



**CONSTITUTION OF**  
**Native Animal Rescue**  
**Incorporated**

**ABN 20 955 210 856**

An Association incorporated pursuant to the  
*Associations Incorporation Act 2015 (WA)*

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## PART 1 - PRELIMINARY

### 1) Name

The name of the Association is Native Animal Rescue Incorporated.

### 2) Type of entity

The Association is a not-for-profit Association incorporated under the Associations Incorporation Act 2015 (WA).

### 3) Terms used

In this Constitution, unless the contrary intention appears —

**Act** means the *Associations Incorporation Act 2015*;

**Association** means the Native Animal Rescue Incorporated;

**Board** means the group of people, called Board members, who are responsible for the management of the affairs of the Association;

**Books** means the Association's registers, minutes, documents, securities, financial records, financial statements and financial reports as defined in Section 62 of the Associations Act, however compiled, stored or recorded;

**Circular resolution** means a board circular resolution that is passed without a board meeting being held. Separate copies of the circular resolution may be used for signing by or directors provided the wording of the circular resolution and statement is identical in each copy. The circular resolution is passed when 75% of eligible Directors sign the circular resolution.

**Clause** means a clause of this Constitution;

**Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act;

**Constitution** means this document as amended from time to time;

**Executive Committee** means the office holders of the Board;

**Financial records** include —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry, such as sales day books, purchase day books, sales returns day books, purchases returns, day books, bank books, cash receipts books, cash payments books, petty cash receipts books, petty cash payments books and journals; and
- (c) working papers and other documents needed to explain —
  - (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements;

**Financial statements** means:

- (a) if the Association uses the cash basis of accounting:
  - (i) a statement of receipts and payments for the financial year,
  - (ii) a reconciled statement of bank account balances as at the end of the financial year, and
  - (iii) a statement of assets and liabilities as at the end of the financial year.
- (b) if the Association uses the accrual basis of accounting:
  - (i) a statement of income and expenditure for the financial year, and
  - (ii) a balance sheet;

**Financial year** of the Association means the 12 months commencing on 1<sup>st</sup> July and ending on 30<sup>th</sup> June each year;

**General meeting** of the Association means a meeting of the Association that all members are entitled to receive notice of and to attend, and is either

- (a) an annual general meeting, or
- (b) a special general meeting;

**Member** means a person who is an Ordinary, Lifetime Ordinary, Family or Honorary Life member of the Association;

**Office holder** means a Board member defined in clause 29)a);

**Ordinary Board member** means a Board member who is not an office holder of the Association under clause 29)a)v);

**Ordinary resolution** means a resolution at a meeting that:

- (a) is not a special resolution, and
- (b) is passed by the votes of more than 50% of the persons who are entitled to cast a vote at that meeting;

**Quorum** means the number of persons required to be present in order to conduct a meeting;

**Register of Environmental Organisations** means is a Commonwealth tax deductibility scheme for environmental organisations enabled under Income Tax Assessment Act 1997. It allows eligible organisations to be endorsed as Deductible Gift Recipients by the Australian Taxation Office. The Association's Fauna Focus Fund is on the register.

**Secretary** means the Board member holding office as the Secretary of the Association;

**Special general meeting** means a general meeting of the Association other than the annual general meeting;

**Special resolution** means a resolution proposed at a meeting and passed by the votes of not less than 75% of the persons who are entitled to cast a vote at that meeting;

**Tier 1 Association** means an Association that, in a financial year:

- (a) has a revenue of less than \$250,000 or such other amount that is prescribed from time to time under section 64(1) of the Associations Act 2015, or
- (b) has been declared by the Commissioner to be a tier 1 Association.  
A tier 1 Association can also elect to prepare basic financial statements with no independent review or audit;

**Tier 2 association** means an association that, in a financial year:

- (a) has a revenue of more than \$250,000 but less than \$1,000,000, or
- (b) has been declared by the Commissioner to be a tier 2 association.  
A tier 2 association must prepare financial reports that give a true and fair view of the association in accordance with Australian Accounting Standards that is reviewed by a professional accounting body holding a public practicing certificate.

**Treasurer** means the Board member holding office as the Treasurer of the Association.

#### 4) Relationship between Constitution and Associations Act

The Associations Incorporation Act 2015 overrides any provision in this Constitution which is inconsistent with that Act.

#### 5) Interpretation

In this Constitution:

- a) The words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- b) Reference to an 'Act' includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as the Associations Regulations).

#### 6) Financial year

The Association's financial year is the period of 12 months commencing on 1<sup>st</sup> July and ending on 30<sup>th</sup> June of each year.

## PART 2 – OBJECT, PURPOSES AND POWERS

### 7) Object and purposes

The aim of the Association is to fulfil the following charitable objectives:

- a) to treat/care for sick, injured, immature and displaced wildlife;
- b) to provide a pre-release facility for fauna;
- c) to re-establish rehabilitated wildlife into their natural environment;
- d) to provide a professional facility for educational and scientific observation of wildlife care;
- e) to provide facilities and the appropriate care and attention in which endangered species can be encouraged to breed;
- f) where appropriate to provide a protected natural or near natural environment for wildlife that cannot be released into an unconfined habitat; such decision to be made at the discretion of the appropriate animal committee; and
- g) to establish and maintain a public fund to be called the Fauna Focus Fund for the specific purpose of supporting the environmental objects/purposes of Native Animal Rescue. The Fund is established to receive all gifts of money or 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 other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.

### 8) Powers

Subject to the Associations Act 2015, the Association may do all things necessary to lawfully pursue its objects and charitable purposes.

### 9) Not-for-profit body

- a) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- b) A payment may be made to a member out of the funds of the Association only if it is authorised under clause 9)c).
- c) A payment to a member out of the funds of the Association is authorised if it is —
  - i) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
  - ii) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - iii) the payment of reasonable rent to the member for premises leased by the member to the Association; or
  - iv) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

## PART 3 - MEMBERS

### Division 1 — Membership

#### 10) Number of members

The Association will have a minimum of fifty (50) members with full voting rights.

#### 11) Classes of membership and eligibility

- a) The Association consists of Ordinary, Lifetime Ordinary, Family and Honorary Life members.
- b) A person can only belong to one class of membership.
- c) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.
- d) **Ordinary membership** of the Association, upon application and agreement to be bound by this Constitution, is open to adults aged 18 or over who have paid the annual membership fees prescribed in clause 19)a),
- e) **Lifetime ordinary membership** of the Association upon application and agreement to be bound by this Constitution, is open to adults aged 18 or over who have paid the one-off Lifetime Membership Fee prescribed in clause 19)a).
- f) **Family membership**, upon application and agreement to be bound by this Constitution, is defined as up to two adults of a family and any children of that family under the age of 18. Family membership carries up to two votes, one per adult.
- g) **Honorary Life membership** may be granted to members considered to have given long and /or outstanding service to the Association. Nominations for Honorary Life membership must be made in writing to the Secretary by any five adult members of the Association. Such nominations will be put to the members and voted upon at the next Annual General Meeting. No annual subscription shall be required from an Honorary Life member. All privileges and responsibilities of membership as defined in this constitution also apply to Honorary Life membership.
- h) Paid employees shall be deemed to be Ordinary members of the Association and shall not be required to pay membership fees.

#### 12) Rights of members

All members have rights of a member, including:

- a) the right to vote,
- b) other rights and benefits determined by the Board, or
- c) other rights and benefits determined by resolution of the members at a general meeting.

#### 13) Applying for membership

- a) A person who wishes to become a member under clause 11) must apply in writing to the Association.



#### **14) Dealing with membership applications**

- a) The Board must consider each application for membership of the Association and decide whether to accept or reject the application.
- b) Subject to clause 14)c), the Board must consider applications in the order in which they are received by the Association.
- c) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- d) The Board must not accept an application unless the applicant —
  - i) is eligible under clause 11) and
  - ii) has applied under clause 13).
- e) The Board may reject an application even if the applicant —
  - i) is eligible under clause 11); and
  - ii) has applied under clause 13).
- f) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.
- g) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

#### **15) Becoming a member**

An applicant for membership of the Association becomes a member when —

- a) the Board accepts the application; and
- b) the applicant pays any membership fees payable to the Association under clause 19)a) and 19)b).

#### **16) When membership ceases**

- a) A person ceases to be a member when any of the following takes place —
  - i) for a member who is an individual, the individual dies;
  - ii) the person resigns from the Association under clause 17);
  - iii) the person is expelled from the Association under clause 21);
  - iv) the person ceases to be a member under clause 19)d).
- b) The Secretary must keep a record, for at least one year after a person ceases to be a member, of-
  - i) the date on which the person ceased to be a member; and
  - ii) the reason why the person ceased to be a member.

#### **17) Resignation**

- a) A member may resign from membership of the Association by giving written notice of the resignation to the Secretary.
- b) The resignation takes effect —
  - i) when the Secretary receives the notice; or
  - ii) if a later time is stated in the notice, at that later time.

- c) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the **owed amount**) at the time of resignation.
- d) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

## 18) Rights not transferable

The rights of a member are not transferable and end when membership ceases.

## Division 2 — Membership fees & register of members

### 19) Membership fees

- a) All members, with the exception of Association employees, shall pay a membership fee as set by the Board from time to time.
- b) Applicants for Ordinary membership shall have the option of taking either an Annual Membership or Lifetime Membership subscription. Lifetime members of the Association shall, on acceptance of their payment, be deemed financial members of the Association for the term of their life and so shall be afforded the privileges of membership to the Association for that period.
- c) Honorary Life members of the Association are not required to pay a membership fee.
- d) Subject to clause 19)e), if a person fails to pay the annual membership fee to the Association within 6 months after the due date, or 48 hours prior to the annual general meeting, whichever comes first, the person ceases to be a member.
- e) If a person ceases to be a member under clause 19)d) and subsequently pays all the member's outstanding fees to the Association, the Board may, if it considers fit and at its sole discretion, reinstate the member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.
- f) Members are not liable to pay, by reason of the person's membership, any other debts incurred by or on behalf of the Association, including the costs of winding up of the Association.

### 20) Register of members

- a) The Association shall maintain and keep updated a members' register which shall contain:
  - i) the full names of each member,
  - ii) the contact postal, residential or email addresses of each member,
  - iii) the class of membership held by each member, and
  - iv) the date upon which a person became a member.
- b) Within 28 days after a change in membership the Secretary shall ensure that a membership change is recorded in the members register.
- c) The Secretary shall ensure that the members register is kept and maintained at such place as the Board decides.
- d) A member may request to inspect the register of members, subject to the provisions of clause 73).

## PART 4 — DISCIPLINARY ACTION AND DISPUTES

### Division 1 — Disciplinary action

#### 21) Term used: member

In this Part —

**member**, in relation to a member who is expelled from the Association, includes former member.

#### 22) Suspension or expulsion

- a) The Board may decide to suspend a member's membership or to expel a member from the Association if —
  - i) the member refuses or neglects to comply with this Constitution; or
  - ii) the member acts detrimentally to the interests of the Association.
- b) The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- c) The notice given to the member must state —
  - i) when and where the Board meeting is to be held; and
  - ii) the grounds on which the proposed suspension or expulsion is based; and
  - iii) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion;
- d) At the Board meeting, the Board must —
  - i) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
  - ii) give due consideration to any submissions so made; and
  - iii) decide whether or not the member should be —
    - (1) expelled as member; or
    - (2) suspended as a member and if so the period of the member's suspension or the member's membership.
- e) A decision of the Board to suspend the member's membership or to expel the member from the Association takes immediate effect.
- f) The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- g) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under clause 22)f), give written notice to the Secretary seeking to appeal the Board's decision to suspend or expel the member and requesting the appointment of a mediator.
- h) If notice is given under clause 22)g), the member who gives the notice and the Board are the parties to the mediation.
- i) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

## 23) Consequences of suspension

- a) During the period a member's membership is suspended, the member —
  - i) loses any rights (including voting rights) arising as a result of membership; and
  - ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- b) When a member's membership is suspended, the Secretary must record in the register of members —
  - i) that the member's membership is suspended; and
  - ii) the date on which the suspension takes effect; and
  - iii) the period of the suspension.
- c) When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

## Division 2 — Resolving disputes

### 24) Terms used

In this Division:

***grievance procedure*** means the procedures set out in this Division;

***party to a dispute*** includes a person:

- a) who is a party to the dispute; and
- b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

### 25) Grievance process

- a) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- b) If the parties to a dispute are unable to resolve the dispute between themselves within the time required pursuant to clause 25)a), then any party to the dispute may, by written notice to the Secretary, request that the dispute be considered and decided in accordance with this Constitution.
- c) A member of the Board or other appropriate person shall be appointed by the Secretary to investigate and attempt to resolve the dispute with the parties under the Association's Grievance Policy Standing Order.
- d) Within seven (7) days of the conclusion of the investigation, the investigator shall give each party to the dispute written notice of their findings and decision.

### 26) Right of appeal

- a) Any party to a dispute may, by written notice given to the Secretary within fourteen (14) days of the party receiving the investigator's decision and reasons for decision, appeal the decision to the Board.
- b) A Board meeting shall be convened within 28 days after the Secretary receives the request for appeal and the Secretary shall give no less than seven (7) days written notice to each

party to the dispute of that meeting, specifying the date, time and place of the meeting and that each party to the dispute may attend and may present oral or written submissions to the Board concerning the dispute.

- c) At the Board meeting to consider and decide the dispute, the Board shall give each party to the dispute a reasonable opportunity to make written and/or oral submissions to the Board concerning the dispute, give due consideration to any submissions so made, and decide the dispute.
- d) The Board shall give each party to the dispute written notice of the Board's decision and reasons for the decision, within seven (7) days after the Board meeting at which the decision was made.

## **27) Inability to resolve dispute**

If a dispute cannot be resolved under the procedures set out in clauses 25) and 26), any party to the dispute may apply to the Administrative Tribunal to determine the dispute in accordance with the Associations Act 2015 or otherwise at law.

## **PART 5 — BOARD**

### **Division 1 — Powers of Board**

#### **28) Board**

- a) The Board members are the persons who, as the Board of the Association, have the power to manage the affairs of the Association.
- b) Subject to the Act, this Constitution and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- c) The Board must take all reasonable steps to ensure that the Association complies with the Act and this Constitution.
- d) In the event of the Board having reason to suspect gross mismanagement of the affairs of the Association or any misappropriation or other irregularities the Board shall have comprehensive powers of investigation and where appropriate shall inform the relevant authorities.

### **Division 2 — Composition of Board and duties of members**

#### **29) Membership of Board**

- a) The Board shall consist of —
  - i) the Chair
  - ii) the Treasurer
  - iii) the Secretary
  - iv) the Vice-Chair  
(collectively called the office holders)  
These office holders comprise the Executive Committee
  - v) A representative from at least one of the following organisations:
    - (1) a senior member of a Veterinary Faculty of a tertiary Institution;
    - (2) the Department of Biodiversity, Conservation and Attractions; or
    - (3) a nominee from any other relevant organisation as deemed appropriate by the Board  
(any representatives from this category shall be ex-officio, voting members of the Board)
  - vi) the CEO of the Association (ex-officio, voting)
  - vii) a nominee of the CEO of the City of Swan (ex-officio, non-voting);
  - viii) any other ordinary Board member(s) as deemed appropriate by the Board.
- b) The Board shall determine the maximum number of members who may be ordinary Board members.
- c) A person must not hold 2 or more of the offices mentioned in clauses 29)a)i)- 29)a)viii) at the same time.

#### **30) Qualifications of Board members**

- a) A Board member shall be:
  - i) aged over 18, and
  - ii) a member of the Association (unless the person is an ex-officio member of the Board)

- b) A person cannot be a Board member if:
  - i) in the previous 5 years, they have been convicted of, or imprisoned for:
    - (1) an indictable offence under the laws of any state or territory of the Commonwealth of Australia in relation to the promotion, formation or management of a body corporate,
    - (2) an offence involving fraud or dishonesty punishable by imprisonment for a period of 3 months or more under the laws of any state or territory of the Commonwealth of Australia, or
    - (3) they are:
      - (a) bankrupt, or
      - (b) unless the person has obtained the consent of the Commissioner, a person whose affairs are under insolvency laws.
    - (4) unless they have obtained the consent of the Commissioner, a person who has committed a breach of the following Board member's duties:
      - (a) duty of care and diligence,
      - (b) duty of good faith and proper purpose,
      - (c) duty to not improperly use their position,
      - (d) duty to ensure that the Association does not incur a debt while insolvent, or
      - (e) duty to not improperly use information gained while a Board member.
    - (5) they are an employee of the Association (except in the case of the CEO who may be an employee of the Association).
- c) A Board member who has been suspended as a member under clause 21) cannot act in the position of a Board member until their period of suspension as a member has expired.

### 31) Board members duties

#### a) General Board members duties

- i) Board members shall comply with their duties as Board members under legislation and common (judge-made) law and shall:
  - (1) Exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Board member of the Association,
  - (2) Act in good faith in the best interests of the Association,
  - (3) Act for a proper purpose,
  - (4) Act to further the charitable object and purposes of the Association,
  - (5) Act in the best interests of the Association,
  - (6) Not misuse information gained in their role as a Board member,
  - (7) Disclose any perceived or actual material conflicts of interest,
  - (8) Ensure that the financial affairs of the Association are managed responsibly, and
  - (9) Not allow the Association to operate while insolvent.
  - (10) Not improperly use:
    - (i) information obtained because they are or were a Board member, or
    - (ii) their position of Board member, to:
      - ii) gain an advantage for themselves or another person, or
      - iii) cause detriment to the Association.

#### b) Board members conflict of interest

- i) A Board member shall disclose to all the Board members present at the Board meeting the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at the Board meeting.
- ii) Disclose the nature and extent of the interest at the next general meeting of the Association.
- iii) The disclosure of a conflict of interest by a Board member shall be recorded in the minutes of the Board meeting.
- iv) Each Board member who has a material personal interest in a matter that is being considered at a Board meeting shall not, except as provided under clause 23.2(e):
  - (1) be present at the Board meeting while the matter is being discussed, or
  - (2) vote on the matter.
- v) A Board member may still be present and vote if:

- (1) their interest relates to an insurance contract that insures, or would insure, the Board member against liabilities incurred by the Board member as a Board member,
- (2) the Board members who do not have a material personal interest in the matter pass a resolution that:
- (3) identifies the Board member, the nature and extent of the Board member's interest in the matter and how it relates to the Association's affairs, and
- (4) states that those Board members who do not have a material personal interest in the matter are satisfied that the Board member's material personal interest in the matter should not prevent the Board member from being present at the Board meeting while the matter is being discussed or from voting on the matter.

### **32) Chair**

The Chair has the following duties –

- a) consulting with the Secretary regarding the business to be conducted at each Board and general meeting;
- b) convening and presiding at Board meetings and preside at general meetings as outlined in this Constitution;
- c) holding all property books and records for which no other officer has responsibility; and
- d) performing any other duty which may be required or is deemed to be necessary, due to urgency, provided always that such action which is taken without prior approval must be consistent with the aims and objectives of the Association and must be subject to ratification by the Board.

### **33) Vice-Chair**

The Vice-Chair has the following duties –

- a) support and assist the Chair in their duties;
- b) in the absence or incapacity of the Chair to exercise all their powers, authorities and duties; and
- c) carrying out any other duty given to the Vice-Chair under this Constitution or by the Board.

### **34) Secretary**

The Secretary has the following duties —

- a) dealing with the Association's correspondence;
- b) consulting with the Chair regarding the business to be conducted at each Board meeting and general meeting;
- c) preparing the notices required for meetings and for the business to be conducted at meetings;
- d) unless another member is authorised by the Board to do so , maintaining on behalf of the Association-
  - i) the register of members, and recording in the register any changes in the membership; and
  - ii) an up-to-date copy of this Constitution; and



- iii) a record of Board members and other persons authorised to act on behalf of the Association,
- e) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- f) maintaining full and accurate minutes of Board meetings and general meetings; and
- g) carrying out any other duty given to the Secretary under this Constitution or by the Board.

### **35) Treasurer**

The Treasurer has the following duties —

- a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;
- d) taking out all necessary insurances;
- e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- f) coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report; and
- h) carrying out any other duty given to the Treasurer under this Constitution or by the Board.

## **Division 3 — Election of Board members and tenure of office**

### **36) How members become Board members**

A member becomes a Board member (other than an ex-officio member) if the member —

- a) is elected to the Board at a general meeting; or
- b) is appointed to the Board by the Board to fill a casual vacancy under clause 42).

### **37) Nomination of Board members**

- a) At least 28 days before an annual general meeting, the Secretary must send written notice to all the members —
  - i) calling for nominations for election to the Board; and
  - ii) stating the date by which nominations must be received by the Secretary to comply with 37)b).
- b) A member who wishes to be considered for election to the Board at the annual general meeting must nominate for election by sending written notice of the nomination to the Secretary at least 14 days before the annual general meeting.

- c) The written notice must include a statement by 2 other members in support of the nomination.
- d) A member may nominate for more than one specified position of office holder of the Association and/or to be an ordinary Board member.
- e) A member whose nomination does not comply with this clause is not eligible for election to the Board unless the member is nominated under clause 39)b) or 39)i)ii).

### 38) Term of office

- a) The term of office of a Board member, including officeholders, is for three years and begins when the member-
  - i) is elected at an annual general meeting under clause 39); or
  - ii) is appointed to fill a casual vacancy under clause 42).
- b) Subject to clauses 40) and 41), a Board member holds office until the positions on the Board are declared vacant at the next annual general meeting.
- c) A Board member may be re-elected.
- d) No member shall be eligible to be a member of the Board for more than four (4) consecutive terms unless agreed by the majority of members present at a general meeting.

### 39) Election of the Board

#### Office holders

- a) At the annual general meeting, a separate election must be held for each position of office holder of the Association which is due for election. The order of election to positions is that shown in clause 29). Any person elected to a position is automatically excluded from the positions being selected after this position.
- b) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the eligible members at the meeting.
- c) If only one member has nominated for a position, the chairperson of the meeting must declare the member elected to the position.
- d) If more than one member has nominated for a position, the voting members at the meeting must vote to decide who is to be elected to the position.
- e) Each voting member present at the meeting may vote for one member who has nominated for the position.
- f) If an election is to be held a member who has nominated for the position may vote for himself or herself or any other nominee by advising the Chairperson of their vote.
- g) The vote shall be conducted by the chairperson of the meeting. The vote shall be conducted either by a show of hands or poll at the chairperson's discretion, unless not less than 5 voting members present at the meeting in person request a poll, in which case a poll shall take place.
  - i) Process for election by show of hands**
    - (1) If more than one member has nominated for a position, the members at the meeting must vote to decide who is to be elected to the position.
    - (2) if an election is to be held a member who has nominated for the position may vote for himself or herself or any other nominee by advising the Chairperson of their vote.
    - (3) All candidates for election to the position being voted for are to then leave the meeting.
    - (4) The election shall be by a show of hands and will be conducted by the chairperson of the meeting.

- (5) Each member present at the meeting may vote for one member who has nominated for the position.
  - (6) Once the votes have been counted the members nominated for the position will return to the meeting.
  - (7) The chairperson will advise on the result of the election on the basis of the vote.
  - ii) Process for election by poll**
    - (1) A poll means a process of voting in relation to a matter that is conducted in writing.
    - (2) The poll will be taken at the meeting in the manner determined by the chairperson.
    - (3) The chairperson must declare the result of the election on the basis of the poll.
- h) On the member's election, the new Chair of the Association may take over as the chairperson of the meeting.

#### Ordinary Board members

- i) If the number of members nominating for the position of ordinary Board member is not greater than the number to be elected, the chairperson of the meeting —
  - i) must declare each of those members to be elected to the position; and
  - ii) may call for further nominations from the members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- j) If —
  - i) the number of members nominating for the position of ordinary Board member is greater than the number to be elected; or
  - ii) the number of members nominating under 39)i)i) is greater than the number of positions remaining unfilled,
  - iii) the members at the meeting must vote to decide the members who are to be elected to the position of ordinary Board member.
- k) If an election is to be held a member who has nominated for the position may vote for himself or herself or any other nominee by advising the Chairperson of their vote.
- l) The vote shall be conducted by the chairperson of the meeting. The vote shall be conducted either by a show of hands or poll at the chairperson's discretion, unless not less than 5 voting members present at the meeting in person request a poll, in which case a poll shall take place.
  - i) Process for election by show of hands**
    - (1) If more than one member has nominated for a position, the members at the meeting must vote to decide who is to be elected to the position.
    - (2) if an election is to be held a member who has nominated for the position may vote for himself or herself or any other nominee by advising the Chairperson of their vote.
    - (3) All candidates for election to the position being voted for are to then leave the meeting.
    - (4) The election shall be by a show of hands and will be conducted by the chairperson of the meeting.
    - (5) Each member present at the meeting may vote for one member who has nominated for the position.
    - (6) Once the votes have been counted the members nominated for the position will return to the meeting.
    - (7) The chairperson will advise on the result of the election on the basis of the vote.
  - ii) Process for election by poll**
    - (1) A poll means a process of voting in relation to a matter that is conducted in writing.
    - (2) The poll will be taken at the meeting in the manner determined by the chairperson.
    - (3) The chairperson must declare the result of the election on the basis of the poll.

#### 40) Resignation and removal from office

- a) A Board member may resign from the Board by written notice given to the Secretary or, if the resigning member is the Secretary, given to the Chair.

- b) The resignation takes effect —
  - i) when the notice is received by the Secretary or Chair; or
  - ii) if a later time is stated in the notice, at the later time.
- c) At a general meeting, the Association may by resolution —
  - i) remove a Board member from office; and
  - ii) elect a member who is eligible under clause 30) to fill the vacant position.
- d) A Board member who is the subject of a proposed resolution under clause 40)c)i) may make written representations (of a reasonable length) to the Secretary or Chair and may ask that the representations be provided to the members.
- e) The Secretary or Chair may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.

#### **41)When membership of Board ceases**

A person ceases to be a Board member if the person —

- a) dies or otherwise ceases to be a member; or
- b) resigns from the Board or is removed from office under clause 40); or
- c) becomes ineligible to accept an appointment or act as a Board member under clause 30)b);
- d) becomes permanently unable to act as a Board member because of a mental or physical disability; or
- e) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

#### **42)Filling casual vacancies**

- a) The Board may appoint a member who is eligible under clause 30) to fill a position on the Board that —
  - i) has become vacant under clause 40); or
  - ii) was not filled by election at the most recent annual general meeting.
- b) If the position of Secretary becomes vacant, the Board must appoint a member who is eligible under clause 30) to fill the position within 14 days after the vacancy arises.
- c) Subject to the requirement for a quorum under clause 48), the Board may continue to act despite any vacancy in its membership.
- d) If there are fewer Board members than required for a quorum under clause 48), the Board may act only for the purpose of —
  - i) appointing Board members under this clause; or
  - ii) convening a general meeting.

#### **43)Validity of acts**

The acts of a Board or Sub Committee, or of a Board member or member of a Sub Committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board member or member of a Sub Committee.

## Division 4 — Board meetings

### 44) Board meetings

- a) The Board must meet at least 6 times in each year on the dates and at the times and places determined by the Board.
- b) The date, time and place of the first Board meeting must be determined by the Board members as soon as practicable after the annual general meeting at which the Board members are elected.
- c) Special Board meetings may be convened by the Chair or any 2 Board members.

### 45) Notice of Board meetings

- a) Notice of each Board meeting must be given to each Board member at least 48 hours before the time of the meeting.
- b) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- c) Unless 45)d) applies, the only business that may be conducted at the meeting is the business described in the notice.
- d) Urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.

### 46) Procedure and order of business

- a) The Chair or, in the Chair's absence, the Vice-Chair shall preside as chairperson of each Board meeting.
- b) If the Chair and Vice-Chair are absent or are unwilling to act as chairperson of a meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- c) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- d) The order of business at a Board meeting may be determined by the Board members at the meeting.
- e) A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.
- f) A person invited under 46)e) to attend a Board meeting —
  - i) has no right to any agenda, minutes or other document circulated at the meeting; and
  - ii) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
  - iii) cannot vote on any matter that is to be decided at the meeting.

#### **47) Use of technology to be present at Board meetings**

- a) The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- b) A member who participates in a Board meeting as allowed under subclause (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

#### **48) Quorum for Board meetings**

- a) Unless the Board determines otherwise, the quorum for a Board meeting shall be a majority (more than 50%) of total voting Board members.
- b) Subject to clause 48)e), no business is to be conducted at a Board meeting unless a quorum is present.
- c) A quorum must be present for the entire Board meeting.
- d) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting —
  - i) in the case of a special meeting — the meeting lapses; or
  - ii) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- e) If —
  - i) a quorum is not present within 30 minutes after the commencement time of a Board meeting held under 48)d)ii); and
  - ii) at least 2 Board members are present at the meeting, those members present are taken to constitute a quorum.

#### **49) Voting at Board meetings**

- a) Each Board member present at a Board meeting has one vote on any question arising at the meeting.
- b) A motion is carried if a simple majority (more than 50%) of the Board members present at the Board meeting vote in favour of the motion.
- c) A vote may take place by the Board members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.
- d) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

#### **50) Board circular resolutions**

- a) The board may pass a circular resolution without a board meeting being held.
- b) A board circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 50)c)
- c) Each director may sign:
  - i) a single document setting out the resolution and containing a statement that they agree to the board circular resolution, or

- ii) separate copies of that document, as long as the wording of the board circular resolution is the same in each copy.
- d) The association may send a board circular resolution by email to the directors and the directors may agree to the board circular resolution by sending a reply email to that effect, including the text of the board circular resolution in their reply.
- e) A board circular resolution is passed when 75% of the eligible directors sign or otherwise agrees to the board circular resolution.

## **51) Minutes of Board meetings**

- a) The Board must ensure that minutes are taken and kept of each Board meeting.
- b) The minutes must record the following —
  - i) the names of the Board members present at the meeting;
  - ii) the name of any person attending the meeting under clause 46)e);
  - iii) the business considered at the meeting;
  - iv) any motion on which a vote is taken at the meeting and the result of the vote.
- c) The minutes of a Board meeting must be entered in the Association’s minute book within 30 days after the meeting is held.
- d) The chairperson must ensure that the minutes of a Board meeting are reviewed and signed as correct by —
  - i) the chairperson of the meeting; or
  - ii) the chairperson of the next Board meeting.
- e) When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that —
  - i) the meeting to which the minutes relate was duly convened and held; and
  - ii) the matters recorded as having taken place at the meeting took place as recorded; and
  - iii) any appointment purportedly made at the meeting was validly made.

## **Division 5 — Sub Committees and subsidiary offices**

### **52) Sub Committees and subsidiary offices**

- a) To help the Board in the conduct of the Association’s business, the Board may, in writing, do either or both of the following —
  - i) appoint one or more Sub Committees;
  - ii) create one or more subsidiary offices and appoint people to those offices.
- b) A member of the Executive Committee shall be nominated as an ex-officio member of each Sub-Committee.
- c) A Sub-Committee may consist of the number of people, whether or not members, that the Board considers appropriate.
- d) A person may be appointed to a subsidiary office whether or not the person is a member.
- e) Subject to any directions given by the Board —
  - i) a Sub Committee may meet and conduct business as it considers appropriate; and
  - ii) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

### 53) Delegation to Sub Committees and holders of subsidiary offices

a) In this clause —

***non-delegable duty*** means a duty imposed on the Board by the Act or another written law.

- b) The Board may, in writing, delegate to a Sub Committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than —
- i) the power to delegate; and
  - ii) a non-delegable duty.
- c) A power or duty, the exercise or performance of which has been delegated to a Sub Committee or the holder of a subsidiary office under this clause, may be exercised or performed by the Sub Committee or holder in accordance with the terms of the delegation.
- d) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- e) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- f) Any act or thing done by a Sub Committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.
- g) The Board may, in writing, amend or revoke the delegation.



## PART 6 — GENERAL MEETINGS OF ASSOCIATION

### 54) General meeting

A general meeting is a meeting of the members of the Association. There are two types of general meetings, namely:

- a) An annual general meeting, and
- b) A special general meeting.

### 55) Annual general meeting

- a) The Board must determine the date, time and place of the annual general meeting.
- b) The Association shall hold an annual general meeting each calendar year:
  - i) within 6 months after the end of the Association's financial year, or
  - ii) within a longer period if the Commissioner so allows.
- c) If the Association requires the approval from the Commissioner to hold its annual general meeting within a longer period under subclause 55)b)ii) the Secretary shall ensure that application is made to the Commissioner for such approval no later than 4 months after the end of the financial year.
- d) The notice calling for an annual general meeting shall specify that it is an annual general meeting of the Association and shall comply with clause 55)e).
- e) The ordinary business of the annual general meeting is as follows —
  - i) confirmation of the minutes of the previous annual general meeting,
  - ii) confirmation of the minutes of any special general meeting held since the previous annual general meeting (if the minutes of that special general meeting have not yet been confirmed),
  - iii) elect or appoint Board members
  - iv) receive the financial statements for the previous financial year, and
  - v) receive
    - (1) the review report on the financial statements for the previous financial year (if any), or
    - (2) the auditor's report on the financial statements for the previous financial year (if any).
- f) Any other business of which notice has been given in accordance with this Constitution may be conducted at the annual general meeting.

### 56) Special general meetings

- a) Any meeting of members which is not an annual general meeting is a special general meeting.
- b) The Board may convene a special general meeting.
- c) The Board must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- d) The members requiring a special general meeting to be convened must —
  - i) make the requirement by written notice given to the Secretary; and
  - ii) state in the notice the business to be considered at the meeting; and
  - iii) each sign the notice.

- e) The special general meeting must be convened within 28 days after notice is given under clause 56)d)i) and may only consider the business stated in the notice by which the requirement was made.
- f) If the Board does not convene a special general meeting within that 28-day period, the members making the requirement (or any of them) may convene the special general meeting.
- g) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under 56)f).

## 57) Proxies

- a) Subject to clause 57)b), a voting member may appoint an individual who is a member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- b) A member may be appointed the proxy for not more than 3 (three) other members.
- c) The appointment of a proxy must be in writing and signed by the member making the appointment.
- d) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- e) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- f) If the Board has approved a form for the appointment of a proxy, the member may use that form or any other form —
  - i) that clearly identifies the person appointed as the member's proxy; and
  - ii) that has been signed by the member.
- g) Notice of a general meeting given to a member under clause 58) must —
  - i) state that the member may appoint an individual who is a member as a proxy for the meeting; and
  - ii) include a copy of any form that the committee has approved for the appointment of a proxy.
- h) A form appointing a proxy must be given to the chairperson before the commencement of the general meeting for which the proxy is appointed.
- i) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

## 58) Notice of general meetings

- a) The Secretary or, in the case of a special general meeting convened under clause 56)c), the members convening the meeting, must give to each member —
  - i) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - ii) at least 14 days' notice of a general meeting in any other case.
- b) The notice must —
  - i) specify the date, time and place of the meeting; and
  - ii) indicate the general nature of each item of business to be considered at the meeting; and
  - iii) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Board under clause 37)b); and
  - iv) if a special resolution is proposed —
    - (1) set out the wording of the proposed resolution; and
    - (2) state that the resolution is intended to be proposed as a special resolution.

## 59) Presiding member and quorum for general meetings

- a) The Chair or, in the Chair's absence, the Vice-Chair must preside as chairperson of each general meeting.
- b) If the Chair and Vice-Chair are absent or are unwilling to act as chairperson of a general meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- c) 10 members personally present and entitled to vote shall constitute a quorum for an annual general meeting or special general meeting.
- d) No business is to be conducted at a general meeting unless a quorum is present.
- e) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
  - i) in the case of a special general meeting — the meeting lapses; or
  - ii) in the case of the annual general meeting — the meeting is adjourned to —
    - (1) the same time and day in the following week; and
    - (2) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- f) If —
  - i) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under 59)e)ii); and
  - ii) at least 2 members are present at the meeting,  
those members present are taken to constitute a quorum.

## 60) Adjournment of general meeting

- a) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- b) Without limiting 60)a), a meeting may be adjourned —
  - i) if there is insufficient time to deal with the business at hand; or
  - ii) to give the members more time to consider an item of business.
- c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- d) Notice of the adjournment of a meeting under this clause is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with clause 57).

## 61) Voting at general meeting

- a) On any question arising at a general meeting —
  - i) subject to clause 61)d) each member has one vote; and
  - ii) members may vote personally or by proxy.
- b) Except in the case of a special resolution, a motion is carried if a majority of the members with full voting rights present at a general meeting vote in favour of the motion.

- c) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- d) For a person to be eligible to vote at a general meeting as a member, the member:
  - i) must have been member at the time notice of the meeting was given under clause 57); and
  - ii) must have paid any levy or other money payable to the Association by the member.

## 62) When special resolutions are required

- a) A special resolution is required if it is proposed at a general meeting —
  - i) to affiliate the Association with another body; or
  - ii) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- b) Clause 62)a) does not limit the matters in relation to which a special resolution may be proposed.

## 63) Determining whether resolution carried

- a) In this clause —  
**poll** means the process of voting in relation to a matter that is conducted in writing.
- b) Subject to 63)d), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
  - i) carried; or
  - ii) carried unanimously; or
  - iii) carried by a particular majority; or
  - iv) lost.
- c) If the resolution is a special resolution, the declaration under 63)b) must identify the resolution as a special resolution.
- d) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other members present in person or by proxy —
  - i) the poll must be taken at the meeting in the manner determined by the chairperson;
  - ii) the chairperson must declare the determination of the resolution on the basis of the poll.
- e) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- f) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- g) A declaration under clause 63)b) or 63)d) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

## 64) Minutes of general meeting

- a) The Secretary, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.
- b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

- c) In addition, the minutes of each annual general meeting must record —
  - i) the names of the members attending the meeting; and
  - ii) any proxy forms given to the chairperson of the meeting under clause 57)h); and
  - iii) the financial statements or financial report presented at the meeting, as referred to in clause 55)e)iv); and
  - iv) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in clause 55)e)v).
- d) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- e) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
  - i) the chairperson of the meeting; or
  - ii) the chairperson of the next general meeting.
- f) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
  - i) the meeting to which the minutes relate was duly convened and held; and
  - ii) the matters recorded as having taken place at the meeting took place as recorded; and
  - iii) any election or appointment purportedly made at the meeting was validly made.

## PART 7 — FINANCIAL MATTERS

### 65) Source of funds

The funds of the Association may be derived from annual fees, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

### 66) Control of funds

- a) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
  - b) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
  - c) The Board may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
  - d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
    - i) 2 Board members; or
    - ii) one Board member and a person authorised by the Board.
  - e) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.
  - f) The association may decide to have a common seal on which its corporate name appears in legible characters.
  - g) If the association does decide to have a common seal under this rule
    - i) the secretary shall ensure its safe custody, and
    - ii) it shall only be used under resolution of the board.
  - h) The association shall sign off on a document without using a common seal (if any) if the document is signed by 2 directors.
  - i) The association shall sign off on a document using its common seal (if any), if the fixing of the common seal is witnessed by:
    - i) any 2 directors, or
    - ii) one director and another person authorised by the board.
- The secretary shall ensure that every use of the common seal is recorded in the minutes

### 67) Financial statements and financial reports

- a) For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- b) Without limiting 67)a), those requirements include -
  - i) if the Association is a tier 1 association, the preparation of the financial statements; and
  - ii) if the Association is a tier 2 association, the preparation of the financial report; and
  - iii) if required, the review or auditing of the financial statements or financial report, as applicable; and
  - iv) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and

- v) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

## **68) Fauna Focus Fund**

A public fund, called the Fauna Focus Fund, shall be established and maintained by the Association.

- a) The objective of the Fund shall be to support the environmental aims and objectives of the Association.
- b) Members of the public are to be invited to make gifts of money or property to the Public Fund for the environmental purposes of Association.
- c) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Public Fund.
- d) A separate bank account is to be opened to deposit money donated to the Public Fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of Association.
- e) Receipts are to be issued in the name of the Public Fund and proper accounting records and procedures are to be kept and used for the Public Fund.
- f) The Public Fund will be operated on a not-for-profit basis. Moneys must not be distributed to members of the managing Board of the Public Fund except as reimbursement for out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- g) A committee of management of no fewer than three persons will administer the Public Fund. The committee will be appointed by the Association. 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.
- h) The Association must inform the Department responsible for the environment as soon as possible if:
  - i) it changes its name or the name of its Public Fund; or
  - ii) there is any change to the membership of the management committee of the Public Fund;  
or
  - iii) there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.
- i) The Association agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the Public Fund are only used for its principal purpose.
- j) In case of the winding-up of the Public Fund or revocation as a deductible gift recipient, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
- k) 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 Association 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.
- l) Notwithstanding any of the provisions in this Constitution, the Association shall abide by any Ministerial Rules and Guidelines applicable to organisations listed on the Register of Environmental Organisations as amended from time to time.

## PART 8 — GENERAL MATTERS

### 69) Standing Orders

- a) Provided that they are not inconsistent with this Constitution or the Associations Act 2015, the Board may make, amend and repeal Standing Orders for the management of the Association by way of an ordinary resolution at a Board meeting.
- b) Any Standing Orders made under this clause do not form part of this Constitution and are not required to be lodged with the Commissioner.
- c) At the request of a member, the Association must make a copy of the Standing Orders available for inspection by the member.

### 70) Patrons

- a) The Board may appoint and remove Patrons of the Association.
- b) Patrons are:
  - i) entitled to notice of all general meetings;
  - ii) entitled to attend and speak at general meetings; and
  - iii) not entitled to vote at any general meeting.

### 71) Giving notices to members

- a) In this clause —  
  
**recorded** means recorded in the register of members.
- b) A notice or other document that is to be given to a member under this Constitution is taken not to have been given to the member unless it is in writing and —
  - i) delivered by hand to the recorded address of the member; or
  - ii) sent by prepaid post to the recorded postal address of the member; or
  - iii) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

### 72) Custody of books and securities

- a) Subject to 72)b), the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- b) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- c) Clauses 72)a) and 72)b) have effect except as otherwise decided by the Board.
- d) The books of the Association must be retained for at least 7 years.

### 73) Inspection of documents

- a) A member may request to inspect –
  - i) the register of members; or
  - ii) the record of the names and addresses of Board members, and other persons authorised to act on behalf of the Association; or
  - iii) any other record or document of the Association.



- b) Despite clause 73)a), the Board may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- c) The member must contact the Secretary to make the necessary arrangements for the inspection.
- d) The inspection must be free of charge.
- e) The member may request that a copy of or an extract from a record or document referred to in clause 73)a)iii) is provided, but does not have a right to remove the record or document for that purpose. A reasonable fee, as set by the Board, may be charged for each page copied.
- f) The member must not use or disclose information in a record or document referred to in 73)a)iii) except for a purpose —
  - i) that is directly connected with the affairs of the Association; or
  - ii) that is related to complying with a requirement of the Act.
- g) The Board will require a member who requests access to records under clause 73)a) to provide a statutory declaration to the Secretary setting out the purpose of the request and declaring that the purpose is connected with the Association's affairs.

#### **74) Prohibited use of information on members register**

- a) A member shall not use or disclose the information on the members register:
- b) To gain access to information that a member has deliberately denied to them (for example, in relation to a social, family or legal difference or dispute involving the latter member),
- c) To contact, send material to the Association or a member for the purpose of advertising for political, religious, charitable or commercial purposes, or
- d) For any other purpose unless the use of the information:
  - i) is approved by the Board, and
  - ii) for a purpose directly connected:
    - iii) to the Association's affairs, or
    - iv) to the provision of information to the Commissioner under the Associations Act 2015.

#### **75) Publication by Board members of statements about Association business prohibited**

A Board member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board meeting unless —

- a) the Board member has been authorised to do so at a Board meeting; and
- b) the authority given to the Board member has been recorded in the minutes of the Board meeting at which it was given.

#### **76) Distribution of surplus property on cancellation of incorporation or winding up**

- a) In this clause —

**surplus property**, in relation to the Association, means property remaining after satisfaction of —

- i) the debts and liabilities of the Association; and
- ii) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

- b) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

### **77) Changes to the Constitution**

An amendment to the constitution changing the Association's:

- a) name, or
- b) object or purposes,  
does not become effective until:
  - c) the required documents are lodged with the Commissioner, and
  - d) the Commissioner's written approval to the changes is received by the Association.