

Eyre Peninsula Environmental Protection Alliance
(EPEPA) Incorporated

RULES

Effective from 9 September 2025

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1. NAME

The name of the incorporated association shall be Eyre Peninsula Environmental Protection Alliance Incorporated, hereinafter referred to as EPEPA.

2. DEFINITIONS

‘EPEPA’ and ‘Alliance’ refers to the group of members, governed by these Rules.

‘Committee’ means the committee of management of EPEPA.

‘General Meeting’ means a general meeting of members of EPEPA convened in accordance with these Rules.

‘Member’ means a financial member of EPEPA.

‘Special resolution’ means a special resolution as defined by the Act.

‘Month’ shall mean a calendar month.

‘Year’ shall mean a calendar year.

3. OBJECTIVES OF EPEPA

- a. To act for the protection of the environment, including native flora and fauna, waterways and seashores, especially in the area known as Eyre Peninsula.
- b. To promote the importance of the environment, including native flora and fauna, waterways and seashores in Eyre Peninsula.
- c. To connect with communities, to recruit and support members, and to encourage and assist members to extend their skills and confidence to undertake actions consistent with the objectives of EPEPA.
- d. To establish alliances with other organisations with similar objectives, and, where agreed by the Committee, to act collaboratively with such other organisations.

4. POWERS OF EPEPA

EPEPA shall have all the powers conferred by section 25 of the Act to further the objectives of EPEPA.

5. MEMBERSHIP

5.1 Becoming a member

- a. Any person who supports the objectives of EPEPA and wishes to become a member may complete and submit the membership application form.
- b. Membership application forms may be accessed online, via email, or on paper. Each membership form shall be provided with a copy of these Rules. The membership form shall include a section for the applicant to indication of

acceptance of the Rules. The application process shall be completed by submitting the completed form, and payment of the membership fee.

- c. Upon acceptance of the application by the Committee the applicant shall be a full member of EPEPA.

5.2 Membership Fees

- a. The membership fee shall be a sum determined by the members at an Annual General Meeting. Any member whose subscription is outstanding for more than three months after the due date for payment, and who has not responded to a reminder notice, shall cease to be a member of EPEPA. The Committee may reinstate such a person's membership as it thinks fit.

5.3 Resignation of membership

A member may resign from membership of EPEPA by advising the Secretary by suitable communication. This could be in writing or via email, or by making a verbal statement at a General Meeting of intention to resign.

5.4 Expulsion of a member

- a. The Committee may resolve to expel a member where their conduct is considered to be inconsistent with the Rules and Objectives of EPEPA.
- b. Particulars of the concerns shall be communicated to the member at least within two days of the Committee decision. In the event of an adverse determination the member shall cease to be a member 14 days after the date of notice of the Committee decision, unless the expulsion is appealed.
- c. It shall be open to a member to appeal the expulsion to the Committee. The intention to appeal shall be communicated to the Secretary within 14 days after the date of notice of the Committee decision.
- d. If the Committee upholds the expulsion, the appellant's membership shall be terminated immediately.

5.5 Register of members

A register of members shall be kept by the Secretary and shall contain the first and last names, email address and phone number of each financial member.

6. MANAGEMENT

6.1 The Committee

- a. The affairs of EPEPA shall be managed and controlled by the Committee which may exercise all powers conferred by these Rules and within the Objectives of EPEPA and are not required to be decided at a General Meeting.
- b. The Committee shall have management and control of the funds and other property of EPEPA.

- c. The Committee shall consist of not less than four and not more than seven members who shall all be elected at an Annual General Meeting.
- d. Election of Committee members.
 - 1. All Committee positions shall be subject to re-election at each Annual General Meeting.
 - 2. A retiring Committee member shall be eligible to stand for re-election without nomination.
 - 3. In all other cases, a member can only stand for election if they have been nominated by a financial member and have accepted the nomination.
 - 4. The Committee may appoint a person to fill a casual vacancy and such a Committee member shall hold office until the next Annual General Meeting, and shall be eligible for election to the Committee without nomination.
- e. The position on the Committee of a member shall become vacant if the member:
 - 1. is disqualified by the Act, or
 - 2. is expelled as a member under these Rules, or
 - 3. is permanently incapacitated by ill health, or
 - 4. resigns in accordance with these Rules, or
 - 5. is absent without apology from more than four meetings in a year.

6.2 Office Bearers

- a. The office bearers shall be elected by the members at the Annual General Meeting prior to the election of the remainder of the Committee, or failing such election shall be chosen by the Committee at a Committee meeting held within two weeks following the Annual General Meeting.
- b. The office bearers of EPEPA shall be members of the Committee and shall be:
Chairperson
Secretary
Treasurer

6.3 Roles and Responsibilities

- a. The Chairperson shall:
 - 1. together with the Secretary, prepare the agenda for Committee and General Meetings.

2. act as spokesperson for EPEPA unless an alternative spokesperson has been appointed by the Committee.
- b. The Secretary shall:
 1. together with the Chairperson, prepare the agenda for Committee and General Meetings.
 2. draft and send correspondence as directed by the Committee, including notice of upcoming meetings.
 3. maintain EPEPA records, including the Rules, records of members, a register of minutes, a file of correspondence and records of submissions or reports made by or on behalf of EPEPA.
 4. monitor the EPEPA email account and ensure all correspondence is brought to the attention of the Committee so that it can be dealt with in a timely manner.
 5. undertake other duties as directed by the Committee.
- c. The Treasurer shall:
 1. ensure all monies received are paid into EPEPA bank account and ensure monies paid out are verified by two authorised signatories.
 2. maintain EPEPA financial records in good order.
 3. prepare statements and report on the finances to each Committee meeting.
 4. present full calendar year accounts to each Annual General Meeting.
- d. The Public Officer shall:
 1. perform duties as required and maintain up-to-date records with Consumer and Business Services (CBS).
 2. Notice of appointment and any change in the identity or address of the Public Officer is to be lodged within one month of the change with CBS.

7. PROCEEDINGS OF THE COMMITTEE

- a. The Committee shall meet as often as needed to conduct the business of EPEPA and not less than four times each year. At each Committee meeting, arrangements for the next Committee meeting shall be made, including date, time and location of the next meeting. These arrangements are to be included in the Minutes and distributed to Committee members not less than a week prior to the next Committee Meeting.
- b. A quorum for a Committee meeting shall be half of the Committee plus one, eg if there are 7 elected Committee members, a quorum shall be 4 such members.

- c. Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of a tie, the Chairperson shall have an additional casting vote.
- d. A member of the Committee having a direct or indirect pecuniary interest in a contract of proposed contract with EPEPA must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract. Such an interest must also be disclosed at the next Annual General Meeting of EPEPA.

8. MEETINGS

- 8.1. Meetings of EPEPA will generally be held in-person but may also be held virtually from time to time. Members may also attend virtually where other members are meeting in-person. In all cases, the rules for meetings will apply.

8.2 Annual General Meetings

- a. The Annual General Meeting shall be held at least once in each calendar year and not later than the 31st March. The Committee shall decide arrangements for an Annual General Meeting in accordance with the Act and these Rules, and the Secretary shall notify members and the public of these arrangements.
- b. The order of business at the Annual General Meeting shall be:
 - 1. Confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting in the previous year.
 - 2. Election of Committee members.
 - 3. Consideration of the accounts and Treasurer's report.
 - 4. Any other business requiring consideration in a General Meeting.

8.3 Special General Meetings

- a. The Committee may call a Special General Meeting at any time.
- b. A Special General Meeting will be convened by the Committee within one month of receiving a written and signed requisition of more than 5% of members at which to address the reasons given in the requisition.
- c. If a Special General Meeting is not convened within one month (as required above) the requisitioners, or at least half of their number, may convene a Special General Meeting. The Committee shall provide the contact information of all members to expedite the convening of such a meeting.
- d. Members shall be given 21 days' notice in writing of the business to be discussed. This shall be the only business to be dealt with.

8.4 General Meetings

- a. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- b. Notice of any other General Meeting shall be given at least 14 days prior to the meeting.

8.5 Proceedings at General Meetings

- a. One half of the membership present plus one shall constitute a quorum for the transaction of business at a General Meeting.
- b. If within 30 minutes after the arranged start time for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall be adjourned and rescheduled.
- c. Any member of EPEPA can function as Chair for the meeting.

8.6 Voting at General Meetings.

- a. Every member has one vote at a meeting of EPEPA.
- b. A question for decision at a General Meeting, other than a special resolution, is to be determined by a majority of members present who vote in person or by proxy at that meeting. Proxies must be appointed by the member not present in writing and both parties must be members of EPEPA and familiar with EPEPA.
- c. Unless a secret ballot is demanded by at least three members, a question for decision at a General Meeting shall be determined by a show of hands.
- d. A special resolution requires $\frac{3}{4}$ of members present voting in favour either in person or by proxy.

9. MINUTES

- a. Proper minutes of all General and Committee Meetings must be kept and stored electronically in an EPEPA email folder and a printed copy kept in a folder by the Secretary.
- b. The minutes must be confirmed by the members present at the subsequent General or Committee Meeting.
- c. Once minutes are confirmed, they shall be evidence that the meeting was convened and held, and that all decisions made at the meetings shall be deemed to be valid.

10. DISPUTE RESOLUTION

- a. The parties to the dispute must attempt to discuss and resolve the disputed matter in person if possible.
- b. If the parties are unable to resolve the dispute, they may engage an impartial third person agreed to by the parties.

- c. The Committee may adjudicate the dispute, and if so, there is a duty to act fairly. Both parties must be given a chance to be heard, any decision made should be free of bias and be impartial, and the decision must be based on fact or sound reasoning.

11. FINANCIAL REPORTING

- a. Financial reports shall be prepared at the end of the calendar year to align with the Annual General Meeting.
- b. Financial reports shall be prepared by the Treasurer for each calendar year beginning on 1 January and ending on the 31 December.
- c. EPEPA shall keep and retain such financial records as are necessary to correctly record and explain the financial transactions and financial position of EPEPA.
- d. The accounts, together with the Treasurer's report, shall be laid before members at the Annual General Meeting.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of EPEPA shall be applied exclusively to the promotion of its Objectives and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of EPEPA.

13. AMENDMENT OF RULES

- a. These Rules may be altered (including an alteration to EPEPA's name) by special resolution of the members.
- b. The alteration shall be registered with the Consumer and Business Services which administers to Corporate Affairs Commission.
- c. The registered Rules shall bind EPEPA and every member to the same extent.

14. EMPLOYEES

- a. Employees of EPEPA may be a member of EPEPA.
- b. A person employed permanently or regularly by EPEPA on a substantial basis shall be a non-voting member.
- c. Employees of EPEPA must sign a Work Agreement based on a Job Specification and Duty Statement.

15. DISSOLUTION

- a. EPEPA may be dissolved in accordance with the Act. At least 21 days' written notice of the proposed dissolution must be distributed to all members.

- b. Dissolution of EPEPA will require approval of a special resolution. Dissolution must be approved by more than three quarters of members present at a General Meeting called for that purpose.
- c. On dissolution, all property remaining after payment of all legal liabilities shall be transferred to such other organisation with similar objectives to EPEPA, or with charitable objectives. The receiving organisation must have rules which prohibit the distribution of its assets and income to its members.
- d. Such an organisation or organisations shall be identified and determined by a resolution of members present in a General Meeting.

16. AMALGAMATION

Amalgamation of EPEPA with another organisation with similar objectives will require approval of a special resolution. The motion to amalgamate must be approved by more than three quarters of members present at a General Meeting called for that purpose. The other organisation must have rules prohibiting the distribution of its assets and income to members.