

**National Environmental Law Association Ltd**

**ACN 008 657 761**

**(NELA)**

**Notice of Extraordinary General Meeting of Members**

**THIS NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the National Environmental Law Association Ltd (NELA) will be held on 2 September 2024 at 6:00pm via Zoom.

The meeting is for the purpose of considering and, if thought fit, passing the resolutions which are outlined below as a special resolution.

|  |
| --- |
| **Location:** Online via Zoom, with details to be circulated to Members following registration  |
| **Date:**  Monday, the 2nd of September 2024 |
| **Time:** 6:00pm AEST (Canberra, Melbourne, Hobart, Brisbane, Sydney) (for a 6:15pm start) 5:30pm ACST (Adelaide, Darwin) (for a 5:45pm start) 4:00pmAWST (Perth) (for a 4:15pm start)**Important**: from 6:00pm – 6:15pm AEST, registration and credentialling of Members will take place. **You must log on online during this time to be properly registered and credentialled before the National AGM commences at 6:15pm AEST.** |

**ITEMS OF BUSINESS**

|  |
| --- |
| **Item** |
| 1. Acknowledgement of Country
 |
| 1. Receipt and confirmation of proxy appointments for EGM
 |
| 1. Alteration to NELA Constitution (**Schedule 2**)
 |

**RSVP**

You must register to attend the EGM meeting.

Registration to attend the EGM meeting closes at **6:00pm AEST 30 August 2024** via the following link:

[NELA September 2024 EGM](https://www.nela.org.au/?post_type=tribe_events&p=27693&preview=true)

**Proxy Form**

Members may appoint another Member to attend, speak and vote at the Extraordinary General Meeting, as the Member’s proxy, by completing the Proxy Form at (Schedule 1) and submitting it to NELA in accordance with the requirements specified on the Proxy Form itself and below. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Proxy Forms that are submitted to NELA must be sent by email, to secretary@nela.org.au **no later than 48 hours prior to the meeting**.

Any Proxy Form that is not received in accordance with the above timeframes will not be valid for the Extraordinary General Meeting.

**Inquiries**

All inquiries should be directed to secretary@nela.org.au.

**By Order of the Association**

Mark Beaufoy, National President

Tom Webb, National Secretary

12 August 2024

**Schedule 1**

**PROXY FORM**

I \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ , (PRINT NAME)

of\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ , (PRINT ADDRESS)

being a Member of the National Environmental Law Association Ltd (NELA) and entitled to attend and vote at the Extraordinary General Meeting (EGM), appoint:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ , (PRINT NAME OF PROXY)

being a Member of NELA, as my proxy (or failing the person named, or if no person is named, the Chairperson of the EGM) to act generally at the EGM on my behalf and to speak and vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the EGM of the NELA to be held at:

**Date:** Monday, the 2nd of September 2024

**Time:**  6:00pm AEST (Canberra, Melbourne, Hobart, Brisbane, Sydney) (for a 6:15pm start)

5:30pm ACST (Adelaide, Darwin) (for a 5:45pm start)

4:00pm AWST (Perth) (for a 4:15pm start)

**Venue:** Online via Zoom, with details to be circulated to Members following registration and at any adjournment of that meeting.

Please indicate your voting directions, if any:

**Signed:**

**Dated:**

**Schedule 2**

**Alterations to NELA Constitution**

It is proposed to alter the NELA Constitution (**Constitution**) to satisfy the legal requirements for NELA to apply to be a deductible gift recipient (**DGR**) with the Australian Taxation Office (**ATO**).

The process for applying for DGR endorsement was overhauled from 1 January 2024. The process is now administered by the Australian Taxation Office rather than the Department with responsibility of the environment, and there is no longer a Register of Environmental Organisations. A majority of the proposed changes have been made to satisfy these new requirements.

Several minor additional changes have been proposed to tidy up the Constitution, and update NELA's Object to more closely align with the reality of NELA's everyday activities.

Clause 22 of the Constitution, and subsection 136(2) of the *Corporations Act 2001* (Cth), require a special resolution to be passed for the Constitution to be altered in this manner.

As a special resolution, the amendment must be passed by at least 75% of the members who are present at the meeting and entitled to vote (in person or by proxy) on the resolution and who do vote.

**Notice is hereby given of the following special resolution:**

IT IS RESOLVED as a special resolution to amend the constitution of National Environmental Law Association Ltd by:

1. Amending existing clause 1.1 by removing the words:
	1. "**Department** means the Commonwealth department with responsibility for the environment";
	2. "**Federal Treasurer** means the federal treasurer of Australia";
	3. "**Guidelines to the Register of Environmental Organisations** means the guidelines of that name issued by the Department, as amended or replaced from time to time"; and
	4. "**Minister** means the Commonwealth minister with responsibility for the environment"; and
	5. replacing the word "public" with "gift" after the words "Fund means the".
2. Replacing existing clause 3 in its entirety with the following words:

**3. Objects**

3.1 The Company is established to advance the role of environmental law in protecting, conserving and restoring the environment by facilitating collaboration, discussion, research, and law reform activities between environmental law professionals, academics, students and organisations.

3.2 In pursuing the objective in clause 3.1, this Constitution refers to the environment and environmental law in the broadest sense of those terms including, for example, all duties and rights, the common law and legislation relating to the environment and nature.

3.3 Further, in pursuing the objective in clause 3.1, the Company:

3.3.1 seeks to work side by side with Aboriginal and Torres Strait Islander peoples in respectful partnerships; and

3.3.2 recognises Aboriginal and Torres Strait Islander peoples, their rights and interests in the environment, and their distinctive spiritual, material and economic relationships and connection to Country across the continent and its waters, under traditional laws and customs.

3.4 To achieve the Company's purpose, the Company may:

3.4.1 provide a forum for and otherwise assist the discussion, consideration and advancement of environmental law among the legal profession and the wider community;

3.4.2 to undertake, provide facilities facilitate for and encourage research into environmental law for the purpose of making and encouraging the making of recommendations and submissions for the advancement of to advance environmental law;

3.4.3 to gather information in respect of, and consider and make recommendations and submissions in relation to, any environmental law proposed or enacted in Australia;

3.4.4 to convene and hold seminars, lectures and conferences in relation to environmental law;

3.4.5 to produce, publish and distribute reports, journals, books, papers and other information material in relation to environmental law; and

3.4.6 to do all such other lawful things as are incidental or conducive to the attainment of the above objects.

1. Replacing existing clause 7 in its entirety with the following words:

**7. Gift fund**

7.1 Establishment and purpose of the Fund

7.1.1 The Company will establish and maintain a gift fund called the NELA Gift Fund (Fund) for the specific purpose of supporting the Company’s Objects.

7.1.2 The Fund is established to receive all gifts and deductible contributions of money or property for this purpose and any money received because of such gifts or deductible contributions must be credited to its account. The Fund must not receive any other money or property into its account.

7.2 **Not-for-profit** The Fund will operate on a not-for-profit basis.

7.3 **No conduit funding** Any allocation of funds or property to other persons or organisations will be made in accordance with the Objects of the Company and will not be influenced by the preference of the donor. The Company will not pass a donation of money or property to other organisations, bodies or persons as a condition of a donation.

7.4 **Winding-up of the Fund** If the Company is wound up or if the endorsement (if any) of the Company as a deductible gift recipient is revoked, any surplus assets of the Fund remaining after the payment of liabilities attributable to it, shall be transferred to an entity with a similar charitable purpose and is endorsed as a deductible gift recipient under Subdivision 30-BA of the ITAA97.

1. Replacing existing clause 11.1 in its entirety with the following words:

11.1 The Board may from time to time resolve to establish a Division whose boundaries coincide with the boundaries of the States of Australia, the Australian Capital Territory and the Northern Territory, or a combination of those States and Territories. The Board may increase or reduce the number of Divisions or alter the boundaries of existing Divisions and may determine the circumstances in which a Division is operational and ceases to be operational.

1. Amending existing clause 25.2.3 by removing the words "if the Company is on the Register of Environmental Organisations," before the words "to which income tax deductible gifts may be made".