

# Constitution of the S.A. Native Animal Rescue (SANAR) Incorporated

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## PART 1 - ORGANISATION

### 1 NAME

- 1.1 The name of the Incorporated Association shall be the S.A. Native Animal Rescue (SANAR) Incorporated (referred to herein as “the Association”).

### 2 DEFINITIONS AND INTERPRETATION

- 2.1 In this Constitution, unless the contrary intention appears:

“Act” means the Associations Incorporation Act 1985 of the State of South Australia.

“Association” means the S.A. Native Animal Rescue (SANAR) Incorporated.

“Annual General Meeting” (AGM) means a meeting where specific matters form the agenda that are only dealt with once per year.

“Committee” means the body consisting of the Members of the Committee constituted pursuant to the provisions of this Constitution.

“Committee Meeting” means a meeting of elected/appointed Committee members.

“Code of Conduct” means the rules prescribed by the Association for the conduct of its members.

“Code of Ethics” means the rules prescribed by the Association for the ethical conduct of its members in regard to the care, treatment and management of Native Australian Wildlife.

“DEW” means the Department of Environment and Water.

“Constitution” means the fundamental principles outlined which govern all decisions of the Association.

“Financial Year” means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

“General Meetings” means any meeting of the members and includes the Annual General Meeting or any Special Meetings.

“Intellectual Property” means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment (including computer software), images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association.

“Member” means a member who has paid a financial fee and been accepted to be a part of the Association.

“Natural Person” means human being.

“Objectives” means the goals that the Association aim to achieve.

“Seal” means the common seal of the Association.

“Special Resolution” means a resolution passed by a majority of not less than two-thirds of the votes cast by the members who voted in respect of that resolution entitled to vote on that resolution.

## **PART 2 – OBJECTIVES AND POWERS**

### **3. OBJECTIVES OF THE ASSOCIATION**

- 3.1 The purpose of the Association is to fulfil the following charitable objectives:
- (a) to procure treatment and care for sick, injured, immature and displaced native animals;
  - (b) to provide pre-release facilities for native animals;
  - (c) to re-establish rehabilitated native animals into their natural environment;
  - (d) where appropriate to provide a protected natural or near natural environment for native animals that cannot be released back to their wild natural habitat;
  - (e) to establish and maintain a public fund for the specific purpose of supporting the care and wellbeing of the native animals in care with 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;
  - (f) to provide education and mentoring to the members in regard to the care and welfare of native animals;
  - (g) to educate the public community in the care and welfare of native animals; and
  - (h) to adopt all lawful means to furthering the Objectives of the Association.

### **4 STRUCTURE OF THE ASSOCIATION**

- 4.1 The Association is a not-for-profit Organisation.
- 4.2 The Governing Authority of the Association is through the Committee members, acting on behalf of the members of the Association.
- 4.3 The Association must be incorporated under the Act.

### **5 POWERS OF THE ASSOCIATION**

- 5.1 For the purpose of carrying out its objectives, the Association may, subject to this Act and its rules:
- (a) acquire, hold, deal with, and dispose of, any real or personal property; and
  - (b) administer any property on trust;
  - (c) open and operate authorised deposit taking bank accounts;
  - (d) invest its moneys:
    - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or
    - (ii) in any other manner authorised by the rules of the Association;
  - (e) borrow money upon such terms and conditions as the Association thinks fit;
  - (f) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
  - (g) appoint agents to transact any business of the Association on its behalf;
  - (h) enter into any other contract it considers necessary or desirable.

### **6 NOT-FOR-PROFIT**

- 6.1 The property and income of the Association must be applied solely towards the promotion of the objectives 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 objectives.
- 6.2 A payment may be made to a member out of the funds of the Association only if it is authorised under clause 6.3.

- 6.3 A payment to a member out of the funds of the Association is authorised if it is:
- (a) the payment in good faith to the member as reasonable reimbursement for any services provided to the Association or reimbursement of reasonable expenses properly incurred by the member on behalf of the Association, or for goods supplied to the Association, in the ordinary course of business; or
  - (b) 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
  - (c) the payment of reasonable rent to the member for premises leased by the member to the Association.

## **7 S.A. NATIVE ANIMAL RESCUE INCORPORATED GIFT FUND**

- 7.1 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 S.A. Native Animal Rescue Incorporated Gift Fund are only used for its principal purpose.
- 7.2 Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Association and the S.A. Native Animal Rescue Gift Fund and not be influenced by the preference of the donor.
- 7.3 In case of the winding-up of the S.A. Native Animal Rescue Gift Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
- 7.4 The Association agrees to give the Secretary responsible for the Commonwealth Department of the Environment, within a reasonable period after the end of each income year, statistical information about gifts made to the public fund during that income year.
- 7.5 A committee of management of no fewer than three persons will administer the fund. The committee of management will be appointed by the Association's Committee members. A majority of the members of the management committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.
- 7.6 The objective of the S.A. Native Animal Rescue Gift Fund is to support the Association's environmental purposes as detailed in Section 3 'Objectives of the Association'.
- 7.7 Members of the public are to be invited to make gifts of money or property to the S.A. Native Animal Rescue Gift Fund for the environmental purposes of the Association.
- 7.8 Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the S.A. Native Animal Rescue Gift Fund.
- 7.9 A separate bank account is to be opened to deposit money donated to the S.A. Native Animal Rescue Gift Fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Association.
- 7.10 Receipts are to be issued in the name of the S.A. Native Animal Rescue Gift Fund and proper accounting records and procedures are to be kept and used for the S.A. Native Animal Rescue Gift Fund.
- 7.11 The fund will be operated on a not-for-profit basis.

## PART 3 – MEMBERS

### 8 MEMBERSHIPS

#### 8.1 Classes of Membership and Eligibility

- (a) The Association consists of Ordinary, Family and Friend members.
- (b) All “Ordinary” or “Family” members over 18 years of age who have been members for a minimum period of 6 months may vote at any General meeting. Each such member shall have one vote only.
- (b) A person can only belong to one class of membership.
- (c) **Ordinary Membership**  
Ordinary membership is defined as adults aged 18 or over who have paid the annual membership fees prescribed who wish to volunteer as an active member of the Association, i.e., a carer, transporter, administrative, etc. Ordinary membership has the right to vote, hold a position on the Committee and other rights and benefits determined by resolution of the members at any General meeting.
- (d) **Family Membership**  
Family membership is defined as up to two adults of a family and any children of that family under the age of 18, all residing at the same premises, who wish to volunteer as active members of the Association. Children under 18 years are welcome but must be supervised by supporting adult family member. Family membership adults each have the right to vote, may hold a position on the Committee and other rights and benefits determined by resolution of the members at any General meeting.
- (e) **Friend Membership**  
Friend membership is defined as a financial member who supports the Association without the need to carry out any animal caring duties. They may wish to assist in other non-animal activities.  
Friend membership does not have any voting rights nor can they hold a position on the Committee.

#### 8.2 Applying for Membership

- (a) A person who wishes to become a member under rule 8.1, must: -
  - (i) be a natural person;
  - (ii) apply to the Association on the most recent version of the application form provided;
  - (iii) agree to be bound by this Constitution, the Association’s Code of Conduct and the Association’s Code of Ethics;
  - (iv) pay the membership subscription for the relevant membership category;
  - (v) Provide for sighting by a Committee member, a current National Police Check (excluding Friends membership).

#### 8.3 Dealing with Membership Applications

- (a) The Committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- b) The Committee may delay its consideration of an application if the Committee 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.

- c) The Committee must not accept an application unless the applicant:
  - (i) is eligible under rule 8.1; and
  - (ii) has applied under rule 8.2.
- (d) The Committee may reject an application even if the applicant: -
  - (i) is eligible under rule 8.1; and
  - (ii) has applied under rule 8.2.
- (e) The Committee must notify the applicant of the Committee's decision to accept or reject the application as soon as practicable after making the decision.
- (f) If the Committee rejects the application, the Committee is not required to give the applicant its reasons for doing so.

#### 8.4 Becoming a member

- (a) the Committee accepts the application; and
- (b) the applicant pays the specified membership fee payable to the Association.

#### 8.5 When Membership Ceases

- (a) A person ceases to be a member when any of the following take place:
  - (i) for a member who is an individual, the individual becomes deceased;
  - (ii) the person resigns from the Association;
  - (iii) the person is expelled from the Association;
  - (iv) the person ceases to be a member through abandonment of position.
- (b) The Secretary must record against the member's information in the Membership Database:
  - (i) the date on which the person ceased to be a member; and
  - (ii) the reason why the person ceased to be a member.

#### 8.6 Resignation

- (a) A member may resign their 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 date is stated in the notice, at that later date.
- (c) A person who has resigned as a member 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 as a debt due to the Association.
- (e) The member shall have 30 days after the date termination was effective to submit claims for reimbursement of expenses accrued prior to termination date.
- (f) A member resigning shall not be entitled to any refund of the applicable membership subscription.

- (g) A member must return any and all equipment that has been loaned to them during the course of their membership, within 14 days of resignation.

#### 8.7 Termination

- (a) A member whose membership is terminated for disciplinary reasons under Section 11.2 (a) shall not be entitled to claims for monies or reimbursement submitted after the date the termination was effective unless already pre-approved by the Committee.
- (b) A member must return any and all equipment that has been loaned to them during the course of their membership within 14 days.
- (c) Any monies loaned to the Association will be reimbursed to the member at such time as the Association's financial situation allows.

## 9 MEMBERSHIP FEES

### 9.1 Subscriptions

- (a) All members shall pay a membership subscription fee as set by the Committee and ratified at an AGM by those members eligible to vote.
- (b) The membership shall expire on the anniversary date that it was received by the Association.
- (c) A member who fails to pay the annual subscription fee to the Association within 30 days after the due date, shall be notified that unless payment is made within one calendar month of such notification, the person shall cease to be a member.
- (d) Partial payment or payment plans of the prescribed fee are not accepted by the Association.
- (e) If a person ceases to be a member under rule 8.6(e) and subsequently pays all the member's outstanding fees to the Association, the Committee 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) Concession Membership Subscriptions are available for all membership categories at a reduced rate of 50% of that membership category's subscription. Proof of Concession must be submitted to the designated Committee member for the reduced rate to be applied.
- (g) Membership Fees will be reviewed annually by the Committee and members will be notified of any changes to the fees within 30 days of the AGM being held. Any changes to fees will be applied on the membership renewal date after the date of the AGM.

## 10 REGISTER OF MEMBERS

### 10.1 Register Entries

- (a) A register of members must be maintained and up to date, and contain:
  - (i) the full name of each member;
  - (ii) the contact postal and residential address of each member;
  - (iii) the email address of each member;
  - (iv) the phone number of each member;
  - (v) the date on which each member was admitted to, or resigned from, the Association;
  - (vi) the class of membership held by each member;
  - (vii) the date of and reason(s) for termination of membership (if applicable);

- (viii) DEW Permit no and species authorised on the permit;
  - (ix) Police clearance start date;
  - (x) incidences recorded against the member for breaches of the codes or policies of the Association during the membership period.
- (b) Every Member shall notify the Association in writing of all details and any changes to their address and the designated Committee member shall ensure that a membership change is recorded in the members register within 28 days of being advised of the change.
  - (c) All notices sent to a Member at the last address given by them and recorded in the members register shall be deemed to have been duly given to such Member whether or not they receive it.
  - (d) The designated Committee member shall ensure that the Members Register is kept and maintained at such place as the Committee decides.

#### 10.2 Inspection of the Members Register

- (a) The Members Register is Confidential.
- (b) The Members Register will be reviewed annually to ensure it is current. Removed information will be retained for ten years in an archive file. Contents of the archive file to be maintained by the designated Committee member.
- (c) If it is proven that a breach of information has been found, a Special meeting shall be held. The disciplinary process applied to all responsible holders as one if no one responsible person is found, and referred to in Clause 11.

## **PART 4 – DISCIPLINARY ACTION AND DISPUTES**

### **11 DISCIPLINARY ACTION**

#### 11.1 Suspension or Expulsion

- (a) The Committee 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:
    - (1) the Association's Constitution contents and its Objectives;
    - (2) the Association's Code of Conduct;
    - (3) the Association's Code of Ethics;
    - (4) the Associations Policies and Procedures.
  - (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 14 days before the Committee meeting at which the matter is to be considered.
- (c) The notice given to the member must state:
  - (i) when and where the Committee meeting is to be held;
  - (ii) the grounds on which the proposed suspension or expulsion is based;
  - (iii) that the member may attend the meeting and will be given a reasonable opportunity to make written or verbal (or both written and verbal) submissions to the Committee about the proposed suspension or expulsion;



- (iv) that the person may bring a support person to assist but that support person is a silent attendee whether a member of the Association or not.
- (d) At the Committee meeting, the Committee must: -
  - (i) give the member a reasonable opportunity to make written or verbal (or both written and verbal) submissions to the Committee about the proposed suspension or expulsion; and
  - (ii) give due consideration to any submissions so made; and
  - (iii) decide whether or not to: -
    - (1) expel the member and when required refer to Clause 8.6(e) 8.7 (a)(c) of this Constitution;
    - (2) suspend the member, and if so, determine the period of the member's suspension;
    - (3) defer for further investigation.
- (e) The outcomes of the decision will bear the following consequences, depending on the nature of the incident/s behaviour involved:
  - Warning – 1<sup>st</sup> - continue to volunteer.
  - Warning - 2<sup>nd</sup> – suspension pending investigation.
  - Suspension – for set period of time whilst agreed re-education occurs.
  - Expulsion or Cessation of Membership.

All disciplinary measures will be communicated to the involved party only through the Chairperson, Vice Chairperson and/or Secretary, ensuring confidentiality and shall not be discussed with general members unless in a supervisory or directly involved role with the involved party.
- (f) The Committee must give the member written notice of the Committee's decision, and the reasons for the decision, within 7 days after the Committee meeting at which the decision is made.
- (g) A decision of the Committee to suspend the member's membership or to expel the member from the Association takes immediate effect from the date of the written notice.
- (h) Where the Committee exercise any power of adjudication that it may have in relation to a dispute between its Members, or a dispute between the Committee and Members of the Association, the rules of natural justice must be observed.

## 11.2 Consequence 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;
  - (ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association;
  - (iii) is not entitled to any reimbursements lodged under Clause 6.3 from the date of suspension until the reactivation date, unless pre-approved by the Committee;
    - (1) Any expenditure on behalf of the Association incurred during the member's suspension period may be refunded at the discretion of the Committee.
- (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;

- (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.

## **12 GRIEVANCE RESOLUTION**

### **12.1 Grievance Process**

- (a) Any party to a dispute may, by written notice to the Secretary, request that a dispute be considered and decided in accordance with this Constitution.
- (b) Upon receipt of a dispute the Secretary shall engage an independent consultant to review the grievance and provide an independent opinion to the Committee on the suggested outcome.
- (c) The aggrieved party will receive written acknowledgement of receipt and advise the timeframe for the outcome to be issued at no more than 28 days.
- (d) All parties of the dispute are entitled to a copy of the independent consultant's findings.
- (e) The Committee will consider the consultant's opinion on the suggested outcome and make a decision which will be advised to all parties.

### **12.2 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 Committee's decision and reasons for decision, appeal the decision to the Committee.
- (b) The Committee and/or the aggrieved parties may opt to hold a Special meeting under these circumstances to gather a wider array of opinions offering an open and transparent forum for discussion.
- (c) A further seven days after this meeting the final determination shall be delivered and this will be final and extinguish further rights of appeal.

## **PART 5 – GOVERNANCE**

## **13 GENERAL MEETINGS OF THE ASSOCIATION**

### **13.1 Annual General Meeting (AGM)**

- (a) The Committee must determine the date, time and place of the AGM.
- (b) The Association shall hold an AGM each calendar year within 1 month after the end of the Association's financial year.
- (c) The notice calling for an AGM shall specify that it is an AGM of the Association.
- (d) The Secretary must give members at least 60 days' notice of the upcoming AGM, the notice must include:
  - (i) the date, time and place of the AGM
  - (ii) request for agenda items
  - (iii) request nominations for Committee positions.
- (e) Agenda items and nominations for Committee must be received by the Secretary at least 28 days prior to the AGM

- (f) The Secretary must send to the members no later than 21 days prior to the AGM:
  - (i) the Agenda,
  - (ii) List of Nominees;
  - (iii) postal voting slip; and
  - (iv) proxy form.
- (g) Postal and email voting slips to be returned to the Secretary no later than 7 days prior to the AGM.
- (h) Proxy forms to be returned to the Secretary no later than 24 hours prior to the advertised start time of the AGM.
- (i) The ordinary business of the AGM is as follows:
  - (i) confirmation of the minutes of the previous AGM;
  - (ii) confirmation of the minutes of any Special meeting held since the previous AGM (if the minutes of that Special meeting have not yet been confirmed);
  - (iii) elect or appoint Committee members;
  - (iv) receive the financial statements for the previous financial year;
  - (v) receive the auditor's report on the financial statements for the previous financial year (if any);
  - (vi) appoint an auditor for the following year, if necessary.
- (j) any other business of which notice has been given in accordance with this Constitution may be conducted at the AGM, e.g:
  - (i) should a member raise a motion against any agenda item. Those members present will be asked to vote by show of hands or by secret ballot at that meeting and Clauses 13.3(c) and (f) will apply.

#### 13.1.1 Nominating for and Voting for the Committee

- (a) Notice shall be given with the notice advising of the AGM, that nominations will be accepted from all eligible members seeking election to the committee.
- (b) Nominations for positions on the Committee must be in writing and must be received by the Secretary no later than twenty-eight (28) days before the AGM.
- (c) Retiring Committee members shall be eligible to stand for re-election.
- (d) The Secretary must advise members who are eligible to vote, the names and resumes of those members nominating for Committee positions, no later than 21 days prior to the AGM.
- (e) Voting for nominated members to become Committee Members can be done via postal vote, email vote, proxy vote or in person.
  - (i) The Secretary will provide the relevant Voting Form and must be notified 28 days prior to the AGM that a postal or email vote will be lodged.
  - (ii) The voting form must be returned to the Secretary no later than 7days prior to the AGM.

#### 13.1.2 Election of the Committee

- (a) At an appropriate time during the AGM, the Chairperson shall declare all Committee positions vacant, and a Returning Officer shall be chosen.
- (b) If only the required number of nominations or less than the required number of nominations are received then no voting shall take place and the Secretary shall report accordingly to the Returning Officer who shall declare such members duly elected as Committee members. The Committee is valid and may still function as long as the number of Committee members is not below a quorum.

### 13.1.3 Proxy Voting

- (a) 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 an AGM.
- (b) A member may be appointed the proxy for not more than one (1) other member.
- (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 Committee has approved a form for the appointment of a proxy, the member may use that form or any other form that: -
  - (i) clearly identifies the person appointed as the member's proxy; and
  - (ii) has been signed by the member.
- (g) Notice of an AGM given to a member 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 AGM 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 Secretary no later than 24 hours prior to the advertised start time of the AGM.

### 13.2 Special Meetings

- (a) Any meeting of members called for a specific reason is a Special Meeting.
- (b) The Committee or at least 10 members eligible to vote may request a Special Meeting.
- (c) The members requiring a Special Meeting to be convened must: -
  - (i) make the request in writing to the Secretary; and
  - (ii) state in the notice the business to be considered at the meeting.
- (d) The Special Meeting must be convened by the Secretary within 28 days after notice is given and may only consider the business stated in the notice by which the requirement was made:
  - (i) should a member raise a motion against any agenda item. Those members present will be asked to vote by show of hands or by secret ballot at that meeting and Clauses 13.3(c) and (f) will apply
- (e) The Secretary must give members at least 21 days' notice of the Special Meeting, the notice must include:
  - (i) the date, time and place;
  - (ii) The business to be conducted.

- (f) If the Special Meeting is called to propose a special resolution at least 28 days' notice must be given to members and:
  - (i) set out the wording of the proposed resolution; and
  - (ii) state that the resolution is intended to be proposed as a special resolution.
- (g) If the Committee does not convene a Special Meeting within that 28-day period, the members making the request (or any of them) may convene the Special Meeting.
- (h) The Association must reimburse any reasonable expenses incurred by the members convening the Special Meeting.

### 13.3 Voting

- (a) All "Ordinary" or "Family" members over 18 years of age who have been members for a minimum period of 6 months may vote at any general meeting. Each such member shall have one vote only.
- (b) For a member to be eligible to vote, the member must:
  - (i) belong to a category of membership entitled to vote;
  - (ii) be financial.
- (c) Except in the case of a special resolution, a motion is carried if a majority of the members voting are in favour of the motion.
- (d) Voting is by show of hands, except if voted to be by secret ballot or if a poll is demanded.
- (e) To confirm the minutes of the previous general meeting, only members who were present at that meeting may vote.
- (f) In the case of a special resolution the resolution is carried if two-thirds of those present and eligible to vote at a general meeting have voted in favour of the resolution.
- (g) Voting can also be done via postal vote, email vote or proxy vote.

### 13.4 Proxy Voting

- (a) 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 one (1) other member.
- (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 instructions 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 manner as the proxy sees fit.
- (f) If the Committee has approved a form for the appointment of a proxy, the member may use that form or any other form that:
  - (i) clearly identifies the person appointed as the member's proxy;
  - (ii) has been signed by the member; and
  - (iii) has been received as per Clause 13.1(h).

### 13.5 Chairperson and Quorum for General Meetings

- (a) The Chair or, in the Chair's absence the Vice-Chair, must preside as Chairperson of any Committee meeting, Special meeting or AGM.

- (b) If the Chair and Vice-Chair are absent or are unwilling to act as Chairperson of any meeting, the Committee members at the meeting must choose one of them to act as Chairperson of the meeting.
- (c) Ten (10) members personally present and entitled to vote shall constitute a quorum for an AGM or Special meeting.
- (d) No business is to be conducted at a Special meeting or AGM unless a quorum is present.
- (e) If a quorum is not present within thirty (30) minutes after the notified commencement time of a meeting;
  - (i) in the case of a Special meeting, the meeting lapses; or
  - (ii) in the case of an AGM, 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

#### 13.6 Adjournment of a General Meetings

- (a) The Chairperson of a general meeting at which a quorum of ten (10) members entitled to vote, not including the Chairperson, is present may, with the consent of those members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (b) 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

#### 13.7 Minutes of General Meetings

- (a) The Secretary, or a person authorised by the Committee 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 general meeting must record:
  - (i) the names of the members attending the meeting;
  - (ii) any proxy forms given to the Chairperson of the meeting;
  - (iii) the financial statements or financial report presented at the meeting; and
  - (iv) any report of the review or auditor's report on the financial statements or financial report presented at the meeting.
- (d) The minutes of a General Meeting must be entered in the Association's minute book within 30 days after the meeting is held. The minutes of meetings must also be posted within seven (7) days of being held on the Association's website.
- (e) The Chairperson must ensure that the minutes of General Meetings are reviewed and signed as correct by:
  - (i) the Chairperson of the meeting.

- (f) When the minutes of General Meetings 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 6 – ADMINISTRATION**

### **14 MANAGEMENT**

#### **14.1 The Committee**

- (a) The first Committee of the Association shall be appointed from the promoters of the Association, or be comprised of such persons as hold office prior to incorporation. The first Committee shall hold office until the first AGM to be held no later than 21 months after incorporation. At this time, all members of the Committee shall retire from the Committee but shall be eligible to stand for re-election.
- (b) Management is vested in the Committee of not less than 9 and not more than 13 members who have been members of the Association for at least 12 months immediately prior to nomination and have been active members of the Association or participating on a Sub-committee for at least three (3) months.
- (c) The members of the Committee are the persons who administer the affairs of the Association at Committee meetings and any General meetings.
- (d) Subject to the Act, this Constitution and any resolution passed at any Committee meeting or General meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the day-to-day affairs of the Association.
- (e) The Committee must take all reasonable steps to ensure that the Association complies with the Act and this Constitution.
- (f) The Committee shall comprise of the following four (4) Office Bearers:
  - (1) the Chairperson
  - (2) the Treasurer;
  - (3) the Secretary;
  - (4) the Vice Chairperson

And, subject to 14.1(b) above:

- (5) Seven (7) general Committee members;
- (g) A person must not hold more than one Committee position.
  - (1) This means that an office bearer cannot hold any other office bearer position on a permanent basis at the same time, nor hold any other general committee position.
  - (2) The Treasurer and one other office bearer nominated by the Committee shall be the authorised signatories of any bank accounts held by the Association.

##### **14.1.1 Persons not eligible to be on the Committee**

- (a) A person who is an insolvent under administration must not be a member of the Committee or be in any way (whether directly or indirectly) concerned in or take part in the management of the Association.
- (b) A person who has been convicted within or outside the State, as per Clause 30 (2), Clause 30 Part 4 (3) (4) of the Act.

#### 14.1.2 Vacancies of the Committee

- (a) If an Office Bearer position becomes vacant within the Committee for any reason, the Committee in the first instance will request nominations from within the elected Committee members (including the Office Bearers) to fill the position on a temporary basis; or on a permanent basis from the general Committee members. Should the position remain unfilled the Committee must:
  - (i) within 14 days of failure to fill the position, advise all members of the Office Bearer position and request nominations from those members eligible to apply;
  - (ii) if no nominations are received, the Committee may co-opt an eligible member into the position; if no eligible member can be co-opted, then the Committee may from time to time appoint a person with the required skills from an external source.
- (b) If a general Committee member position becomes vacant, the Committee must advertise the general Committee vacancy to all members eligible to apply.

14.2 The Committee must hold a minimum of 10 Committee meetings each year with the agenda being available to all Committee members seven (7) days prior to the date of the meeting and minutes being provided to all Committee members within seven (7) days of the meeting being held.

#### 14.3 Minutes of Committee Meetings

- (a) The Secretary, or a person authorised by the Committee from time to time, must take and keep minutes of each Committee meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken, including any email votes undertaken, and the result of the vote.
- (c) In addition, the minutes of any Committee meeting must record:
  - (i) the names of the members attending the meeting;
  - (ii) the financial statements or financial report presented at the meeting; and
  - (iii) any reports from any sub-committees presented at the meeting.
- (d) The minutes of any Committee meeting must be entered in the Association's minute book within 30 days after the meeting is held. The minutes must also be posted within seven (7) days of being ratified on the Association's website.
- (e) The minutes of any Committee meetings must be reviewed and signed as correct by the Chairperson of the meeting.
- (f) When the minutes of any Committee 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.

#### 14.4 Resolutions

- (a) The Chairperson of any Committee meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been: -
  - (i) carried;
  - (ii) carried unanimously; or
  - (iii) lost.



- (b) If a vote is demanded on any question by the Chairperson of the meeting of the Committee or by at least three (3) other Committee members present:
  - (i) the vote must be taken in the manner determined by the Chairperson;
  - (ii) the Chairperson must declare the determination of the resolution on the basis of the vote.
  - (iii) The Chairperson cannot vote at any Committee meetings unless there is a clear 50/50 split on the vote, the Chairperson can then cast a deciding vote
- (c) A declaration must be entered in the minutes of the meeting, recording evidence of how the resolution was determined.

#### 14.5 Voting at Committee Meetings

- (a) On any question arising at a Committee meeting:
  - (i) Each Committee member has one vote.
  - (ii) Committee members may vote at any Committee meeting or via email as required.
  - (iii) Any urgent business outside of Committee meetings may be discussed and voted on via email, the results of which must be ratified at the next Committee meeting.
  - (iv) The Chairperson cannot vote at any Committee meetings unless there is a clear 50/50 split on the vote, the Chairperson can then cast a deciding vote
- (b) A motion is carried if a majority of Committee members at a meeting vote in favour of the motion.
- (c) If the question is whether or not to confirm the minutes of a previous Committee meeting, only members who were present at that meeting may vote.

##### 14.5.1 Disclosure of Interest

- (a) A member of the Committee who has any direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must:
  - (i) as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to the Committee; and
  - (ii) disclose the nature and extent of his or her interest in the contract at the next AGM. As per Clause 31(2) Subsection (1) of the Act.

##### 14.5.2 Voting on a Contract in which a Committee Member has an Interest

- (a) A member of the Committee who has any direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must not take part in any decision of the Committee with respect to that contract (but may, subject to complying with the provisions of the Act, take part in any deliberations with respect to that contract  
As per Clause 32 (1) Subsection (2)(1)(a)(b) of the Act.
- (b) The Committee will, at its discretion, consider the circumstances of the Committee member's position with relation to the direct or indirect pecuniary interest, and vote on whether the committee member should be stood down temporarily or permanently.  
The Committee will refer to Clause 11 and/or 12 of this constitution as required.

#### 14.6 Responsibilities of the Committee

##### The Chairperson

- (a) The Chairperson must preside at all General meetings and Committee meetings.
- (b) Carry out such other duties as the Committee delegates.
- (c) Assist the Secretary in preparing the Agenda for Committee and General meetings.
- (d) Keep a current copy of the Constitution of the Association.

#### The Vice Chairperson

- (a) In the absence of the Chairperson, carries out the responsibilities of the Chairperson.
- (b) Carry out such other duties as the Committee delegates.

#### The Treasurer

- (a) Receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association.
- (b) Pay all moneys received into the account of the Association within 14 working days after receipt.
- (c) Make any payments, including electronic transfers, authorised by the Committee or by a General meeting of the Association, from the Association's funds.
- (d) Ensure cheques are signed by him or her and the office bearer nominated as per Clause 14.1(g)(2).
- (e) Ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
- (f) Coordinate the preparation of the Association's annual statement of accounts.
- (g) Submit to the Committee a report, balance sheet or financial statement to every Committee meeting and upon request of the Chairperson.
- (h) Keep custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a General meeting.
- (i) Perform any other duties imposed by this Constitution on the Treasurer.

#### The Secretary

- (a) Coordinate the correspondence of the Association.
- (b) Ensure minutes of all proceedings of General meetings and of Committee meetings are kept in accordance with section 38 of the Act.
- (c) Unless the members resolve otherwise at a General meeting, have custody of all books, documents, records and registers of the Association, other than those required by clause 37(5) of the Act, to be in the custody of the Treasurer.
- (d) Perform any other duties imposed by this Constitution on the Secretary.

The Public Officer – shall be the Chairperson or the Secretary of the Association, or another person the Committee from time to time decides, and must:

- (a) Ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- (b) Keep a current copy of the Constitution of the Association.

#### General Committee Members

- (a) As soon as practicable after being elected to the Committee, each Committee member must become familiar with the Act and regulations made under the Act.
- (b) The Committee is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

## **15 POWERS OF THE COMMITTEE**

### 15.1 The Committee shall have the power to:

- (a) Manage the Association's funds to purchase such items as required in the running of the Association up to a limit of \$10,000 per invoice total. No purchase, or disposal, over the amount of \$10,000 in the name of the Association shall be made without the authority of the members in General meeting.
- (b) Sell, exchange, pledge, hire, dispose of, turn to account or otherwise deal with all or part of real or personal property of the Association, subject to clause 15.1 (a).
- (c) Call and convene Committee meetings, the AGM and any Special meeting requested by its members.
- (d) Appoint such sub-committees as is seen fit, with the added power to co-opt.
- (e) The Committee can appoint members from time to time to coordinate, liaise, supervise within a species to rescue, rehabilitate and release native animals. These members are responsible to the Committee.

- (f) Engage external consultants as required.
- (g) Determine any disputes arising out of the interpretation of this Constitution or, if it thinks fit, to refer the dispute to the Association in General meeting to determine.
- (h) Elect changes to this Constitution outlined in a track changed document and send to all members at the same time the AGM is announced.

## **PART 7 – MISCELLANEOUS**

### **16.1 Amendment to the Constitution**

- 16.1.1 The Constitution may be amended by special resolution at an AGM or a Special meeting called for that purpose.

### **16.2 Common seal**

- (a) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded by the Secretary.
- (b) The affixing of the common seal of the Association must be witnessed by any 2 of the following:
  - (i) the Chairperson;
  - (ii) the Secretary;
  - (iii) the Treasurer.
- (c) The common seal of the Association must be kept in the custody of the Secretary or another person the Committee from time to time decides.

### **16.3 Distribution of surplus assets on winding up**

- (a) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- (b) The surplus assets must be given or transferred to another Association incorporated under the Act that:
  - (i) has similar objectives or purposes;
  - (ii) is not carried on for profit or gain to its individual members; and
  - (iii) is determined by resolution of the members.