Gift Fund shall be: Sustainable Population Fund.

The Gift Fund shall be managed and operated in compliance with section 30-E of the Tax assessment Act 1997 and section 78AB of the *Income Tax Assessment Act of 1936* for the handling of tax deductible donations and in accordance with the Constitution of the Association.

The Gift Fund shall not be used as a mere conduit for the donation of money or property to other organisations, bodies or persons nor for any purpose other than the specific purpose of the Gift Fund (see 9.3).

### 9.2 **The Fund Management Committee**

Members of the committee comprising the Fund Managers shall be appointed by a two-thirds majority vote of the Executive Committee for a period of one year.

A committee member's term may be renewed upon expiration by a two-thirds majority vote of the Executive Committee.

A committee member's term on the Fund Manager's committee may be terminated by written resignation delivered to the Executive Committee or by a two-thirds majority vote of the Executive Committee.

In order to satisfy the statutory requirements for the management of a public fund, a majority of the members of the committee comprising the fund Managers shall be Persons of Responsibility, who may or may not be members of the Association. The persons of responsibility are people who have a degree of responsibility to the general community as distinct from obligations solely in regard to the environmental objectives of the Association.

### 9.3 **Purpose**

The specific purpose of the Gift Fund is to support the pursuit of environmentally sustainable regional, national and global population levels.

**9.4 Authority for Expenditures**

Authority for withdrawals, payments or transfer of assets from the Gift Fund shall be by a two-third-majority vote of the Fund Management committee.

**9.5 Funds Sources**

Tax-deductible donations of money or property may be made to the Gift Fund for the stated purposes. The Gift Fund may receive money from other sources in accordance with the Income Tax Assessment Act as amended.

**9.6 Receipts**

Receipts shall be issued for all donations accepted into the Fund.

**9.7 Bank**

The Gift Fund Managers shall establish and maintain a separate bank account for the management of monies of the fund. Expenditure from the Gift Fund will be made when at least two of the three Fund Managers provides written (including email) approval for the specified expenditure.

**10. AUDITOR**

The books, accounts and other financial records of the Association shall be audited annually by an auditor appointed by the Executive Committee and shall be presented to the annual general meeting and to such statutory authorities as may be required by law.

**11. NOTICES**

Notices to members shall be deemed to have been given if written advice has been posted to the last known address of the member not less than ten working days prior or if the notice has been delivered to the member by hand, by facsimile transmission where available, or by other immediate means.

Notices to committees shall be deemed to have been given if written advice has been posted to any two of the President, Vice President, Secretary or Treasurer not less than 10 working days prior or if the notices have been delivered by hand, by facsimile transmission where available, or by other immediate means.

**12. ALTERATION OF THE CONSTITUTION**

**12.1 At General Meeting**

The rules of this constitution may be altered by a three-quarters-majority vote at a properly constituted general meeting.

Members must be notified of the proposed changes in writing no less than 21 days in advance.

**13. DISSOLUTION**

**13.1 Of the Association**

**13.1.1 Authority**

The Association may be dissolved by a three quarters majority resolution of members at a properly constituted general meeting convened for that purpose.

### 13.1.2 **Disposal of Assets**

Excepting for assets held in the Gift Fund, if on dissolution of the Association there remains after satisfaction of all its debts and liabilities, any monies or other assets, these are to be converted to cash and distributed equitably to non-profit organisations or societies whose constitutions prohibit the distribution of their income or property to their individual members.

Assets held in the Gift Fund shall, upon dissolution of the Association, be transferred under the control of the Fund Managers, to one or more other funds on the Register of Environmental Organisations established under item 6.1.1 of table 6 of sub-section 78(4) of the *Income Tax Assessment Act of 1936*.

## 13.2 **Of Branch Committees**

### 13.2.1 **Authority**

Branch Committees of the Association may be dissolved by a three quarters majority resolution of members at a properly constituted Branch meeting convened for that purpose.

In the event of insufficient members attending the branch meeting to form a quorum despite notice having been given to all affected members, then the Executive Committee may rule to dissolve the Branch Committee upon request by the Branch Committee.

### 13.2.2 **Resumption of Assets and Liabilities**

On dissolution of a Branch Committee, remaining assets and outstanding liabilities shall be resumed by the Executive Committee.

*Association Number: A1831*

*As amended 24 April 2021.*