

# **Save Our Wildlife Foundation Incorporated Constitution**

**Adopted at the 30 October 2021 Annual General Meeting**

## 1 PRELIMINARIES

1.1 The name of the Incorporated Association shall be the Save Our Wildlife Foundation Incorporated (herein referred to as “the Association”)

1.2 In this Constitution the following meanings shall apply unless the context otherwise requires:

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

“**Association Procedures**” is a reference to the Association’s procedures contained on the Association website referring to all additional rules, by-laws and ordinances of the Association made pursuant to this Constitution;

“**Board**” means the Executive Board of the Association constituted pursuant to the provisions of this Constitution;

“**Code of Membership Conduct**” means the rules prescribed by the Association for the Membership conduct of its Members as recorded on the Associations Website;

“**Commission**” means the Corporate Affairs Commission of the State of South Australia;

“**Constitution**” means the constitution of the Association as repealed, substituted, varied, altered or otherwise amended from time to time;

“**Constitutional matters**” includes any matter that relates to this Constitution and any matter that relates to any rule, by-law or ordinance that affects the conduct of the affairs of the Association, its Members or the Board;

“**Executive Office Bearers**” means the:

- (i) Chairperson;
- (ii) Deputy Chairperson;
- (iii) Secretary;
- (iv) Treasurer;
- (v) Fundraising officer and
- (vi) Membership officer.

“**General Board Member**” means a Board member other than an Executive Office Bearer;

“**General Meetings**” of the Association include: -

- (i) any Extra Membership General Meeting; and
- (ii) the Annual General Meeting (“AGM”);

“**Member**” means a financial member of the Association, or a member granted Honorary Membership (per Rule 7.2) or deemed a Lifetime Member (per Rule 9.9);

“**Objects**” means the objects of the Association

1.3 Unless the context otherwise requires -

- (i) any words or expressions defined in the Act shall have the same meaning for this Constitution;
- (ii) words importing the singular shall include the plural and vice versa;
- (iii) words importing any gender shall be deemed to include and also refer to the other genders; and

- (iv) any reference to an Act or Regulation shall be deemed to refer to such Act or Regulation as amended or substituted from time to time.

## **2 OBJECTS**

2.1 The Objects of the Association shall be:

- (i) to promote the common interests of persons who are engaged in, or interested in, the promotion, protection and rescue of primarily Australian wildlife and of any animal in need;
- (ii) to discuss, examine, initiate, support, or, if necessary, oppose proposals, laws, measures or other matters relating to the promotion, protection and rescue of animals in need and specifically Australian wildlife;
- (iii) to promote the recognition and professionalism of the rescuers and carers of rescued animals;
- (iv) to promote and assist the training and development of Members as professionals;
- (v) to promote, provide funding for, and conduct research related to the promotion, protection and rescue of primarily Australian wildlife and including any type of animal in need;
- (vi) to provide information services and bureaux for the assistance of Members;
- (vii) to diffuse or disseminate knowledge and information, or otherwise further these Objects, by any means the Association thinks fit including but not limited to: -
  - a. the printing, publication, issuing and circulation of papers, newsletters, periodicals, books, circulars, manuals, brochures and other literary matter;
  - b. the Internet or other digital, electronic and / or social media;
  - c. advertising of all kinds; and
  - d. arranging seminars, lectures, workshops and conferences on topics of interest to Members;
- (viii) to provide advisory services for Members;
- (ix) to act as a forum for all matters relating to the promotion, protection and rescue of primarily Australian wildlife but including domestic animals and those involved in agriculture, wherever there is a need, and a national body for the promotion, protection and rescue of Australian wildlife, domestic and agricultural animals, and to promote social intercourse, preserve, foster and encourage camaraderie between Members and between Members of the Association and kindred associations and others;
- (x) to lobby on behalf of Members to effect all manner of insurance on behalf of the Association or on behalf of its Members or both, as may be considered expedient by the Association;
- (xi) to purchase, hire, lease or otherwise acquire for the purposes of the Association any real or personal property for the use of its Members;
- (xii) to provide funding, assistance, take part in or conduct joint meetings with similar associations in the furtherance of the promotion, protection and rescue of animals as demand requires;
- (xiii) to give, sell, exchange, hire, lease or otherwise dispose of the property of the Association or any part or parts thereof. If the Association takes hold of any property which may be subject to any trusts the Association shall only deal with the same in such manner as allowed by law having regard to such trusts;

- (xiv) To invest and deal with any of the moneys of the Association not immediate required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments;
- (xv) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (xvi) to borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges or other security over the whole or any part of the property, real or personal, of the Association;
- (xvii) to operate such bank accounts as the Association thinks fit including Authorised Deposit-Taking Institution accounts;
- (xviii) to appoint trustees who shall act on behalf of and in trust for the Association;
- (xix) to hire and employ and to dismiss workers and to pay to them and to other persons in return for services rendered to the Association such salaries, wages, gratuities, pensions, superannuation or other consideration as the Association thinks fit;
- (xx) to adopt all lawful means of increasing the status and prestige of the Association and furthering its Objects; and
- (xxi) to do all such other deeds, acts and things as may be incidental to the attainment of all or any one of the Objects of the Association.

### 3 POWERS

- 3.1 The Association has all the powers set out in Section 25 of the Act and the following additional powers:
- (i) to hold, manage and control the funds and other property of the Association;
  - (ii) to appoint an auditor to the Association to audit the accounts of the Association:
    - a. if so required under the Act; and
    - b. if not required under the Act if the Association thinks it necessary
  - (iii) to generally undertake, do and perform all such acts, deeds, matters and things and carry out such functions as may be considered by the Association as conducive to the carrying out of the Objects of the Association or any one or more of them;
  - (iv) subject to this Rule, to borrow money from banks or other financial institutions upon such terms and conditions as the Board sees fit, and secure the repayment thereof by charging the property of the Association; and
  - (v) subject to Section 53 of the Act, to invite and accept deposits of money from any person on such terms and conditions as the Board may determine from time to time.

### 4 MEMBERSHIPS

- 4.1 A Member of the Association shall be a person (in this Rule called “**the Applicant**”) who has:
- (i) followed the application process as set out by the Board to be a Member of the Association;
  - (ii) agree to be bound by:
    - (a) the Association’s Constitution
    - (b) the Code of Membership Conduct
    - (c) the policies and procedures as set out by the Association’s Board
- as they apply from time to time; and met the prerequisites for the membership category applicable to the Applicant

- (iii) met the prerequisites for the membership category applicable to the Applicant.
- 4.2 The prerequisites of membership of all membership categories of the Association shall be determined by the Association's Board and be available on the Association website.
- 4.3 Every Member shall notify the Association's Membership Officer (or delegate) of changes to their contact information for entry in the Association's register of Members. All notices sent to a Member at the last address given by them shall be deemed to have been duly given to such Member whether or not they actually receive it.
- 4.4 No Member of the Association may in any capacity whatsoever incur any liability on behalf of the Association without the previous approval of the Board, and any Member who should do so or purport to do so shall be solely responsible for payment of any such liability to the exclusion of the Association.

## **5 MEMBERSHIP CATEGORIES**

- 5.1 The membership categories of the Association shall, unless otherwise determined by the
- (i) Volunteer
  - (ii) Friend of SOWFI
  - (iii) Corporate Membership

## **6 VOLUNTEER MEMBERSHIP**

- 6.1 Volunteer Membership may be granted to an applicant who: -
- (i) has undergone the application and successful assessment in a process deemed appropriate by the Board
  - (ii) meets the prerequisites for membership as a Volunteer including the relevant training or experience as determined by the Board;
  - (iii) actively participates in supporting the operations of SOWFI, which may include but is not limited to being a carer, rescuer, habitat hero, Board or sub-committee member;
  - (iv) and paid the relevant Volunteer Membership Fee.
- 6.2 A Volunteer Member is entitled to be elected to, or sit on, the Board.
- 6.3 A Volunteer Member is entitled to receive notices convening General Members of the Association and may vote on all matters, including Constitutional matters.

## **7 FRIEND OF SOWFI**

- 7.1 Friend of SOWFI may be granted to an applicant who: -
- (i) has undergone the application and successful assessment in a process deemed appropriate by the Board
  - (ii) meets the prerequisites for membership as a Friend of SOWFI;
  - (iii) and has paid the relevant Friend of SOWFI Membership fee.
- 7.2 In recognition of individuals external to the organisation but who share SOWFI's goals and objectives, the Board may decide to waive the Friend of SOWFI Membership fee for a period of up to 12 months. This Friend of SOWFI membership subcategory will be known as 'Honorary Membership'.
- 7.3 A Friend of SOWFI is not entitled to be elected to, or sit on, the Board.
- 7.4 A Friend of SOWFI is not entitled to receive notices convening General Members of the Association and may not vote on any matters, including Constitutional matters.

## **8 CORPORATE MEMBERSHIP**

- 8.1 Corporate Membership may be granted to an applicant who: -
- (i) meets the prerequisites for membership as a Corporate Member;
  - (ii) has been approved by the Board as a Corporate Member;
  - (iii) agrees to be bound by a sponsorship agreement the contents of which will be determined by the Board;
  - (iv) has complied with the relevant procedural prerequisites for membership as a Corporate Member; and
  - (v) has paid the relevant joining fee (if any) specified in the terms and conditions relating to the applicant's Corporate Membership.
- 8.2 Unless the sponsorship agreement (referred to in 8.1 (iii)) determines otherwise, a Corporate Member:
- (i) is not entitled to be elected to, or sit on, the Board;
  - (ii) is not entitled to receive notices convening General Meetings of the Association and has no voting rights and cannot vote on any matter;
  - (iii) is required to pay the applicable annual membership Subscription;
  - (iv) is not entitled to vote.
- 8.3 A Corporate Member is entitled to access and to receive, free of charge, such publications of the Association as the Board determines from time to time.
- 8.4 The Association shall seek affiliation with other associations and organisations as it sees fit as long as these organisations do not operate in a matter than would negatively impact SOWFI's Code of Membership Conduct or Objects, or other as deemed by the Board.

## **9 SUBSCRIPTIONS AND FINANCIAL YEAR**

- 9.1 The:
- (i) annual membership Subscription (if any); and
  - (ii) joining fee (if any)
- applicable to each membership category shall be such amounts as have been recommended by the Board and ratified at an Annual General Meeting by those members eligible to vote.
- 9.2 The financial year shall begin on July 1 in each year and shall close on June 30 in each year.
- 9.3 Annual membership Subscriptions shall be due annually and shall be paid to the Treasurer in the manner and in accordance with the procedure set out in the Association Procedure contained on the Association website.
- 9.4 The manner and procedure of payment of annual membership Subscriptions of all membership categories of the Association shall be determined by the Board and shall be recorded in the Association Procedure contained on the Association website.
- 9.5 A Member who is more than one month in arrears of their annual membership Subscription and has been notified of this, shall, unless payment is made within one calendar month of such notification, cease to be a Member of the Association.
- 9.6 An applicant for membership must pay the joining fee (if any) applicable to the membership category being applied for by the applicant.

- 9.7 Unless the Treasurer otherwise determines, an applicant who was previously a member of the Association must pay the joining fee (if any) applicable to the membership category being applied for by the applicant.
- 9.8 The Board may grant a reduced rate of annual membership Subscription to individual Members on a case-by-case basis.
- 9.9 In recognition of meritorious service to the organisation, the Board may grant the status of *Lifetime Member* to a Volunteer. *Lifetime Members* are exempt from paying future annual subscriptions. *Lifetime Members* maintain all the same rights as Volunteer Members.

## **10 RESIGNATION OF MEMBERS**

- 10.1 A Member may resign from membership of the Association by advising the Membership Officer or delegate.
- 10.2 A Member resigning shall not be entitled to any refund of the applicable annual membership Subscription.
- 10.3 Any Member so resigning will be required to:
- (i) pay any outstanding debts to the Association, including membership Subscriptions
  - (ii) return any of the Association's property and/or equipment, and
  - (iii) not further use any of the Association's Intellectual Property

Any failure to settle outstanding debts or return any of the Association's property may give rise for the Association to legally pursue settlement with the Member.

## **11 EXPULSION OF MEMBERS**

- 11.1 Any Member can be expelled by the Board as a Member of the Association for a breach of any one or more of: -
- (i) the Constitution;
  - (ii) the Code of Membership Conduct.;
  - (iii) and /or SOWFI policies or procedures.
- 11.2 A Member being charged for expulsion as a Member under Rule 11.1 has the right to be heard or make a written submission, having been given one (1) month notice in writing setting out the particulars of the charge, before the meeting of the Board at which the matter is to be considered.
- 11.3 With advice from the Membership Officer, the Board shall act as arbitrator and notify the affected Member of its decision. In its powers as arbitrator, the Board must observe the rules of natural justice.
- 11.4 The Member so affected shall have the right of appeal, to the Association in General Meeting, by giving notice, in writing, to the Chairperson within fourteen (14) days of the date of notification of the decision. Upon receipt of such notice, the Chairperson shall, as soon as may be practical thereafter, call an Extra Membership General Meeting of the Association.
- 11.5 In the event of an appeal under Rule 11.4, the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the Member is upheld by the Members of the Association in General Meeting after the appellant has been heard, and in such event membership will be terminated at the date of the Extra Membership General Meeting at which the determination of the Board is upheld.

## **12 BOARD**

- 12.1 The Association shall be governed by a Board comprising
- (i) the Executive Office Bearers and
  - (ii) three general Board members.
- 12.2 Each Board position is for a two-year term;
- (i) a Board member may be re-elected for a second consecutive two-year term but cannot sit three terms consecutively unless Rule 12.3 is enacted;
  - (ii) To ensure corporate knowledge is retained on the Board the initial Board structure shall require half the Board positions to be for an initial term of one year and half the Board positions to be for an initial term of two years;
  - (iii) Thereafter no less than two positions must become vacant on an annual basis.
- 12.3 A Board member may sit on the Board for more than two consecutive terms, if one of the following conditions are met:
- (i) The member is co-opted by the Board to fill a vacant position on the Board after the Board has made reasonable attempts to fill the position, or
  - (ii) The Board member is the only member who nominates for a vacant position at an Annual General Meeting

## **13 POWERS OF THE BOARD**

- 13.1 The Board shall have the power to: -
- (i) conduct all business of the Association and to undertake any other functions as may be necessary from time to time to further the Objects of the Association in accordance with this Constitution;
  - (ii) co-opt eligible Members to fill vacancies on the Board whenever a vacancy may occur;
  - (iii) delegate part of its responsibilities;
  - (iv) prepare and file all legal and financial documents and accounts as may be required by the Act or any other law or legislation;
  - (v) Appoint a Public Officer as required by the Act;
  - (vi) call and convene General Meetings;
  - (vii) appoint such sub-committees as is seen fit, with the added power to co-opt;
  - (viii) consider applicants for admission to the Association;
  - (ix) 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; and
  - (x) make, repeal, vary, alter and amend such other rules and by-laws and ordinances as it sees fit relating to the affairs of the Association including but not limited to the election process of Board members and the voting process, the membership categories, eligibility for membership, ethics, code of conduct of its members, the calling and conduct of General Meetings and voting thereat
- so far as it does not contravene the Constitution.



## **14 ELIGIBILITY FOR MEMBERSHIP OF THE BOARD**

14.1 Eligibility for membership of the Board is restricted to: -

- (i) Volunteer Members
- (ii) Corporate Members where it is stipulated in their Sponsorship Agreement that they can stand for election to the Board.

who are in good financial standing and not disqualified or prohibited by the Act from being members of the Board.

## **15 ELECTION OF BOARD MEMBERS**

- 15.1 For the purposes of this Rule, the entitlement to vote for each Member is determined by the description stated in this Constitution for the Membership Category to which they belong. To avoid disenfranchisement, should a Member sit across multiple Membership Categories, the Member retains the right to vote as long as at least one of the categories in which they belong provides them the right to vote.
- 15.2 Board members shall be elected by Members entitled to vote at an election to be held in conjunction with each Annual General Meeting.
- 15.3 A Board member retiring in accordance with this Rule shall not be eligible for re-election until the expiration of no less than 12 months after completion of their Board role. Except where the conditions of Rule 13.3 are met.
- 15.4 Election of Board members shall be conducted by normal voting procedures at the Annual General Meeting.
- 15.5 Each election shall be under the control of a Returning Officer appointed by the Board who shall not be a candidate for election.
- 15.6 Nominations for election as a Board member shall:
- (i) be in the form of nomination as prescribed by the Association;
  - (ii) be in writing;
  - (iii) be supported by: -
    - a. the nominee; and
    - b. one (1) Member entitled to vote;
  - (iv) contain, to the extent specified in the nomination form, the personal, academic and background information of the nominee; and
  - (v) be lodged with the Returning Officer at least fourteen (14) days before the AGM.
- 15.7 The information supplied by a nominee for election on the nomination form shall be supplied to all Members entitled to vote with the election ballot paper.
- 15.8 If the number of nominations for election as Board members is:
- (i) equivalent to the number of vacancies, the Returning Officer shall declare the candidates elected as Board members at the Annual General Meeting.
  - (ii) less than the vacancies, the Returning Officer shall declare the candidates to be elected as Board members at the Annual General Meeting and the Board may appoint such additional Members eligible under Rule 17 as shall be necessary to fill any vacancy in the number to be elected and any Member so appointed shall be deemed to have been elected as a Board member at the Annual General Meeting.
  - (iii) more than the vacancies, the Returning Officer shall conduct a ballot in accordance with this Rule and the rules then in force relating to the conduct of elections and shall at the

Annual General Meeting declare the persons elected by the ballot to be elected as Board members.

## **16 CASUAL VACANCIES**

- 16.1 Subject to Rule 16, the Board may appoint any Member eligible under Rule 16 as a Board member to fill a casual vacancy in the office of the Board (other than in respect of an ex-officio member). Any Board member appointed under this Rule shall be deemed to have been elected at the Annual General Meeting at which the Board member whom they replaced was elected, or was deemed to have been elected.

## **17 VACANCIES ON THE BOARD**

- 18.1 The position of a Board member shall ipso facto become vacant if a Board member: -
- (i) is disqualified by the Act; or
  - (ii) is expelled as a Member of the Association under Rule 13 of this Constitution; or
  - (iii) is permanently incapacitated by ill health or dies; or
- ceases to be a financial Member of the Association.
- 18.2 If the Board resolves that a Board member has failed to fulfil their duties as a Board member or has failed to act in the best interests of the Association, then upon the passing of that resolution the position of that Board member shall become vacant.
- 18.3 A Board Member is not immune from expulsion if they have failed to fulfil their duties as Board Member or have failed to act in the best interests of the Association. The process for expulsion of a Board Member will follow the process for the Expulsion of other members as detailed in Rule 13.

## **18 PROCEEDINGS OF THE BOARD**

- 19.1 The Board shall hold meetings regularly for the dispatch of business of the Association.
- 19.2 A Board meeting may be called or held using any technology.
- 19.3 Questions arising at any Board meeting shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.
- 19.4 A quorum for a meeting of the Board shall be more than half the full number of the Board.
- 19.5 A Board member who has any direct or indirect pecuniary interest in a contract, or proposed contract, with the Association:
- (i) must disclose the nature and extent of that interest as required by the Act: -
    - a. to the Board; and
    - b. at the next Annual General Meeting of the Association;
  - (ii) may take part in deliberations in respect to that contract, unless not permitted to do so under the Act; and
- shall not vote in respect to that contract, unless permitted to do so under the Act.
- 19.6 Where the Board exercises any power of adjudication that it may have in relation to a dispute between:
- (i) its Members; or
  - (ii) its Board members; or
  - (iii) itself and any one or more Members
- then the rules of natural justice must be observed.

## **19 DUTIES OF BOARD MEMBERS**

- 20.1 Board members shall represent the Association and always uphold its Objects and this Constitution.
- 20.2 The Board shall maintain current position descriptions for all Board positions and publish these on the Association's website.
- 20.3 Board Members shall:
- (i) regularly attend board meetings and important relate meetings
  - (ii) stay informed about Board/committee matters, prepare themselves well for meetings and review and provide timely comments on Minutes and Reports
  - (iii) Be responsible for monitoring the risk management, governance and fiscal viability of the Association
  - (iv) Build a collegial working relationship with other Board Members that contributes to consensus
  - (v) Be an active participate in the Board's annual evaluation and strategic planning efforts
  - (vi) Act as ambassador and participates in fundraising for the Association
  - (vii) Make serious commitment to participate actively in Board work

Comply with the duties and obligations of an officer of the Association as are set out in the Act.

## **20 SUB-COMMITTEES**

- 20.1 The Board shall establish sub-committees to assist the Board.
- 20.2 In relation to each of its sub-committees, the Board shall nominate a member of the Board to liaise between the sub-committee and the Board.
- 20.3 Members of the Board shall be appointed to sub-committees in accordance with their areas of expertise.
- 20.4 The chairperson of a sub-committee, with the approval of the Chairperson may delegate specified tasks of the sub-committee to an employee;
- 20.5 The Chair of Sub-committees shall:
- (i) Report to the Board's Chair
  - (ii) Set the tone for the committee work
  - (iii) Ensure that members have the information needed to do their jobs
  - (iv) Oversee the logistics of committees operations
  - (v) Report to the Board on committee's decisions/recommendations
  - (vi) Work closely with internal and external people to the Association as agreed to by the Board.
  - (vii) Assign work to the committee members, sets the agenda and run the meetings, ensure distribution of meeting Minutes.
  - (viii) Initiate and lead the committee's annual evaluation.

## **21 PUBLIC OFFICER**

- 21.1 The Public Officer shall be an appointee who is a natural person over the age of 18 years and a resident of the State of South Australia.
- 21.2 The Public Officer shall: -
- (i) register all changes to this Constitution within one month of changes taking effect and pay the prescribed fee to the Commission; and

- (ii) comply with the duties and obligations of the Public Officer as are set out in the Act.

## **22 ADMINISTRATION OFFICER**

- 22.1 The Board may agree to engage an Administration Officer who will hold a remunerated and contracted position with the Association.
- 22.2 The duties of the Administration Officer include: -
- (i) working in close liaison with the Board;
  - (ii) completing all reasonable requests of the Board;
  - (iii) acting as an information officer on all queries addressed to the Association;
  - (iv) facilitating publication and distribution of documents; and
  - (v) carrying out other duties as expressly stated in the contract between the Association and the Administration Officer.

## **23 MEETINGS**

- 23.1 The Association must hold an Annual General Meeting within five (5) months after the end of the financial year of the Association.
- 23.2 The order of business at the annual general meeting shall be:
- (i) the confirmation of the minutes of the previous annual general meeting and of any extra Membership General Meeting held since that meeting;
  - (ii) the consideration of the accounts and the reports of the Board and the auditor's report;
  - (iii) the election of Board members;
  - (iv) any other business requiring consideration by the Association in general meeting.
- 23.3 An Extra Membership General Meeting can be called at any time by the Chairperson or by the Board.
- 23.4 Notice of the calling of a General Meeting of the Association:
- (i) must set out where and when the meeting will be held;
  - (ii) must be accompanied or have affixed thereto an agenda of the meeting setting out the particulars of the nature and order of business to be transacted at the meeting;
  - (iii) is to be served only on Members who are entitled to receive notices of General Meetings and vote thereat;
  - (iv) must give at least fourteen (14) days notice of the meeting unless at the meeting a special resolution is to be proposed in which case at least twenty-one (21) days notice of the meeting is to be given.
- 23.5 20% of members (and a minimum of 5 members) present in person or by proxy, shall constitute a quorum at any general meeting of the Association.
- 23.6 The procedures to be followed for the conduct of a General Meeting of the Association and voting thereat shall be those contained in the Association Procedures published on the Association website.

## **24 MINUTES**

- 25.1 Proper minutes of all proceedings of meetings of: -
- (i) the Association; and
  - (ii) the Board

shall be stored in the Association's electronic document management system within one month after the relevant meeting.

- 25.2 The minutes shall be confirmed by the Members present at a subsequent meeting.
- 25.3 Where minutes are entered, and confirmed, it is to be taken, in the absence of proof to the contrary, that:
- (i) the meeting to which the minutes relate was held;
  - (ii) the proceedings that are recorded in the minutes as having occurred during the meeting occurred; and
  - (iii) all appointments of officers or auditors that are recorded in the minutes as having been made at the meeting were validly made.

## **25 VOTING RIGHTS**

- 25.1 Subject to these Rules, each Member who is entitled to vote may vote by being present in person or by proxy and shall be entitled to one vote.
- 25.2 At any General Meeting, a resolution put to a vote shall be decided on a show of hands, secret ballot, or electronic vote as organised in advance by the Board. In the event of equality of votes, the Chairperson shall have a casting vote in addition to a deliberative vote.
- 25.3 A declaration by the Chairperson of the meeting that a resolution has been carried or lost shall (unless a poll is demanded) be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- 25.4 If a poll is demanded by a Chairperson of the meeting or by three or more Members present personally or by proxy, it shall be taken in such manner as the Chairperson directs. The result of such poll shall be deemed to be the resolution of the meeting, provided always that in the case of a special resolution then a majority of not less than three quarters of the Members (who being entitled to do so vote personally or by proxy at the meeting) is required.
- 25.5 A poll demanded on the election of a Chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.
- 25.6 Postal or Proxy voting shall be available to Members unable to attend the Annual General Meeting for the purpose of electing Board members.
- 25.7 Only financial Members or Members deemed to be Lifetime Members as per Rule 9.9 may vote.

## **26 PROXIES**

- 26.1 Subject to these Rules, a Member with voting rights shall be entitled to appoint, in writing, another Member of the Association as their proxy to attend and vote on their behalf at any General Meeting of the Association.

## **27 ACCOUNTS**

- 27.1 The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.
- 27.2 The Association must keep its accounting records in such a manner as will enable: -
- (i) the preparation from time to time of accounts that present fairly the results of the operations of the Association; and
  - (ii) the accounts of the Association to be conveniently and properly audited in accordance with the Act.

## **28 FINANCE AND PROPERTY**

- 28.1 Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.
- 28.2 As a non-profit Association, the income, property and funds of the Association shall be used and applied solely towards the promotion of the Objects of the Association and shall not be paid or transferred to the Members or relatives of Members.
- 28.3 Subject to these Rules, nothing shall prevent payment in good faith to any person in return for services actually rendered or to any person in furtherance of the Objects of the Association.
- 28.4 An employee of the Association shall, notwithstanding that employment, be entitled to be a: -
- (i) Member of the Association; or
  - (ii) Board member; or
- member of a sub-Committee of the Association.
- 28.5 All employees and contractors of the Association shall be under the supervision and management of the Chairperson, or another Member of the organisation who the Board deems suitable.
- 28.6 Association Members shall have no liability towards any debts of the Association or to any costs of the winding up of the Association, except to the value of any unpaid annual membership Subscriptions.
- 28.7 On dissolution of the Association, all property, whether real or personal, remaining after payment of all debts and legal liabilities, shall be transferred to such other bodies formed for promoting similar objects as shall be approved by the Association, provided that: -
- (i) such other body shall also prohibit the distribution of income and property to the members and relatives of members to the extent stated herein;
  - (ii) such other body shall also be an approved non-profit organisation; and
  - (iii) the Association shall not be dissolved except by approval of not less than two thirds of Members present and voting at a meeting called for that purpose, of which not less than one (1) calendar month notice, including notice of the proposed dissolution, has been given to all Members.

## **29 AMENDMENT OF CONSTITUTION**

- 29.1 This Constitution may be repealed in part or whole, substituted in whole or part or otherwise varied, altered or amended by resolution of no less than three-quarters of Members who are eligible to vote and who are present and voting or by proxy at a General Meeting of which not less than twenty-one (21) days' written notice specifying the intention to propose the resolution, including notice of the proposed repeal, substitution, variation, alteration or amendment has been given to all such Members.
- 29.2 This Constitution as substituted, varied, altered or amended from time to time shall bind all Members of the Association.
- 29.3 The Board members must notify the Australian Taxation Office and the Australian Securities Investment Commission in writing of any amendment to the Constitution especially amendment that will affect its entitlement for endorsement.

## **30 OTHER RULES, BY-LAWS AND ORDINANCES**

- 30.1 The Board shall have the power to make, repeal, alter, vary and amend such other rules, by-laws and ordinances as it sees fit to facilitate the running of the Association and the interpretation of this Constitution.
- 30.2 Such other rules, by-laws and ordinances shall be included in the Association Procedure contained on the Association website.

## **31 SERVICE**

32.1 Service of any notice (including a notice calling a General Meeting or a notice informing Members of the proposed repeal, substitution, variation, alteration or amendment of this Constitution), demand or any other document upon a Member can be effected in any manner that will bring it to the attention of the Member such as by:

- (i) personal service on the Member; or
- (ii) leaving it at the address of the Member with a person apparently over the age of 18; or
- (iii) Subscription pre-paid post addressed to the Member; or
- (iv) facsimile to the Member; or
- (v) E-Mail sent to the Member; or
- (vi) any other electronic means.

## **32 WINDING UP OF THE ASSOCIATION**

32.1 The Association may be wound up in any manner provided for in the Act and in this Constitution.

32.2 Monies and assets from the organisation are to be donated to The Nature Foundation SA.