



The Lead Education and Abatement Design Group
Working to eliminate lead poisoning globally and to protect the
environment from lead in all its uses: past, current and new uses

ABN 25 819 463 114

Rules of The LEAD Group Incorporated as at 22nd Oct 2014

The rules of The LEAD Group Incorporated contained herein are in accordance with Section 11 and contain those matters specified in Schedule I, of the Associations Incorporation Act 1984.

1. NAME

The name of the Association shall be The LEAD Group Incorporated.

2. OBJECTS

FUNDAMENTAL OBJECTS

i) [AMENDED FUNDAMENTAL OBJECT ACCEPTED AT ANNUAL GENERAL MEETING (23/10/02)] - to work to ensure that childhood and foetal lead poisoning are eliminated by the year 2012 both in Australia and further afield

ii) to ensure that the ecosystem is protected from lead in all its uses - past, current and new uses.

ANCILLARY OBJECTS

- a) To take over the funds and other assets and liabilities of the unincorporated association known as "The LEAD Group";*
- b) [AMENDED ANCILLARY OBJECT ACCEPTED AT ANNUAL GENERAL MEETING (24/10/03)] To establish and conduct a non profit fund raising organisation in New South Wales and elsewhere to increase community awareness and action on lead poisoning prevention. Here we accept the definition of lead poisoning of the Centers for Disease Control and Prevention, Atlanta USA;*
- c) To provide advice and support to all parents and persons having or who have had or will have parental care and parental control of children suffering from lead poisoning.*
- d) To advise the community of medical, educational, financial, social and legal benefits to which they are entitled.*
- e) To establish and make available a library on all recent findings, data, programs, research, books, films, tapes, papers and organisations related to lead poisoning and health and environmental issues related to lead poisoning;*
- f) To increase the awareness of the whole community, particularly politicians, professional or lay people working with products or processes involving lead, and the medical and educational professions of the dangers of the uses and existence of lead in the environment;*
- g) AMENDED AS AT GENERAL MEETING (13/1/99) To advocate on behalf of the community at various forums, such that the community, commercial organisations and all levels of government implement community-wide and individual lead risk reduction strategies and screening programs for persons affected or potentially affected by lead poisoning.*
- h) To foster research into the causes, extent, prevention and treatment of childhood and foetal lead poisoning and the efficacy of lead abatement strategies;*

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- i) **To advance and promote the objects of The LEAD Group Incorporated with the view to establishment of national and international associations and to assist, support and cooperate with other associations with objects of a similar nature herein before expressed.**
- j) *NEW CLAUSE ACCEPTED AT GENERAL MEETING (19/2/99) To set up a public fund, called Lead Education and Abatement Fund (L.E.A.F), under the Rules of The LEAD Group Incorporated for the specific purpose of eliminating childhood and foetal lead poisoning by the year 2002 and to protect the ecosystem from lead in all its uses - past, current and new uses.*

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

3. MEMBERSHIP

- a) **Subject to these rules the members of The LEAD Group Incorporated shall be the members of The LEAD Group immediately prior to incorporation together with such other people and organisations as the Committee admits to membership.**
- b) **Membership is open to all individuals and organisations who accept the objects and rules of The LEAD Group Incorporated. Those persons who derive financial gain from the sale or processing of lead, or of products containing lead, are eligible only if, and remain eligible only so long as, in the opinion of the Committee, there is no financial conflict of interest between the objects of The LEAD Group Incorporated and the member. All members must declare to the Committee in writing any potential or actual financial conflict of interest between the objects of The LEAD Group Incorporated and the individual member whether that member is financial or otherwise, within 7 days of that financial conflict or potential conflict arising, and all members acknowledge that the Committee of The LEAD Group Incorporated may expel such a member from The LEAD Group Incorporated pursuant to Clause 5 hereof. An unincorporated organisation is not capable of being a member of The LEAD Group Incorporated but it may nominate individuals to be members to represent it.**
- c) **Individuals and organisations wishing to become members of The LEAD Group Incorporated shall apply to the Committee for membership.**
- d) **Two or more members of the Committee shall determine whether or not to accept an application for membership. The Committee is not required to supply reasons for accepting or rejecting an application for membership.**
- e) *AMENDED AS AT GENERAL MEETING (1/3/07, 30/10/09, 22/10/14 and 24/10/16) Members shall pay such fees as are determined by The LEAD Group Incorporated at a general meeting. Current fees are as follows:*
Individual/Committee Member first time/renewal: AU\$10
Corporate first time/renewal: AU\$132
Bulk Corporate first time/renewal: AU\$100 (for an organisation that is already a member of another association or body which has compatible aims with The LEAD Group's aims)
ADRA first time/renewal: AU\$500/\$132
Members of the Technical Advisory Board (TAB) - designated Honorary Life Members: AU\$0 - excepting when they are currently serving on the Committee.
- f) A register of members shall be kept by The LEAD Group Incorporated showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- g) **Membership shall cease upon resignation, expulsion, or failure to pay outstanding membership fees within six months of the due date.**
- h) *AMENDED AS AT GENERAL MEETING (7/6/95) – Membership fees shall fall due 12 months after membership payment is received. The financial year of The LEAD Group Incorporated shall run from June 1 to May 31 unless another such period is determined by the Committee.*
- i) **Members shall be entitled to:**
- * **free entrance to all the discussion meetings of The LEAD Group Incorporated for a period of 12 months from the date of receipt of membership payment;**
 - * **access to The LEAD Group Inc library and borrowing rights;**
 - * **receipt of LEAD Action News for a period of 12 months from the date of joining.**

4. MEMBERS' LIABILITY

The members of The LEAD Group Incorporated shall have no liabilities of The LEAD Group Incorporated or the costs, charges and expenses of the winding up of The LEAD Group Incorporated except to the amount of any unpaid membership fees.

5. DISCIPLINING OF MEMBERS

The procedure for disciplining members shall be determined by the Committee. Anyone who wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them may do so at the next general meeting of The LEAD Group Incorporated.

6. MANAGEMENT - BY COMMITTEE

- a) The LEAD Group Incorporated shall have its affairs controlled and managed by the office bearers and one or two other members. This group of five or six shall be known as the Committee.**
- b) The office bearers shall be a President, Vice President, Secretary and Treasurer.**
- c) The office bearers and other members of the Committee shall be elected at each Annual General Meeting. Any casual vacancy occurring in the Committee may be filled by a member appointed by the Committee.**
- d) Each member of the Committee shall hold office from the date of their election or appointment until the next Annual General Meeting.**
- e) Retiring Committee members are eligible for re-election.**
- f) AMENDED AS AT GENERAL MEETING (1/3/07) The Committee shall meet at least three times in each twelve month period to conduct the business of The LEAD Group Incorporated. Committee meetings may take place via email or web conference.**
- g) The quorum for meetings of the five or six Committee members shall be three.**
- h) Notice of Committee meetings shall be given at the previous Committee meeting or by such other means as the Committee may decide upon.**
- i) A member of the Committee shall cease to hold office upon resignation in writing, removal as a member of The LEAD Group Incorporated or absence from three successive Committee meetings without approval by the Committee.**
- j) The Committee may function validly provided its number is not reduced below the quorum. Should Committee numbers fall below the quorum the remaining Committee members may act only to appoint new Committee members.**
- k) Questions arising at any meeting of the Committee shall be decided by the majority of votes of those present. In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.**
- l) AMENDED AS AT GENERAL MEETING (1/3/07) If within half an hour of the time appointed for a Committee meeting a quorum is not present the meeting shall be dissolved. For meetings taking place via email, one full week from the date of the vote being called on a decision will be left before quorum is checked and votes are counted.**
- m) Additional meetings of the Committee may be convened by the President or any two members of the Committee.**
- n) AMENDED AS AT GENERAL MEETING (30/9/98): A Technical Advisory Board has been formed from experts in appropriate fields to advise The LEAD Group Incorporated, and oversee any technical policies adopted by The LEAD Group Incorporated, information disseminated by The LEAD Group Incorporated and advice offered by The LEAD Group Incorporated. Membership of the Technical Board is by invitation from the Committee, and is indefinite.**

7. GENERAL MEETINGS

- a) An Annual General Meeting of The LEAD Group Incorporated shall be held each year within six months from the end of the financial year of The LEAD Group Incorporated (except the first Annual General Meeting which shall be held within two months from the end of the first financial year and within 18 months of incorporation).**
- b) AMENDED AS AT GENERAL MEETING (1/3/07) The Committee may, whenever it thinks fit, convene a special general meeting of The LEAD Group Incorporated, General Meetings may take place via email or web conference. A special general meeting must be convened by the Committee within three months of receiving a written request to do so from at least five per cent of the membership of The LEAD Group Incorporated.**

- c) *AMENDED AS AT GENERAL MEETING (1/3/07)* At least 14 days' notice of all general meetings and notice of motion shall be given to members. In the case of general meetings where a special resolution is to be proposed, notice of the resolution shall be given to members at least 21 days before the meeting. In the case of a meeting taking place via email, one full week from the date of the vote being called on a decision will be left before quorum is checked and votes are counted. In the case of a meeting taking place by web conference, at least 7 days notice shall be given to members for all general meetings (including notice of motion and of special resolution).
- d) ***In the case of the Annual General Meeting the following business shall be transacted:***
- i) ***confirmation of the minutes of the last Annual General Meeting and any recent special general meeting;***
 - ii) ***receipt of the Committee's report upon the activities of The LEAD Group Incorporated in the last financial year;***
 - iii) ***election of office bearers and other members of the Committee;***
 - iv) ***receipt and consideration of a statement from the Committee which is not misleading and gives a true and fair view for the last financial year of The LEAD Group Incorporated***
 - * ***income and expenditure***
 - * ***assets and liabilities***
 - * ***mortgages, charges and other securities***
 - * ***trust properties***
- e) ***The quorum for a general meeting shall be five members present. If within half an hour of the time appointed for a general meeting a quorum is not present the meeting shall be dissolved.***
- f) ***Voting at general meetings shall be by a show of hands of those present, and by postal ballot for those members unable to attend. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three-quarter majority is required.***
- g) *AMENDED AS AT GENERAL MEETING (30/9/98):* Votes shall either be given personally at the meeting, or by postal ballot received either by mail, email, fax or delivery to the office of The LEAD Group Incorporated. Only those postal votes received before the commencement of the general meeting shall be counted.
- h) ***In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote.***
- i) ***Nominations of candidates for election as office bearers or other Committee members may be made at the Annual General Meeting or in such other ways as may be determined by The Lead Group Incorporated at a general meeting.***
- j) ***Written notice of all general meetings shall be given to members either personally or by post.***

8. OFFICE BEARERS

- a) ***The President or, in the President's absence, the Vice President, shall act as chairperson at each general meeting and Committee meeting of The Lead Group Incorporated.***
- b) ***If the President and Vice President are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson.***
- c) ***AMENDED AS AT GENERAL MEETING (30/9/98):*** The Secretary shall ensure that records of the business of The LEAD Group Incorporated including the rules, register of members, minutes of all general and Committee meetings and a file of correspondence are kept. The records shall be available for inspection by any member and shall be held in safekeeping at the office of The LEAD Group Incorporated.
- d) ***AMENDED AS AT GENERAL MEETING: (7/5/99)***
- (i) ***The Treasurer shall ensure that all money received by The LEAD Group Incorporated is paid into an account named The LEAD Group Incorporated. Payments shall be made through a petty cash system or by cheque signed by any two signatories from six signatories nominated by the Committee. It should also be ensured that the recipient of the cheque is not also a signatory to that cheque. Major or unusual expenditures shall be authorised in advance by the Committee or a general meeting.***
 - (ii) ***Funds raised by means of a fundraising appeal within the meaning of the Charitable Fundraising Act 1991 must be maintained in accordance with that Act.***
- e) ***AMENDED AS AT GENERAL MEETING: (30/9/98):*** The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of The LEAD Group Incorporated. These records shall be available for inspection by any member and shall be held in the office of The LEAD Group Incorporated.

f) **Other office bearers as required will be delegates of the four primary office bearers. These should be members but not necessarily Committee members.**

g) **NEW RULE ACCEPTED AT GENERAL MEETING: (30/9/98): LEAD Group Branches;**

The Committee shall from time to time have the power to create Branches of members to carry out the Objects of The LEAD Group Incorporated at the local level. The members of those Branches shall then elect a Branch Committee of two local members who shall have the power to set down Branch rules for the control and management of those Branches (the "local rules"). The Branch Committee shall hold at least 4 local meetings per year and supply the Committee of The LEAD Group Incorporated with a copy of the minutes of the Branch meeting within 2 weeks of the date of the meeting. The Committee of The LEAD Group Incorporated shall have the power to from time to time dissolve any existing Branches of members. Any members of those Branches who wish to appeal against a decision to dissolve a Branch may appeal against that decision at the next general meeting of The LEAD Group Incorporated

9. SPECIAL RESOLUTIONS

a) A special resolution must be passed by a general meeting of The LEAD Group Incorporated to effect the following changes:

- i) **a change of the name of The LEAD Group Incorporated;**
- ii) **a change of the rules of The LEAD Group Incorporated;**
- iii) **a change of the objectives of The LEAD Group Incorporated;**
- iv) **an amalgamation with another Incorporated Association;**
- v) **to voluntarily wind up The LEAD Group Incorporated and distribute its property;**
- vi) **to apply for registration as a Company or a Cooperative.**

b) **A special resolution shall be passed in the following manner:**

- i) **a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution**
- ii) **the notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting**
- iii) **a quorum must be present at the meeting**
- iv) **at least three-quarters of those present must vote in favour of the resolution**
- v) **in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Corporate Affairs Commission for permission to pass the resolution in some other way.**

10. PUBLIC OFFICER

- a) **The Committee shall ensure that a person is appointed as Public Officer.**
- b) **The first Public Officer shall be the person who completed the application for incorporation of The LEAD Group Incorporated.**
- c) **The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.**
- d) **The Public Officer shall be deemed to have vacated their position in the following circumstances**
 - i) **death**
 - ii) **resignation**
 - iii) **removal by The LEAD Group Incorporated or at a general meeting**
 - iv) **bankruptcy or financial insolvency**
 - v) **mental illness**
 - vi) **residency outside New South Wales**
- e) **When a vacancy occurs in the position of Public Officer the Committee shall within 14 days notify the Corporate Affairs Commission by the prescribed form and appoint a new Public Officer.**
- f) **The Public Officer is required to notify the Corporate Affairs Commission by the prescribed form in the following circumstances:**
 - i) **appointment (within 14 days);**

- ii) **a change of residential address (within 14 days);**
 - iii) **a change in the objects or rules of The LEAD Group Incorporated (within one month)**
 - iv) **of the financial affairs of The LEAD Group Incorporated (within one month after the Annual General Meeting)**
 - v) **a change in the name of The LEAD Group Incorporated (within one month).**
- g) **The Public Officer may be an office bearer, Committee member, or any other person regarded as suitable for the position by the Committee.**

11. MISCELLANEOUS

- a) The LEAD Group Incorporated shall effect and maintain insurance as is required under The Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by The LEAD Group Incorporated.
- b) **The funds of The LEAD Group Incorporated shall be derived from the fees of members, donations, grants and such other sources approved by The Lead Group Incorporated.**
- c) *AMENDED AS AT GENERAL MEETING: (30/9/98): The Common Seal of The LEAD Group Incorporated shall be kept in the custody of the Public Officer and shall only be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witnessed by the signatures of two members of the Committee.*
- d) *AMENDED AS AT GENERAL MEETING: (7/5/99)*
 - (i) *The LEAD Group Inc shall be dissolved in the event of membership less than 3 persons or upon the vote of a three-fourths majority of members present at a Special General Meeting convened to consider such a question.*
 - (ii) *Upon a resolution being passed in accordance with paragraph 11 (i) of this rule, the net assets or property available after satisfying all debts and liabilities shall, upon determination by the members of The LEAD Group Inc, are to be transferred to another fund with similar objectives that is on the Environmental Organisations Register, eg Total Environment Centre, Minerals Policy Institute or Greenpeace. However, in making the distribution, The LEAD Group Inc. must ensure it satisfies all legal obligations applying to any funds or property over which a charitable trust exists.*
- e) Service of documents on The LEAD Group Incorporated is effected by serving them on the Public Officer or by serving them personally on two members of the Committee.
- f) Notices sent by post shall be deemed to have been received two days after the date of posting.
- g) *AMENDED AS AT GENERAL MEETING: (7/5/99)*
 - (i) *The income and property of the organisation, however derived, shall, subject to any obligations under charitable trust law or any other statutory requirements, be used and applied solely in the promotion of its objects and in the exercise of powers conferred upon it by the rules.*
 - (ii) *No portion of this income and property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of The LEAD Group Inc.*
 - (iii) *The requirement contained in (ii) shall not, however, prevent the payment in good faith of:*
 - **interest (provided it is based on the prevailing rate of interest charged by banks, building societies or credit unions for unsecured loans) to any such member in respect of moneys advanced by that member to The LEAD Group Inc, or otherwise owing by The LEAD Group Inc to the member, or**
 - *any remuneration to any officers or servants of The LEAD Group Inc or other person in return for any services genuinely rendered to The LEAD Group Inc.*
- h) *NEW CLAUSE ACCEPTED AT GENERAL MEETING (7/3/97) - All business letters, accounts, invoices, notices, publications, cheques, orders, receipts, etc of The LEAD Group Incorporated shall have written on them the words "The LEAD Group Inc."*
- i) *NEW CLAUSE ACCEPTED AT GENERAL MEETING (19/2/99) Any allocation of funds or property to other organisations or persons will be made in accordance with the established objectives of The LEAD Group Incorporated and will not be influenced by the expressed preference or interest of a particular donor to The LEAD Group Incorporated.*

NEW SECTION ACCEPTED AT GENERAL MEETING (19/2/99)

12. LEAD EDUCATION AND ABATEMENT FUND (L.E.A.F.)

- a) **The environmental purpose of the Lead Education and Abatement Fund (L.E.A.F.) is to support the environmental objects of The LEAD Group Incorporated.**

- b) *The LEAF will be used only to support The LEAD Group Incorporated's environmental purposes.*
- c) *Members of the general public are to be invited to make donations of money or property to the LEAF for the environmental purposes of The LEAD Group Incorporated.*
- d) *Money from interest on donations, income derived from donated property, and money from the realisation of such property are to be deposited into the LEAF.*
- e) *The LEAF must not receive any other money or property, including corporate sponsorship money, and donations to it are to be kept separate from other funds of The LEAD Group Incorporated.*
- f) *Money donated to the LEAF, including interest accruing thereon, is to be deposited in a separate LEAF bank account to be opened for the purpose*
- g) *Receipts are to be issued for all gifts of \$2 or more, in the name of the Lead Education and Abatement Fund (LEAF) and proper accounting records and procedures are to be kept and used for the LEAF. Receipts issued in the name of LEAF will contain the following elements:*
 - i) *the date the donation was received*
 - ii) *"The LEAD Group Incorporated" as the name of the organisation issuing the receipt*
 - iii) *the words "Representing a donation to the Lead Education and Abatement Fund (L.E.A.F.)"*
 - iv) *signature of a person authorised to act on behalf of LEAF*
 - v) *the name of the donor*
 - vi) *the words "The Lead Education and Abatement Fund (LEAF) is a public fund listed on the Register of Environmental Organisations under Item 6.1.1 of subsection 30-55(1) of the Income Tax Assessment Act 1997."*
- h) *The LEAF will be operated on a non-profit basis. None of the money or property accumulated by the LEAF will be distributed to members of The LEAD Group Incorporated apart from proper remuneration for administrative services.*
- i) *In the event of the winding up of the LEAF, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations, eg Total Environment Centre, Minerals Policy Institute or Greenpeace.*
- j) *The Fund will be administered by a Sub-Committee of The LEAD Group Incorporated Committee, of no fewer than three persons. The LEAF Sub-Committee will be appointed by the Committee of The LEAD Group Incorporated. A majority of the members of the LEAF Sub-Committee are required to have the requisite degree of responsibility to the general community, that is, persons who, because of their tenure of some public office or their position in the community, have a degree of responsibility to the community as a whole as distinct from obligations solely in regard to the environmental objectives of the Association.*
- k) *Any changes to the membership of the LEAF Sub-Committee are to be advised to the Department of the Environment within a reasonable time following the making of the changes.*
- l) *Any changes to the Rules of The LEAD Group Incorporated pertaining to the LEAF are to be advised to the Department of the Environment within a reasonable time following the making of the changes.*
- m) *Statistical data about donations to the LEAF during the financial year will be provided to the Department of the Environment within four months after the end of the financial year and in the form required by the Department.*
- n) *The LEAD Group Incorporated agrees to comply with any other rules that may from time to time be announced by the Treasurer or the Minister with responsibility for the environment.*

NEW RULE ACCEPTED AT GENERAL MEETING: (7/5/99)

13. AUDIT

- a) *The auditor or auditors shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books, etc., and furnish a report thereon on the members at the Annual Meeting. Audits shall be conducted at regular intervals of not more than twelve months.*
- b) *An auditor shall not be a member or closely related to a member, of the Management Committee*
- c) *Subject to paragraph d) thereof notice of the intention to nominate an auditor to replace the current auditor shall be given to the Secretary at least twenty-one days before the Annual General Meeting. The Secretary shall send a copy of*

the nomination to the current auditor at least seven (7) days before the Annual General Meeting. The current auditor shall be entitled to attend the Annual General Meeting and, if that person so wishes, to be heard at such Annual General Meeting.

- d) *Where the current auditor submits a resignation, or notifies the Secretary of the intention not to seek re-election as auditor, paragraph c) thereof shall not apply.*

NEW RULE ACCEPTED AT GENERAL MEETING: (7/5/99)

14. TRUSTEES

- a) *Three Trustees shall be elected at a properly constituted general meeting.*
- b) *All property of whatever kind belonging to The LEAD Group Inc shall be vested in the Trustees and they shall have the custody of all deeds and documents of title relating to the property of The LEAD Group Inc and shall be responsible for the same and shall deal with and dispose of all the property of The LEAD Group Inc whether real or personal for the time being vested in them and the income thereof in accordance with the directions of the Management Committee provided that such directions are not in violation of the trusts upon which the property is held.*

NEW RULE ACCEPTED AT GENERAL MEETING: (7/5/99)

15. INTERNAL DISPUTES

The Management Committee shall ensure that a mechanism is established for resolving internal disputes within its membership. This may include:

- (a) *the appointment of an independent person to arbitrate in the dispute;*
- (b) *a process to bring the parties together to resolve the dispute at an early stage;*
- (c) *a process to ensure that all parties receive a full and fair opportunity of presenting their case*
- (d) *where the dispute cannot be resolved internally by arbitration or mediation, to refer the matter to a Community Justice Centre which functions as “a centre for dispute settlements”*

16 COMPLAINTS

The Management Committee shall ensure that a mechanism is established that will properly and effectively deal with complaints made by members of the public and grievances from employees.