



## **Constitution**

(as amended 1st April 2023)

## **Sustainable Population Australia Inc.**

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# **CONSTITUTION OF SUSTAINABLE POPULATION AUSTRALIA 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**

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.

### **2.2 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

### **2.3 Objectives**

The Association exists to pursue the following objectives:

- a. To contribute to the public awareness of the limits of Australian population growth from ecological, social and economic viewpoints.
- b. To promote awareness that the survival of an ecologically sustainable population depends in the long-term on its renewable resource base.
- c. To promote policies that will lead to the stabilisation, and then to reduction, of Australia's population by encouraging low fertility and low migration.
- d. 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.
- e. To support measures, campaigns and institutional reforms designed to more strongly protect Australia's natural environment.
- f. To advocate low immigration rates while rejecting any selection of immigrants based on race, ethnicity or religion.
- g. To promote policies that will lead to stabilisation, and then to reduction, of global population size, while rejecting involuntary population control.

## **3. MEMBERSHIP**

### **3.1 Member**

A member is any person, organisation or association that satisfies the considerations outlined in Clauses 3 and 4 of this Constitution.

### **3.2 Eligibility**

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

### **3.3 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 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.

### **3.4 Life Members**

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 are not required to pay an annual subscription.

### **3.5 Subscription**

The subscription fee shall be payable annually. The date on which a member's subscription falls due for renewal shall be twelve months from the date on which the membership is accepted. The annual subscription shall be an amount agreed by a resolution passed by a majority vote at a properly constituted general meeting.

## **4. EXECUTIVE COMMITTEE**

### **4.1 Composition**

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

### **4.2 Eligibility**

Any person who is a current financial member may be nominated for election to a position of the Executive committee 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 whilst they remain a member of parliament.

### **4.3 Elections**

- (a) The Executive Committee members shall be elected at the Annual General Meeting (AGM). All positions on the Executive Committee shall be declared vacant at the following AGM.
- (b) Nominations of candidates for election as committee members must be submitted to the returning officer by the due date nominated by the committee, allowing time for members to be given 21 days' notice of contested positions requiring a ballot at the AGM. Nominations must be signed by two current financial members (the nominators) and by the nominee giving consent to be nominated.
- (c) If the number of nominations received by the due date is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (d) If the number of nominations received by the due date exceeds the number of vacancies to be filled, a ballot must be held. The ballot for the election of committee members must be conducted in the way the committee may direct.

- (e) A person is not eligible to simultaneously hold more than 1 position on the committee.
- (f) If insufficient nominations are received to fill all vacancies or where a vacancy (temporary or permanent) occurs on the Executive Committee between AGMs, then the Executive Committee may co-opt a member to hold the position until the following AGM.

#### **4.4 Emoluments**

All positions on the Executive 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.

#### **4.5 Public Officer**

The Public Officer of the Association shall be a financial member appointed to the position by a resolution of the Executive Committee. The Public Officer may or may not be a member of the Executive Committee. The Public Officer shall have the responsibility of administering the Association's statutory obligations as determined by Government legislation.

#### **4.6 Powers**

- a. The Executive Committee shall have the power to do all things to pursue the Association's Objectives, except where otherwise explicitly set out under the Constitution.
- b. **By-laws**
  - i. The Executive Committee may pass a resolution to make by-laws to give effect to this constitution and revoke, alter or vary such by-laws from time to time as they see fit.
  - ii. Any by-laws adopted by the Executive Committee must not be inconsistent with the provisions of this constitution.
  - iii. Members and the Executive Committee must comply with any such by-laws as if they were part of this constitution.
  - iv. By-laws adopted by the Executive Committee are not required to be approved by the Members at a general meeting but the members may, in a General Meeting duly convened in accordance with the provisions of this constitution, propose a resolution to overturn any by-laws adopted by the Executive Committee.
- c. **Additional Committees**

The Executive Committee may establish additional committees, including branch committees and determine the name, membership, policy and procedures for their operation.

#### **4.7 Meetings**

The Executive 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.

#### **4.8 Meetings by electronic means**

- a. The Executive Committee may authorise a meeting (including an Annual General Meeting) to 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.

#### **4.9 Quorum**

A quorum for an Executive Committee meeting is three members, not including proxies, and at least two of whom must be any of the President, Vice President, Secretary, and/or Treasurer. A meeting of Executive 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.

#### **4.10 Proxies**

A member of Executive 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.

#### **4.11 Resignations**

A member of the Executive Committee may resign by written notice to the public officer. A member of the Executive Committee cannot be involuntarily removed from office except by an election process at a properly constituted general meeting, convened for that purpose.

### **5. GENERAL MEETINGS**

#### **5.1 Properly Constituted General Meeting**

A properly constituted general meeting means a general meeting that is consistent with all aspects of Clause 5 of this Constitution.

#### **5.2 Calling of**

General meetings of the members of the Association may be called by the Executive Committee at any time with proper notice. A general meeting shall be called within four weeks if a request for such a meeting is made in writing to the Secretary signed by at least six financial members. The written request must include the resolution to be voted on at the general meeting.

The Annual General Meeting must be held within 5 months after the end of the financial year. The annual general meeting must comply with the requirements of s.73 of the ACT's *Associations Incorporation Act*.

#### **5.3 Venue**

General meetings may be held at any place accessible to the public as may be decided by the Executive Committee.

#### **5.4 Notice**

Members shall be given no less than 21 days notice in writing of a general meeting. The Notice must include any motions to be voted on.

#### **5.5 Quorum**

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

#### **5.6 Voting**

- a) 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. The nomination must be in writing, must indicate the voting instruction, must be signed and tabled with the Secretary prior to the meeting. A proxy may act for more than one member.
- b) On any question arising at a general meeting of the association, a member has 1 vote only. A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.

- c) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.

## **6. FINANCE**

### **6.1 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 (see 7). 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 the Executive Committee.

### **6.2 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.

### **6.3 Operating Funds Sources**

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

### **6.4 Management**

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

### **6.5 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

### **6.6 Financial year**

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

## **7. THE GIFT FUND**

### **7.1 Establishment**

A public fund (the Gift Fund) shall be established. The name of the Gift Fund shall be the Sustainable Population Fund. The Gift Fund shall be managed and operated by the Fund Management Committee. The Gift Fund will operate on a not-for-profit basis.

### **7.2 Principal Purpose**

The Principal Purpose of the Gift Fund is to support the environmental objects/purposes of Sustainable Population Australia Inc.

### **7.3 Fund Management Committee**

A Fund Management Committee of no fewer than three persons (Fund Managers) will administer the Gift Fund. A majority of the members of the Fund Management Committee are required to be 'responsible persons', as defined by the Guidelines to the Register of Environmental Organisations.

Fund Managers shall be appointed by a two-thirds majority vote of the Executive Committee of the association, for a period of one year. A Fund Manager's term may be renewed. A Fund Manager's term may be terminated by written resignation delivered to the Executive Committee or by a two-thirds majority vote of the Executive Committee.

#### **7.4 Conduit Policy**

Any allocation of Funds or property to other persons or organisations will be made in accordance with the established purposes of the association (see 7.2), and not be influenced by the preference of the donor.

#### **7.5 Ministerial Rules**

The Fund Management Committee will:

- a) Ensure compliance with Section 30-E of the Income Tax assessment Act 1997 and section 78AB of the *Income Tax Assessment Act 1936* for the handling of tax-deductible donations:
- b) Ensure compliance with any rules that the Treasurer and minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose (see 7.2).

#### **7.6 Notifications**

The Fund Management Committee will notify the Department responsible for the environment as soon as possible if

- i) the association changes its name or the name of the Gift Fund or
- ii) there are any changes to the membership of the Fund Management Committee, or
- iii) there has been any departure from the model rules for public funds located in the guidelines to the Register of Environmental Organisations.

#### **7.7 Statistical information**

The Fund Management Committee will provide the statistical information requested by the Department on donations to the Gift Fund within four months of the end of the financial year. An audited financial statement for the Association and the Gift Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of the Gift Fund monies and the management of the Gift Fund assets.

#### **7.8 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.

#### **7.9 Funds Sources**

Members of the public are to be invited to make gifts of money or property to the Gift Fund for the Principal Purpose (see 7.2). Money from interest on Donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Gift Fund.

#### **7.10 Receipts**

Receipts are to be issued in the name of the Gift Fund and proper accounting records and procedures are to be kept and used for the Gift Fund.

#### **7.11 Bank**

The Gift Fund Managers shall open a separate bank account to deposit money donated to the Gift Fund, including interest accruing thereon, and gifts to it are kept separate from other funds of the Association. Expenditure from the Gift Fund bank accounts will require at least two Fund Managers to sign.

#### **7.12 Winding-up**

In case of winding-up of the Gift Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.



## **8. 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.

## **9. 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 email.

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 email.

## **10. ALTERATION OF THE CONSTITUTION**

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

## **11. DISSOLUTION**

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

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.