

· 2015

CONSTITUTION OF THE

NATIVE ANIMAL TRUST FUND INC.

HUNTER WILDLIFE RESCUE

(December 2015)



Index

Part 1 - Preliminary

Definitions	3
-------------------	---

Part 2 – Objectives

1. Primary Object	4
2. Association Objectives.....	4

Part 3 – Membership

3. Membership generally	5
4. Application for membership	5
5. Classes of Membership	5
6. Membership entitlements.....	5
7. Cessation of membership.....	6
8. Register of members	6
9. Members' liabilities	6
10. Resolution of disputes	6
11. Disciplining of members	7
12. Right of appeal of disciplined member.....	7

Part 4 - The Committee

13 Powers of the committee	8
14 Composition and membership of committee.....	8
15 Election of committee members	8
16 Secretary.....	9
17 Treasurer	9
18 Casual vacancies	9
19 Removal of committee members	9
20 Committee meetings and quorum.....	9
21 Delegation by committee to a working-party.....	10
22 Voting and decisions	10

Part 5 - General meetings

23 Annual general meetings - holding of	11
24 Annual general meetings - calling of and business at.....	11
25 General Meeting	11
26 Ordinary General Meeting	11
27 Special general meetings - calling of	11
28 Notice.....	12
29 Quorum for general meetings.....	12
30 Presiding member	12
31 Adjournment.....	12
32 Making of decisions.....	12
33 Special resolutions	12
34 Voting.....	13
35 Proxy votes	13
36 Postal ballots.....	13

Part 6 - Miscellaneous

37 Insurance	14
38 Funds - source	14
39 Friends of the Native Animal Trust Fund	14
40 Funds - management	15
41 Winding-up and distribution of surplus assets to another entity	
42 Custody of books etc.....	15
43 Inspection of books etc.....	15
44 Service of notices.....	16
45 Financial year.....	16

Part 1 – Preliminary

Definitions

In this constitution:

- (i) The name of the association shall be Native Animal Trust Fund ^{inc} trading as Hunter Wildlife Rescue hereinafter referred to as “the association”.
- (ii) Director-General means the Director-General of the NSW Office of Fair Trading.
- (iii) Ordinary committee member means a member of the committee who is not an office-bearer of the association.
- (iv) Secretary means:
 - (a) the person holding office under this constitution as secretary of the association, or
 - (b) if no such person holds that office in an acting capacity - the public officer of the association.
- (v) *the Act* means the Associations Incorporation Act 2009.
- (vi) *the Regulation* means the Associations Incorporation Regulation 2010.

In this constitution:

- (vii) a reference to a function includes a reference to a power, authority and duty,
- (viii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty,
- (ix) a reference to written notice or signed documentation includes e-correspondence from the members' registered email address, and
- (x) the provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 Objectives

(1) The Primary Object shall be:

- (i) To provide care and aid for native fauna by means of
 - a) rescuing injured, orphaned, lost or distressed native fauna;
 - b) providing appropriate veterinary treatment if sick or injured;
 - c) assigning the care of any such native fauna to those members who are trained and approved to participate; and
 - d) rehabilitating native fauna with the aim of returning such animals to their natural environment when they are able to fend for themselves.

(2) The Association Objectives shall be:

- (i) To carry out the Primary Object in accordance with the conditions of the general licence issued to the Fund pursuant to the National Parks and Wildlife Service General Licencing Act of 1974.
- (ii) To recruit members and encourage them to participate in the Primary Object.
- (iii) To educate the community and to instruct members of the Association in matters and techniques relating to the Primary Object.
- (iv) To ensure approved facilities are available to house native fauna whilst in the care of the Hunter Wildlife Rescue (NATF^{Inc})
- (v) To raise funds to meet ongoing expenses incurred in furtherance of the Primary Object by means of public donations, conducting exhibitions, displays and social functions, or such other activities as determined by the Fund.
- (vi) To under-take or conduct the following activities in furtherance of the Primary Object.
 - a) the holding of meetings, lectures, conferences and competitions;
 - b) the publication, distribution and sale of literature relating to native fauna;
 - c) support for member welfare; and
 - d) any other appropriate activities.
- (vii) To provide fauna data for the protection and enhancement of the natural environment.
- (viii) To support the administration and education building in the furtherance of these Objectives.

Part 3 – Membership

(3) Membership generally

- (i) A person is eligible to be a member of the association if they have been approved for membership of the association in accordance with clause 4.
- (ii) The minimum number of individual voting financial members of the association shall be twenty-five (25).
- (iii) Membership shall be open to all persons subscribing to the objects of the association.

(4) Application for membership

- (i) An application by a person for membership or renewal of membership of the association must be made in writing on the prescribed form and be lodged with the Membership Officer.
- (ii) A member of the association must pay to the association an annual membership fee or renewal fee as determined by the committee.
- (iii) The membership fee as herein prescribed must be lodged with the Treasurer prior to being accepted as a new member or renewed member of the association.
- (iv) As soon as practicable after receiving an application for membership, the Membership Officer must refer the application to the committee which is to determine whether to approve or to reject the application.
- (v) The Committee shall have the right to refuse any application for or renewal of membership without being called upon to give any reason.
- (vi) As soon as practicable after the committee makes that determination, the Membership Officer must notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
- (vii) The Membership Officer must, on payment by the nominee with the exception of Clause 5, Section (i) and (ii) Honorary & Life members, and sub-clause (ix), of the amounts referred to in sub-clause (iii) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.
- (viii) Renewal of membership is due 1 July in each calendar year except if a new application is accepted within 5 months of the date due, the membership subscription fee required under this clause shall not come into effect until the second renewal date from the date the new member joined.
- (ix) An exemption of membership fees can be endorsed by the Committee under special circumstances or where a person provides a specific administrative service to the association.

(5) Classes of Membership

There shall be the following classes of membership:

- (i) **Honorary members:** the Committee shall appoint as an Honorary Member to the Association any person for a period of 12 months after which the period may be renewed.
- (ii) **Life Members:** the Committee shall receive nominations from members to confer Life Membership upon any person who has held membership for more than 20 years. A decision to confer life membership shall be carried by a simple majority vote at any General Meeting.
- (iii) **General Members:** these shall be persons over the age of 18 years.
- (iv) **Junior Members:** these shall be children under the age of 18 years of Adult Member(s), residing at the same address as the General Member(s).

(6) Membership entitlements.

- (i) A right, privilege or obligation which a person has by reason of being a member of the association:
 - (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership.

(7) Cessation of membership

- (i) A person ceases to be a member of the association if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the association, or
 - (d) fails to pay the annual membership fee under clause 4 (ii) within 3 months after the fee is due.
- (ii) A member of the association may resign from membership of the association by first giving to the secretary written notice of the member's resignation.
- (iii) If a member of the association ceases to be a member under sub-clause (i), and in every other case where a member ceases to hold membership, the Secretary must inform the Membership Officer to remove the entry from the register of members. Resignation is effective from the date at which the members name is removed from the Register of members.

(8) Register of members

- (i) The Membership Officer of the association must establish and maintain a register of members of the association specifying the name, postal or residential address and email address of each person who is a member of the association. A copy of this Register must be held by the Public Officer.
- (ii) The Register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (iii) The Register of Members must be open for inspection, by any member at any reasonable time. A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (iv) If a member requests any information contained on the register about another member (other than the member's name) that information must not be made available for inspection.
- (v) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

(9) Members' liabilities

- (i) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

(10) Resolution of disputes

- (i) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, in the first instance will follow the association's Grievance Policy and procedures.
- (ii) In the event of the above dispute which cannot be resolved by internally may be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- (iii) The parties shall in good faith participate in mediation of their dispute.
- (iv) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (v) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.
- (vi) The parties share the costs of the mediator equally.

(11) Disciplining of members

- (i) A complaint may be made to the committee by any person in writing using the association's Grievance form, that a member of the association,:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has caused disruption to the normal conduct of the organisation's affairs, or
 - (c) has willfully acted in a manner prejudicial to the interests of the association.
- (ii) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (iii) If the committee decides to deal with the complaint, the committee, in accordance with the Grievance Policy:
 - (a) must cause notice of the complaint to be served on the member concerned, along with the full copy of the written complaint and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (iv) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (v) If the committee expels or suspends a member, the secretary must, within seven (7) days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (vi) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the latter.

(12) Right of appeal of disciplined member

- (i) A member may appeal to the association in a general meeting against a resolution of the committee under clause 11, within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (ii) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (iii) On receipt of a notice from a member under sub-clause (i), the secretary must notify the committee which is to convene a special general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (iv) At a special general meeting of the association convened under sub-clause (iii):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (v) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 4 - The committee

(13) Powers of the committee

- (i) Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in a general meeting, the committee:
 - (a) is to control and manage the affairs of the association, and
 - (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
 - (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

(14) Composition and membership of committee

- (i) The committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) between 1 and 5 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 15.
- (ii) The total number of committee members is to be between 5 and 9. The executive office-bearers of the association are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (iii) A person cannot be elected to more than one position but in the event that a casual vacancy arises, a committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (iv) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election, unless a written resignation has been tabled and accepted at any approved meeting.

(15) Election of committee members

- (i) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - (a) must be made in writing, signed by 2 members of the association and
 - (b) accompanied by the written consent of the candidate, (which may be endorsed on the nomination form that is circulated to all members prior to the AGM.) and
 - (c) must be delivered to the secretary of the association by the date nominated or at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (ii) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (iii) If insufficient further nominations are received for the minimum number of committee members, any vacant positions remaining on the committee are taken to be casual vacancies.
- (iv) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected
- (v) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (vi) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (vii) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

(16) Secretary

- (i) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (ii) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.

(17) Treasurer

- (i) It is the duty of the treasurer of the association to ensure that:
 - (a) all money due to the association is collected and received and that all payments authorised by the association are made, and
 - (b) monthly financial reports are tabled at Committee Meetings and to the Public Fund Committee.
 - (c) correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association, and
 - (d) Annual reporting to all Government Departments for update of Registrations & financial data, and statistical returns are made after providing financial data to Auditing Accountant in a timely fashion.

(18) Casual vacancies

- (i) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (ii) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent from 3 consecutive meetings of the committee without a minuted apology, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

(19) Removal of committee members

- (i) The association in a special general meeting may by resolution remove any member of the committee from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (ii) If a member of the committee to whom a proposed resolution referred to in sub-clause (i) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

(20) Committee meetings and quorum

- (i) A committee meeting is to be held at least once each month, except January at a time, date and venue to be determined by the committee.

- (ii) Additional meetings of the committee may be convened by the president or by any three (3) members of the committee.
- (iii) Notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (iv) Notice of a meeting given under sub-clause (iii) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (v) 3 committee members constitute a quorum for the transaction of the business of a meeting of the committee.
- (vi) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (vii) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (viii) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee may be chosen by the members present at the meeting is to preside.

(21) . Delegation by committee to a working-party

- (i) The committee may delegate to one or more working-parties (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (ii) A function the exercise of which has been delegated to a working-party under this clause may, while the delegation remains unrevoked, be exercised from time to time by the working-party in accordance with the terms of the delegation.
- (iii) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (iv) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (v) Any act or thing done or suffered by a working-party acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (vi) The committee may, revoke wholly or in part any delegation under this clause.
- (vii) A working-party may meet and adjourn as it thinks proper.

(22) Voting and decisions

- (i) Questions arising at a meeting of the committee or of any working-party appointed by the committee are to be determined by a majority of the votes of members of the committee or working-party present at the meeting.
- (ii) Each member present at a meeting of the committee or of any working-party appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (iii) Subject to clause 20 (v), the committee may act despite any vacancy on the committee.
- (iv) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a working-party appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or working-party.

Part 5 - General meetings

(23) Annual general meetings - holding of

- (i) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

(24) Annual general meetings - calling of and business at

- (i) The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the committee thinks fit.
- (ii) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following
 - (a) to confirm the minutes of the last preceding annual general meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (iii) An annual general meeting must be specified as such in the notice convening it.

(25) General Meetings

- (i) There will be two types of general meetings of the association
 - (a) Ordinary general meeting which is for general purposes such as presenting information and reports to members, providing for general discussion on a range of agenda items or providing guest speakers and
 - (b) Special general meeting which is convened to discuss and determine a resolution on a motion whereby no business other than that specified in the notice convening the special general meeting is to be transacted.

(26) Ordinary general meeting

- (i) An ordinary general meeting will be convened in the months of March, June, September and December
- (ii) Additional general meetings may be convened at the discretion of the Committee whereby members are given at least 14 days written or oral notice of time, date and venue.

(27) Special general meetings - calling of

- (i) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (ii) The committee must, convene a special general meeting of the association to determine a resolution on a motion, on the requisition in writing of at least 5 members.
- (iii) A requisition of members for a special general meeting must:
 - (a) state the purpose or purposes of the meeting, and the resolution sought
 - (b) be signed by the members making the requisition, and
 - (c) be lodged with the secretary.
- (iv) The requisition may be submitted electronically in several similar documents.
- (v) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (vi) A special general meeting convened by a member or members as referred to in sub-clause (ii) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

(28) Notice

- (i) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give written or oral notice to the membership specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (ii) If the nature of the business proposed to be dealt with at a special general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the special general meeting, cause notice to be given to each member specifying, in addition to the matter required under sub-clause (i), the intention to propose the resolution as a special resolution.
- (iii) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the general meeting agenda.
- (iv) Other urgent business may be raised at an ordinary general meeting with the consent of the majority of members present at the meeting.

(29) Quorum for general meetings

- (i) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (ii) Seven members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (iii) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting is to be dissolved.

(30) Presiding member

- (i) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (ii) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

(31) Adjournment

- (i) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (ii) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (iii) Except as provided in sub-clauses (i) and (ii), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

(32) Making of decisions

- (i) A question arising at a general meeting of the association is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (ii) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (iii) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

(33) Special resolutions

- (i) A special resolution by the association in accordance with section 39 of the Act may only be passed with 75% of votes cast in the affirmative.

(34) Voting

- (i) On any question arising at a general meeting of the association a member has one vote only.
- (ii) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (iii) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (iv) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age or has sought membership under an exemption of fees for providing an administrative service.
- (v) The Committee may in its discretion determine that the voting procedure at any meeting be varied to provide for:
 - (a) a secret ballot to be conducted; or
 - (b) a member who is unable to be present in person at the meeting, to appoint a proxy to vote in his/her stead, or
 - (c) a member to cast a postal vote.
- (vi) In the case of sub-clause (v), the Secretary shall give to all members written notice of the Committee's decision to so vary the voting procedure. Such notice shall be given not less than 14 days prior to the date of the said meeting.
- (vii) In the case of sub-clause (v) paragraph (b), the member so wishing to vote by proxy must give to the Secretary not later than 7 days before the holding of the meeting, a written notice nominating the name of the proxy and signed by the said member.

(35) Proxy votes

- (i) Proxy voting must only be undertaken at a special general meeting or AGM when the members have been informed of any resolution proposed.

(36) Postal ballots

- (i) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause (12).
- (ii) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 6 - Miscellaneous

(37) Insurance

- (i) The association shall effect and maintain insurance.

(38) Funds - source

- i) The funds of the association are to be derived from membership fees, donations, sponsorship, fundraising and such other sources as the committee determines.
- ii) The assets and income of the association shall be applied solely to further its objectives and no portion shall be distributed directly or indirectly to the members of the association except as genuine compensation for services rendered or expenses incurred on behalf of the association.
- iii) Except for as provided for the Friends of the Native Animal Trust Fund, all moneys received from membership fees and subscriptions or from the sale of merchandise or fund raising activities or otherwise arising from the activities of the association or its members except for donations shall be deposited into a general banking account conducted by the association.
- iv) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- v) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

(39) Friends of the Native Animal Trust Fund

- (i) The association will establish and maintain a public fund in Australia to be called the Friends of the Native Animal Trust Fund for the specific purpose of supporting the environmental objectives of the association. 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* (Cth).
- (ii) The association agrees to comply with any rules that the Commonwealth Treasurer and Environment Minister may make to ensure that gifts made to the fund are only used for its principal purpose.
- (iii) Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the association and not be influenced by the preference of the donor.
- (iv) In case of the winding-up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
- (v) The association agrees to give the Environment Department, within a reasonable period after the end of each financial year, statistical information about gifts made to the Fund during that financial year.
- (vi) The Fund will be operated in accordance with the following rules:
 - (a) The objective of the Fund is to support the association's environmental objectives as specified in Part 1 of this Constitution.
 - (b) Members of the public are invited to make gifts of money or property to the Fund for the environmental objectives of the 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 Fund.
 - (d) 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 Fund.
 - (e) 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.
 - (f) The Fund will be operated on a not-for-profit basis.
 - (g) A committee of management of no fewer than three persons will administer the Fund. The committee will be appointed by the association's management committee. A majority of the members of the committee are required to have a degree of responsibility to the wider community of Australia as defined in Taxation Ruling *TR 95/27 Income Tax: public funds* and/or the Register of Environmental Organisations' Guidelines as amended or superseded from time to time.
- (vii) In this clause 39—

- (a) **Commonwealth Treasurer** means the Treasurer of the Commonwealth of Australia.
- (b) **Environment Department** means the Department that:
 - i. deals with matters arising under section 1 of the *Environment Protection and Biodiversity Conservation Act 1999* (Cth); and
 - ii. is administered by the Environment Minister.
- (c) **Environment Minister** means the Minister of the Commonwealth of Australia administering section 1 of the *Environment Protection and Biodiversity Conservation Act 1999* (Cth).
- (d) **Fund** means Friends of the Native Animal Trust Fund established in subclause 39(i).
- (e) **Register of Environmental Organisations** means the Register established in Subdivision 30–E of the *Income Tax Assessment Act 1997* (Cth).

(40) . Funds - management

- (i) Subject to any resolution passed by the association in a general meeting, the funds of the association are to be used in pursuance of the objectives of the association in such manner as the committee determines.
- (ii) All cheques and payments, must be signed by any one member of the committee and Treasurer of the association, being members authorised to do so by the committee or Public Fund Management Committee as appropriate.
- (iii) All accounts, invoices or claims received by the association shall be forwarded to the Treasurer who shall be responsible for keeping proper books of account and records of all moneys received by or paid out by the association and records of all accounts, invoices or claims made against the association.
- (iv) All accounts, invoices, or claims received by the association shall be presented and tabled by the Treasurer at the monthly committee meeting next held.
- (v) Auditors - should it be decided by either
 - (a) the Committee, or
 - (b) a majority of members present at any general meeting
 - (c) that an audit of the financial affairs of the association is required then the Chairman of the meeting shall call for nominations for the appointment of a certified auditor or auditors.
- (vi) The auditor or auditors shall, after examination of the books of account and other financial records of the association, furnish a report thereon at the next general meeting to be held after his or their appointment as auditor.

(41) Winding-up and distribution of surplus assets to another entity

- (i) This rule applies if the association—
 - (a) is wound-up under Part 6, Division 3 of the Act; and
 - (b) has surplus assets.
- (ii) The surplus property of the association is to be distributed in accordance with a special resolution of the association.
- (iii) The surplus assets must not be distributed among the members of the association.
- (iv) The surplus assets must be given to another entity—
 - (a) having objects similar to the association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (v) In this clause 46—**surplus assets** see section 65(1) of the Act.

(42) Custody of books

- (i) Except as otherwise provided by this constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

(43) Inspection of books

- (i) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

- (a) records, books and other financial documents of the association,
- (b) this constitution,
- (c) minutes of all committee meetings and general meetings of the association.
- (ii) A member of the association may obtain a copy of any of the documents referred to in sub-clause (i) on payment of a fee of not more than \$1 for each page copied.
- (iii) Minutes of all committee meetings and general meetings of the association shall be published on the members' section of the association's website as soon as practicable after each meeting (redacted version, confidential content removed).
- (iv) Annual Auditors Report shall be published on the members' section of the association's website.

(44) Service of notices

- (i) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by electronic transmission to the email address specified by the member on their membership form or otherwise amended.
- (ii) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by email or some other form of electronic transmission, on the date it was sent.
- (iii) For the purpose of this constitution a member's signature may be in an electronic form or the email address specified by the member on their membership form or otherwise amended.

(45) Financial year

- (i) The financial year of the association is each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 April and ending on the following 31 March.