

# **CONSTITUTION AND RULES OF ASSOCIATION**

## **Friends of the Fitzgerald River National Park (Inc.)**

[Approved by Committee 19/4/17, approved by Dept of Commerce 1/6/17]

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## 1. Name

1.1. The name of the Association is **Friends of the Fitzgerald River National Park (Inc.)**.

## 2. Definitions

In these Constitution and Rules, unless the contrary intention appears:-

“**Committee Meeting**” means a meeting of the committee referred to in the Rules of the Association.

“**Committee Member**” means a person appointed to the committee pursuant to the Rules of the Association.

“**Financial Year**” means the year 1 January to 31 December unless the Association resolves that another period will be the financial year.

“**General Meeting**” means a meeting of the Members of the Association which is open to all Members and which is either an Annual General Meeting or a Special General Meeting.

“**Member**” means a person admitted to Membership of the Association under the Rules of the Association.

“**Office bearers**” mean the persons who have been elected President, Vice-President, Secretary and Treasurer of the Association in accordance with the Rules of the Association.

“**Ordinary Resolution**” means any resolution other than a special resolution.

“**Special Resolution**” means a resolution of a meeting for which at least 14 days notice has been given, which notice included a statement of the substance of the resolution to be proposed, and for which not less than three quarters of the Members present at the meeting voted in favour.

“**The Act**” means the Associations Incorporation Act 1987 and any amendments.

“**The Association**” means the Association referred to in Rule 1.

“**The Park**” means the Fitzgerald River National Park.

“**The President**” means the person elected as President of the committee at an Annual General Meeting or otherwise appointed following a casual vacancy in accordance with the provisions of the Rules of the Association.

“**The Committee**” means the governing committee of the Association made up of Members.

“**The Secretary**” means the person elected as secretary of the Committee at an Annual General Meeting pursuant to the Rules of the Association.

“**The Treasurer**” means the person elected as treasurer of the Committee at an Annual General Meeting pursuant to the Rules of the Association.

“**The Vice-President**” means the person elected as Vice-President of the Committee at an Annual General Meeting pursuant to the Rules of the Association.

Any reference to an Act includes that Act and any amendment to that Act.

A reference to the masculine gender shall mean and include a reference to feminine and neuter genders and vice versa.

### **3. Objects**

The Objects of the Association are:-

- 3.1. To promote the appreciation and enjoyment of the Park in a manner consistent with its high conservation values and to promote, by example, appropriate visitor use.
- 3.2. To support and promote ecological studies within the Park.
- 3.3. To support the Fitzgerald Biosphere concept, and the establishment of other reserves proximate to the Park.
- 3.4. To promote the position that any developments and activities in and immediately adjacent to the Park be consistent with the protection of its conservation and landscape values.
- 3.5. To liaise with management bodies (e.g. the Department of Parks and Wildlife), and provide support where appropriate.
- 3.6. To maintain the Twertup Field Studies Centre.

### **4. Property and Income of the Association**

- 4.1. The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed directly or indirectly to Members except in good faith in the promotion of those objects.

### **5. Powers**

- 5.1. The Association has the power to do all things necessary incidental or conducive to the attainment of the objects of the Association.

### **6. Membership of the Association**

- 6.1. Membership of the Association is open to any person who wishes to further the interests of the Association
- 6.2. A person wishing to become a Member of the Association shall apply for Membership to the Committee in writing in such form as the Committee from time to time directs.
- 6.3. The Committee Members shall consider each application made at a Committee meeting and shall, at the Committee meeting or a subsequent Committee meeting, accept or reject that application.
- 6.4. Members are bound by the rules of the Association a copy of which shall be provided to each person who becomes a member of the Association.
- 6.5. Membership of the Association shall cease upon the death of the member or upon a written request from the member for cessation of membership.

## **7. Register of Members of the Association**

- 7.1. The Secretary shall, on behalf of the Association, keep and maintain the register of Members in accordance with section 27 of the Act.
- 7.2. The register shall include the names, date of registration and email, postal and residential addresses of the Members.

## **8. Membership Subscriptions**

- 8.1. There will be a Membership subscription of \$1 per financial year unless determined otherwise by the Members.
- 8.2. The Members shall from time to time at a general meeting determine the amount of the subscription to be paid by each Member.
- 8.3. Each Member shall pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription.
- 8.4. A Member whose subscription is not paid within 3 months after the relevant date fixed ceases to hold the right to attend, speak or vote at meetings of the association.

## **9. Resignation of Members of Association**

- 9.1. A Member may resign from the Association by notice in writing to the Secretary of the Association and their resignation shall take effect from the date of receipt by the Secretary.

## **10. Expulsion of Members of Association**

- 10.1. A Member may be expelled from the Association by Special Resolution of a General Meeting of the Association if the General Meeting resolves that such Member has engaged in any conduct which is seriously detrimental to the Association, provided:-
  - 10.1.1. the notice calling the General Meeting stated that the expulsion of the Member would be considered at the meeting;
  - 10.1.2. the Member being considered for expulsion received at least 14 days notice of the meeting; and
  - 10.1.3. the Member is given the opportunity of being heard with respect to the seriously detrimental conduct which has resulted in the proposed expulsion.

## **11. Committee**

- 11.1. The governing body of the Association is the committee known as the Committee. The Committee shall comprise a President, Vice- President, Secretary, Treasurer, and up to five ordinary Members as shall be decided upon from time to time by the Members of the Association in General Meeting. The Editor of the Newsletter and one Member of the Twertup Building Committee shall be ex-officio Members of the Committee and be included in the 'five ordinary Members'.

- 11.2. The Committee is responsible for:-
- 11.2.1. upholding and promoting the objects of the Association;
  - 11.2.2. deciding upon any activities to be undertaken by and on behalf of the Association;
  - 11.2.3. accounting for the funds and property of the Association;
  - 11.2.4. maintaining Membership and community support for the Association.

## **12. Election of the Committee**

- 12.1. The Members of the Committee shall be elected by the Members of the Association at the Annual General Meeting.
- 12.2. Any Member of the Association is eligible for election to the Committee.
- 12.3. The Members of the Association shall elect the President, Vice- President, Secretary and Treasurer of the Committee. Such persons shall hold office for 1 year and shall be eligible for re-election.
- 12.4. Ordinary Committee Members shall be elected for a period of 1 year and shall be eligible for re-election.
- 12.5. For election to the Committee:-
- 12.5.1. A Member who wishes to stand for election to the Committee must be nominated by a Member of the Association and seconded by another Member of the Association;
  - 12.5.2. The nomination must take place at the Annual General Meeting at which the person's election is proposed;
  - 12.5.3. The person must agree to the nomination and be present at the meeting or, if not present at the meeting, agree by written indication prior to the meeting.
- 12.6. Committee Members shall hold office until:
- 12.6.1. the next AGM, or
  - 12.6.2. they resign in writing to the President or Vice-President, or
  - 12.6.3. they cease to be Members of the association..

## **13. Vacancies in Membership of Committee**

- 13.1. A casual vacancy in office bearers by virtue of any reason shall be filled by appointment from within the Membership of the Committee or from within the Membership of the Association by the Committee.
- 13.2. A casual vacancy in Membership of the Committee by virtue of any reason shall be filled by appointment from within the Membership of the Association by the Committee.

- 13.3. The person filling a casual vacancy whether of committee Membership or of Office shall hold office until the next following Annual General Meeting. The person filling the casual vacancy shall be eligible for re-election.

#### **14. President**

- 14.1. The President shall:-
- 14.2. be President of the Association and the Committee;
- 14.3. preside as President at General Meetings and all Committee meetings at which he/she is present;
- 14.4. represent the Committee and be the spokesperson for the Association;
- 14.5. mediate in disputes between Members (in their capacity as Members) of the Association and in dispute between Members and the Association.

#### **15. Vice-President**

- 15.1. The Vice-President shall:-
- 15.2. be Vice-President of the Association and the Committee;
- 15.3. preside as President at General Meetings and Committee meetings at which the President is absent.
- 15.4. act as President in the event of any vacancy in the position of President to the extent determined by the Committee.

#### **16. Secretary**

- 16.1. The Secretary shall:
- 16.1.1. be Secretary of the Association and Committee;
- 16.1.2. co-ordinate the correspondence of the Association;
- 16.1.3. keep full and correct minutes of the proceedings of the Committee and of the Association.
- 16.1.4. maintain the register of Members;
- 16.1.5. notify the Commissioner of Taxation of any changes to the Rules of the Association;
- 16.1.6. maintain a record of Committee Members and office bearers;
- 16.1.7. have custody of all books, documents, records and registers of the Association other than those held by the Treasurer;
- 16.1.8. perform other duties imposed by these Rules.

## **17. Treasurer**

- 17.1. The Treasurer shall:
  - 17.1.1. be Treasurer of the Association and the Committee;
  - 17.1.2. be responsible for the receipt of all monies paid to or received by the Association;
  - 17.1.3. make payments from funds with authority of the Committee and comply with these rules
  - 17.1.4. comply with accounting procedures set out in the Constitution;
  - 17.1.5. regularly provide to the Committee a report, balance sheet and/or financial statement;
  - 17.1.6. have custody of all securities books and documents of a financial nature and accounting records;
  - 17.1.7. undertake all other duties imposed on a Treasurer by the Rules of the Association or by the Act.

## **18. Proceedings of Committee**

- 18.1. The Committee shall meet to attend the Association's Business as often as it considers necessary but at least 2 times each year.
- 18.2. A meeting of the Committee may be called:
  - 18.2.1. by the President;
  - 18.2.2. at any time by not fewer than 3 Committee Members giving notice to the Secretary.
- 18.3. Notice of the place date and time of each meeting of the Committee shall be given to each Committee Member in such manner as the Committee shall decide. The Secretary shall send the notice.
- 18.4. At a Committee meeting 4 Committee Members (whether office bearers or not) shall constitute a quorum.
- 18.5. The President shall chair all meetings of the Committee but if the President is for any reason not in attendance at a meeting then the Vice-President shall chair such meeting and in the event of the Vice-President not being present for any reason then any other Member chosen by the Committee shall chair the meeting.
- 18.6. All decisions of the Committee shall be by majority vote. Each Member of the Committee has one vote. In the event of a tie, the person chairing the meeting shall have a casting vote in addition to his/her deliberative vote.
- 18.7. The Secretary, or such other person as the Committee shall from time to time appoint, shall keep proper minutes of the proceedings of all meetings of the Committee and these shall be signed by the person chairing the meeting as a true and correct account of the business of the meeting. If for any reason the person who chaired the meeting to which the minutes relate is not available to sign the minutes then the person who chairs the next meeting after the meeting in question shall sign the minutes as a true and correct account of the business of the meeting.
- 18.8. Meetings of the Committee may take place by either :-
  - 18.8.1. a physical meeting of the Members of the Committee;
  - 18.8.2. telephone conference;

- 18.8.3. video conference;
- 18.8.4. in part by Committee Members being physically present; and/or in part by telephone conference and/or in part by video conference.
- 18.9. The Committee may at any time delegate any of its powers or functions to a sub-committee provided that any such sub-committee shall, unless otherwise specifically directed by the Committee, only have powers to make recommendations to the Committee.
- 18.10. The sub-committee may be made up of any number of persons who may either be:-
  - 18.10.1. Members of the Committee;
  - 18.10.2. nominees of Members of the Association;
  - 18.10.3. non-Members of the Association;
- 18.11. save that neither the auditor nor solicitor of the Association may be a Member of any sub-committee which is given authority to take any decisions which effect the association except making recommendations to the Committee.

## **19. Annual General Meeting**

- 19.1. The Annual General Meeting of the Association will be held within 6 months after the end of the financial year of the Association, at such time and place as the Committee shall determine.
- 19.2. The Secretary shall give to all Members not less than 14 days' notice of the annual general meeting setting out the business of the annual general meeting
- 19.3. The business of the Annual General Meeting will be:-
  - 19.3.1. to receive a written report from the President on the affairs of the Association since the last Annual General Meeting;
  - 19.3.2. to receive a report from the Treasurer on the financial affairs of the Association for the period of the last financial year of the Association;
  - 19.3.3. to receive financial statements for the financial year ended immediately prior to the Annual General Meeting, prepared in accordance with Australian Accounting Standards and complying with the Associations Incorporation Act;
  - 19.3.4. to elect the office bearers and the Committee, the Editor of the Newsletter and Twertup Building Committee.
  - 19.3.5. to consider the appointment of auditors for the next year;
  - 19.3.6. such other items of business as the Members wish to consider.

## **20. Adjournment of General Meetings**

- 20.1. The person presiding over a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of Members present at the meeting.
- 20.2. No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

20.3. When a General Meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting in accordance with these rules as if that General Meeting was a new General Meeting.

## **21. Special General Meeting**

21.1. The Committee

21.1.1. may at any time convene a special general meeting;

21.1.2. shall, within 30 days of receiving a request in writing to do so from not less than 5 Members, convene a special general meeting for the purpose specified in that request.

21.2. The Members making a request referred to in sub-rule 1.2 shall;

21.2.1. state in that request the purpose for which the special general meeting concerned is required; and

21.2.2. sign that request.

21.3. The Secretary shall give to all Members not less than 21 days notice of a general meeting and of any motions to be moved at the general meeting.

21.4. A notice given under sub-rule 3 shall specify:

21.4.1. when and where the general meeting is to be held; and

21.4.2. the business and its order to be transacted at the general meeting.

21.4.3. The Secretary may give notice by:

21.4.3.1. serving it on the Member personally

21.4.3.2. sending it by post, facsimile or e-mail to the address as specified by the Members.

## **22. Quorum and proceedings at general meetings**

22.1. A quorum for any meeting of Members shall be 10 (ten).

22.2. All decisions of a meeting of Members shall be made by majority vote except where a special resolution is required. A special resolution may only be passed by a majority of not less than three quarters of the votes counted. In the event of tie the person chairing the meeting shall have a casting vote in addition to his or her deliberative vote.

22.3. Meetings of Members shall be chaired by the President or if the President is absent for any reason by the Vice-President and in the event of the Vice-President also being absent for any reason then by any other Member of the Committee who is elected by the Members present at that meeting.

22.4. The Secretary or other person appointed by the person chairing the meeting shall take minutes of the meeting which shall be placed with the books and records of the Association.

## **23. Remuneration/Reimbursement of Office Bearers/Members**

23.1. Members of Committee shall not be entitled to receive remuneration for performance of their role as member of Committee.

- 23.2. Office bearers and Members of the Association shall be reimbursed any expenditure properly incurred by them for and on behalf of the Association;
- 23.3. If any Member provides any services or goods to the Association that Member shall be entitled to be paid his or her usual charges for such services or goods provided to the Association.

## **24. Common Seal**

- 24.1. The Association shall have a common seal bearing the name of the Association which is kept in the custody of the Secretary.
- 24.2. The seal may only be used with the authority of the Committee and it shall be affixed to documents in the presence of any 2 of the committee and its use shall be recorded in the minute book.

## **25. Bank Account and Cheque Signatories**

- 25.1. All funds of the Association shall be deposited to the credit of the Association at a bank or banks approved by the Committee.
- 25.2. All cheques and withdrawals drawn on behalf of the Association must be signed by any 2 of the President, Vice-President, Secretary, Treasurer, committee Member or other person or persons decided upon from time to time by the Committee

## **26. Accounts and Records**

- 26.1. The Committee shall keep accounting records:
- 26.1.1. which correctly record and explain the financial transaction and financial position of the Association;
  - 26.1.2. in such manner as will enable true and fair accounts to be prepared and audited; and
  - 26.1.3. so as to conform to the requirements of all acts and regulations and funding and regulatory bodies.
- 26.2. The Committee shall be responsible for the proper supervision and control of the financial affairs and assets of the Association.
- 26.3. The financial year of the Association shall be 1<sup>st</sup> January to 31<sup>st</sup> December.
- 26.4. Financial statements of the Association shall be prepared for each financial year as soon as practicable after the end of the financial year.
- 26.5. The Committee shall submit the financial statements to the Members at the Annual General Meeting showing the financial position of the Association at the end of the financial year immediately preceding the Annual General Meeting in question.
- 26.6. Auditors of the Association shall be appointed, if required, by the Members at each Annual General Meeting. No Member may be an auditor of the Association.
- 26.7. The Committee shall have custody of all of the records, books and all other documents of the Association.

## **27. Availability of Accounts and Inspection of Records**

- 27.1. The Committee shall have available for inspection by any Member a copy of the income and expenditure statement and the balance sheet of the Association for the last financial year of the registered office of the Association for a period of not less than 14 days before the Annual General Meeting.
- 27.2. A Member may at any reasonable time inspect without charge the income and expenditure statement, the balance sheet, the books, documents, records and securities, except those that constitute records confidential to clients of the association, of the Association and may, upon payment of a nominal charge to be decided from time to time by the Committee, have copies of any such.

## **28. Amendment of the Constitution and Rules**

- 28.1. The Constitution and Rules of the Association may be varied, altered or amended at any General Meeting by a Special Resolution.
- 28.2. The Secretary shall notify the Commissioner of Taxation and all other appropriate authorities of any such variation alteration or amendment.

## **29. Dissolution**

- 29.1. The Association may at any General Meeting dissolve the Association by a Special Resolution.
- 29.2. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolutions of the members.
- 29.3. The Commissioner of Taxation shall be notified in the event of the winding up or dissolution of the Association as shall all other relevant authorities.

[End of Constitution]