

No. A0041778J

CERTIFICATE OF INCORPORATION

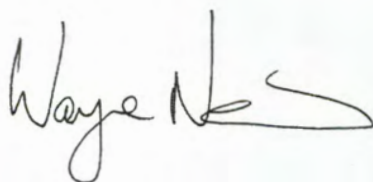
This is to certify that

LIVE & LEARN ENVIRONMENTAL EDUCATION INC.

is on and from the 31 October 2001

incorporated under the Associations Incorporation Act 1981

Given under my hand at MELBOURNE, this 31st day of October 2001



Deputy Registrar of Incorporated Associations



CONSTITUTION

1. Name

Live and Learn Environmental Education Society.

2. Definitions

Act means the Associations Incorporations Act 1981.

Regional Director means the founder of the Society.

Society means the Association.

Trustees means the committee of management.

3. Mission Statement

Live and Learn Environmental Education Society will promote greater understanding of human and environmental sustainability through education and communication.

4. Statement of Purposes

Live and Learn Environmental Education Society is a non-profit, non-political organization which will fulfil the mission statement by:

- developing projects and programmes for teachers, schools, communities and target groups in the field of environmental and development education;
- encouraging individual and community attitudes, values and actions that are environmentally sound and sustainable;
- sharing knowledge, skills, experience and resources with others for the benefit of the physical and human environment;
- promoting the integration of environmental, human, cultural and development concepts in all education projects and programmes;
- continually improving the quality of products and services.
- establishing and maintaining a public fund to be called the Live & Learn Public Fund for the specific purpose of supporting environmental purposes of Live & Learn

Environmental Education Society. The Fund is established to receive all gifts of money and property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any or other money or property into this account and it must comply with the subdivision of the 30-E of the Income Tax Assessment Act 1997.

5. Guiding principles for Practice and Conduct

We believe that local knowledge and global understanding are the starting points in developing an ethic in education. Local ownership, equality of participation and discovery learning remains the cornerstones in our organization. We aim to strengthen this foundation through following guiding principles:

- Live & Learn Environmental Education seeks to assist establishing action-based, effective discovery learning models and methodologies exploring values underlying a sustainable environment;
- Live & Learn Environmental Education emphasize the importance of building partnerships and linking schools with the chiefs, elders, parents and other community groups so that communities in their entirety is involved with discovery learning;
- Live & Learn Environmental Education promotes attitudes, policies, institutions and practices that supports community-based environmental and development education;
- Live & Learn Environmental Education strives to work in appropriate partnerships with local teachers, communities, other NGOs, and government agencies;
- Live & Learn Environmental Education openly shares knowledge, information and lessons learnt with national partners and colleagues as well as the wider regional and international community.

6. Equality

1. The Society shall not discriminate between gender, race, political opinions, age, sexual preferences, and religion but shall at all times promote equality and fairness among staff and partners.
2. The Society shall carry no bias in favour of political parties and religions.
3. The Society, the trustees and the regional director shall be guided by a Best Practice Policy in all its operational and personnel matters. A Best Practice Manual shall be available for staff and trustees.

7. Alteration of the rules

Subject to the provisions of the Act these Rules and the Statement of Purposes may be amended, rescinded or added to from time to time by a special meeting of the trustees.

8. Powers

1. The Society has, in the exercise of its affairs, all the powers of an individual.
2. The Society may, for example enter into contracts; and acquire, hold, deal with and dispose of property; and make charges of services and facilities it supplies; and do other things necessary or convenient to be done in carrying out its affairs.
3. The Society may also issue secured and unsecured notes, debentures and debenture stock for the Society.

9. Membership Categories

1. (Memberships are categorized into following: A/Institutional; B/Corporate; C/Non-Government Organizations; D/Individual
2. The number of members shall be unlimited.

10. Membership Rules

1. A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these Rules;
2. Membership can occur through direct application to the individual offices.
3. Policies in relation to membership fees, admission and rejection of members shall be determined by individual offices .
4. The individual offices must acknowledge a new membership or a renewal of membership in writing and provide a receipt to the member.
5. A member may resign from the association at any time by giving notice in writing to the relevant office or by not renewing their membership.
6. The regional director will appoint an individual to keep a register of names, addresses and dates of admission of all individuals and organizations admitted to membership. The register shall be open for inspection at all reasonable times on request by any member.

11. Discipline, suspension and expulsion of members

1. Subject to the Rules, if the trustees is of the opinion that a member has refused or neglected to comply with the Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interest of the Society, the trustees has the powers to expel that member from the Society with immediate effect.

12. Disputes and mediation

1. All membership grievances between a member and another member or a member and the Society can be expressed in writing to the regional director who will notify the trustees within 10 days of receiving the correspondence.
2. All members will have an opportunity to have their grievances heard before 2 trustees who will make their recommendations to the board of trustees less than 10 days after the hearing.
3. The board of trustees will make their decision based on the recommendations and the philosophies of the Society less than 10 days upon the receipt of the recommendations from the hearing.

13. Board of trustees

1. The Society is managed by a board of trustees.
2. The board of trustees is appointed by the founders and the board of trustees shall have the power to appoint other trustees through discussion and consensus.
3. On appointment or replacement of trustees to the board, including the filling of vacancies, the following shall be considered:
 - Expertise in environmental and development work.
 - Personal integrity.
 - Commitment to human and environmental sustainability.
4. Any trustee may resign from the board by giving notice in writing to the other trustees. Resignation shall take effect at the time such notice is received and acknowledged by the all trustees of the board.
5. The numbers of trustees on the board is unlimited.
6. Each trustee shall hold office until such time as:
 - (a) they cease to be a member of the association;
 - (b) they become insolvent under administration within the meaning of the Corporations Law; or
 - (c) they resign from office by notice in writing given to the board; or
 - (d) they are removed from office by a resolution of members in general meeting.

14. Functions of the trustees

1. The trustees shall:
 - be called on for their advice, expertise and judgement on important organisational matters.

- have access to all of the Society's financial records.
 - have authority to interpret any matter relating to the Society on which these rules are silent.
2. The board of trustees and/or the regional director may exercise all powers of the Society:
- to borrow, raise or secure the payment of money in such manner as the beneficiaries and partners of the Society may think fit and secure the same or the payment of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the association's property, both present and future, and to purchase, redeem or pay off any such securities.
 - to borrow amounts from members and to pay interest on the amount borrowed and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the association, and to provide and pay off any such securities.

15. Meetings of the trustees and members

1. A quorum of the trustees shall meet at least once every year via electronic communication or in person.
2. A quorum for all meetings of the association consists of two-thirds of the trustees for a meeting of the board and two-thirds of members for general meetings.
3. Notice of meetings must be given in accordance with the way decided by the trustees or the regional director.

16. Proxy voting

There is no provision in these rules for proxy voting.

17. Common seal

1. The head office shall provide for a common seal and for its safe custody.
2. The common seal shall only be used by the authority of the regional director or trustees and every instrument to which the seal is affixed shall be signed by a trustee, the regional director or by some other person specially appointed for that purpose.

18. Funds and accounts

1. The funds of the Society must be kept in the name of the Society in a financial institution decided by trustees and shall be derived from membership fees, donations and other sources as the trustees determine.

2. Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the association and the particulars usually shown in books of a like nature.
3. All money shall be deposited as soon as practicable after receipt thereof.
4. Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open and unless special authority has been given signed by at least two contracted employees.
5. The regional director and the trustees, reserve the rights to enter into contracts with institutional funding agencies.
6. As soon as practicable after the end of each financial year the regional director or a person appointed by the regional director shall be responsible for the preparation of a statement containing the particulars of:
 - the income and expenditure for the financial year just ended; and
 - the assets and liabilities and of all mortgages, charges and securities affecting the property of the association at the close of the year.
7. An auditor must examine the statement prepared and present a report on it to the trustees.
8. The income and property of the association must be used solely in promoting the Society's objectives and exercising its powers.
9. Members of the Society reserve the right to inspect all relevant documents of the Society.

19. Documents

The regional director or an appointed trustee shall provide for the safe custody of books, documents, instruments of title and securities of the association.

20. Financial year

The financial year of the Society shall close on the 30th day of June in each year.

21. Winding up and distribution of surplus assets into another entity

1. This section applies if the association is wound-up under the relevant Act and if there are surplus assets.
2. The surplus assets must not be distributed among the members but must be given to another entity:
 - that has objectives similar to the Society's objectives; and
 - the rules of which prohibit the distribution of the entity's income and assets to individuals.

3. In the event of the winding up or the cancellation of the Society, the assets of the Society must be disposed of in accordance with the provisions of the Act.

22. Matters relating to the Live & Learn Public Fund

1. The Society must inform the Department responsible for the environment as soon as possible if:
 - 1.1 it changes its name or the name of its public fund; or
 - 1.2 there is any change to the membership of the management of the public fund; or
 - 1.3 there has been any departure from the model rules of the public fund.
2. The Society agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts are made to the fund are only used for its principal purpose.
3. The income and property of the Society shall be used and applied solely in promotion of its objectives and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the organization.
4. Any allocation of funds or property to other persons or organisations will be made in accordance with the established purpose of the Society and not be influenced by the preference of the donor.
5. In case of the winding-up of the Live & Learn Public Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
6. Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year. An audited financial statement for the organisation and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.
7. The objective of the fund is to support the organisation's environmental purposes.
8. Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the organisation.
9. Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.
10. A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the organisation.
11. Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.
12. The fund will be operated on a non-profit basis.

13. A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the organisation. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.